

# CBK Holdings Limited 國茂控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8428



## 2018

FIRST QUARTERLY REPORT  
第一季度業績報告

## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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### **香港聯合交易所有限公司(「聯交所」) GEM 特色**

**GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。**

**鑒於 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。**

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本報告的資料乃遵照聯交所 GEM 證券上市規則(「GEM 上市規則」)而刊載，旨在提供有關本公司的資料。國茂控股有限公司(「本公司」，及連同其附屬公司統稱「本集團」)各董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所深知及確信，本報告所載資料在各重要方面均屬準確及完整，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive directors

Ms. Wong Wai Fong (*Chairman*)  
Mr. Chan Lap Ping

#### Independent non-executive directors

Mr. Chan Hoi Kuen Matthew  
Mr. Chung Wing Yin  
Mr. Law Yui Lun

### COMPLIANCE OFFICER

Ms. Wong Wai Fong

### AUTHORISED REPRESENTATIVES

Ms. Wong Wai Fong  
Mr. Chan Yu Chi

### COMPANY SECRETARY

Mr. Chan Yu Chi

### AUDIT COMMITTEE

Mr. Law Yui Lun (*Chairman*)  
Mr. Chan Hoi Kuen Matthew  
Mr. Chung Wing Yin

### REMUNERATION COMMITTEE

Mr. Chung Wing Yin (*Chairman*)  
Mr. Chan Hoi Kuen Matthew  
Mr. Law Yui Lun  
Ms. Wong Wai Fong

### NOMINATION COMMITTEE

Mr. Chan Hoi Kuen Matthew (*Chairman*)  
Mr. Chung Wing Yin  
Mr. Law Yui Lun  
Ms. Wong Wai Fong

### LEGAL COMPLIANCE COMMITTEE

Ms. Wong Wai Fong (*Chairman*)  
Mr. Chan Hoi Kuen Matthew  
Mr. Chan Yu Chi  
Mr. Chung Wing Yin  
Mr. Law Yui Lun

### AUDITORS

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants

### 董事會

#### 執行董事

黃惠芳女士 (*主席*)  
陳立平先生

#### 獨立非執行董事

陳海權先生  
鍾永賢先生  
羅裔麟先生

### 監察主任

黃惠芳女士

### 授權代表

黃惠芳女士  
陳如子先生

### 公司秘書

陳如子先生

### 審核委員會

羅裔麟先生 (*主席*)  
陳海權先生  
鍾永賢先生

### 薪酬委員會

鍾永賢先生 (*主席*)  
陳海權先生  
羅裔麟先生  
黃惠芳女士

### 提名委員會

陳海權先生 (*主席*)  
鍾永賢先生  
羅裔麟先生  
黃惠芳女士

### 法律合規委員會

黃惠芳女士 (*主席*)  
陳海權先生  
陳如子先生  
鍾永賢先生  
羅裔麟先生

### 核數師

國衛會計師事務所有限公司  
執業會計師

# Corporate Information

## 公司資料

### COMPLIANCE ADVISER

Guotai Junan Capital Limited

### LEGAL ADVISER

D. S. Cheung & Co.

### PRINCIPAL BANKS

Fubon Bank (Hong Kong) Limited

DBS Bank (Hong Kong) Limited

### REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1501, 15/F

Vanta Industrial Centre

21-33 Tai Lin Pai Road

Kwai Chung

New Territories

Hong Kong

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited

Suites 3301-04, 33/F

Two Chinachem Exchange Square

338 King's Road

North Point

Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

### COMPANY WEBSITE

[www.cbk.com.hk](http://www.cbk.com.hk)

### STOCK CODE

8428

### 合規顧問

國泰君安融資有限公司

### 法律顧問

張岱樞律師事務所

### 主要往來銀行

富邦銀行(香港)有限公司

星展銀行(香港)有限公司

### 註冊辦事處

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

### 總部及香港主要營業地點

香港

新界

葵涌

大連排道21-33號

宏達工業中心

15樓1501室

### 香港股份過戶及登記分處

聯合證券登記有限公司

香港

北角

英皇道338號

華懋交易廣場2期

33樓3301-04室

### 主要股份過戶及登記處

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

### 公司網頁

[www.cbk.com.hk](http://www.cbk.com.hk)

### 股份代號

8428

## Financial Highlights (Unaudited)

### 財務摘要(未經審核)

The board of directors (the "Board") of the Company is pleased to announce the unaudited condensed consolidated first quarterly results of the Group for the three months ended 30 June 2018, together with the unaudited comparative figures for the corresponding period of 2017. Unless otherwise specified, terms used herein shall have the same meanings as those defined in the prospectus of the Company dated 27 January 2017 (the "Prospectus").

The Group recorded revenue of approximately HK\$26.3 million (three months ended 30 June 2017: approximately HK\$23.7 million) for the three months ended 30 June 2018.

The Group recorded gross profit of approximately HK\$15.6 million (three months ended 30 June 2017: approximately HK\$13.8 million) for the three months ended 30 June 2018.

Loss attributable to owners of our Company was approximately HK\$4.1 million (three months ended 30 June 2017: approximately HK\$5.1 million) for the three months ended 30 June 2018.

Basic and diluted loss per share was approximately 0.34 HK cents (three months ended 30 June 2017: approximately 0.42 HK cents) for the three months ended 30 June 2018.

The Board does not recommend the payment of any dividend for the three months ended 30 June 2018.

本公司董事會(「董事會」)欣然宣佈本集團截至2018年6月30日止三個月的未經審核簡明綜合第一季度業績，連同2017年同期的未經審核比較數字。除另有指明外，本報告所用詞彙與本公司於2017年1月27日刊發的招股章程(「招股章程」)所界定者具有相同涵義。

本集團於截至2018年6月30日止三個月錄得收益約26.3百萬港元(截至2017年6月30日止三個月：約23.7百萬港元)。

本集團於截至2018年6月30日止三個月錄得毛利約15.6百萬港元(截至2017年6月30日止三個月：約13.8百萬港元)。

截至2018年6月30日止三個月，本公司擁有人應佔虧損約為4.1百萬港元(截至2017年6月30日止三個月：約5.1百萬港元)。

截至2018年6月30日止三個月，每股基本及攤薄虧損約為0.34港仙(截至2017年6月30日止三個月：約0.42港仙)。

董事會不建議就截至2018年6月30日止三個月派付任何股息。

# Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 未經審核簡明綜合損益及其他全面收益表

For the three months ended 30 June 2018 截至2018年6月30日止三個月

			For the three months ended 30 June 截至6月30日止三個月	
			2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註		
Revenue	收益	3	26,283	23,746
Cost of inventories sold	已售存貨成本		(10,688)	(9,912)
Gross profit	毛利		15,595	13,834
Other revenue and other income	其他收益及其他收入	4	264	700
Staff costs	員工成本		(7,961)	(9,018)
Depreciation of property, plant and equipment	物業、廠房及設備折舊		(950)	(731)
Property rentals and related expenses	物業租金及相關開支		(6,734)	(5,789)
Fuel and utility expenses	燃料及公用設施開支		(1,083)	(966)
Administrative expenses	行政開支		(4,369)	(3,082)
<b>Loss before tax</b>	<b>除稅前虧損</b>	5	<b>(5,238)</b>	(5,052)
Income tax credit/(expenses)	所得稅抵免/(開支)	6	1,137	(23)
<b>Loss and total comprehensive loss for the period</b>	<b>期內虧損及全面虧損總額</b>		<b>(4,101)</b>	(5,075)
<b>Loss and total comprehensive loss for the period attributable to:</b>	<b>以下各項應佔期內虧損及 全面虧損總額：</b>			
Owners of the Company	本公司擁有人		(4,101)	(5,075)
<b>Loss per share</b>	<b>每股虧損</b>			
Basic and diluted (HK cents)	基本及攤薄(港仙)	8	(0.34)	(0.42)

# Unaudited Condensed Consolidated Statement of Changes in Equity

## 未經審核簡明綜合權益變動表

For the three months ended 30 June 2018 截至2018年6月30日止三個月

		Attributable to owners of the Company 本公司擁有人應佔				
		Share capital 股本	Share premium 股份溢價	Merger reserve 合併儲備	Retained earnings 保留盈利	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (note a) (附註a)	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2017 (audited)	於2017年4月1日(經審核)	12,000	56,198	591	21,965	90,754
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	-	-	-	(5,075)	(5,075)
At 30 June 2017 (unaudited)	於2017年6月30日 (未經審核)	12,000	56,198	591	16,890	85,679
At 1 April 2018 (audited)	於2018年4月1日(經審核)	<b>12,000</b>	<b>56,198</b>	<b>591</b>	<b>12,219</b>	<b>81,008</b>
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	-	-	-	(4,101)	(4,101)
<b>At 30 June 2018 (unaudited)</b>	<b>於2018年6月30日 (未經審核)</b>	<b>12,000</b>	<b>56,198</b>	<b>591</b>	<b>8,118</b>	<b>76,907</b>

Note:

- (a) The merger reserve represented the difference between the nominal value of the share capital of the subsidiaries acquired as a result of the reorganisation (the "Reorganisation") as fully explained in the paragraph headed "Reorganisation" in the section headed "History and Development" of the Prospectus and the nominal value of the share capital of the Company issued in exchange thereof.

附註：

- (a) 合併儲備指因招股章程「歷史及發展」一節「重組」一段全面闡述的重組(「重組」)所收購附屬公司的股本面值與本公司為交換該等股本而發行的股本面值之間的差額。



# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 8 September 2016 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is Room 1501, 15/F., Vanta Industrial Centre, 21-33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong.

The Company's shares were listed on GEM of the Stock Exchange on 15 February 2017 (the "Listing Date").

The principal activity of the Company is investment holding. The principal activity of the Group is the provision of catering services in Hong Kong.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollar ("HK\$") which is the same as the functional currency of the Company, and all values are rounded to the nearest thousands (HK\$'000), unless otherwise stated.

### 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the three months ended 30 June 2018 are the same as those followed in the preparation of the financial statements for the year ended 31 March 2018.

### 1. 一般資料

本公司於2016年9月8日根據開曼群島法例第22章公司法(1961年法例三，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要營業地點為香港新界葵涌大連排道21-33號宏達工業中心15樓1501室。

本公司股份於2017年2月15日(「上市日期」)於聯交所GEM上市。

本公司的主要業務為投資控股。本集團的主要業務為於香港提供餐飲服務。

除另有說明者外，未經審核簡明綜合財務報表以港元(「港元」)呈列，與本公司的功能貨幣相同，所有數值均四捨五入至最接近的千元(千港元)。

### 2. 編製基準及主要會計政策

未經審核簡明綜合財務報表乃按歷史成本基準編製。

截至2018年6月30日止三個月的未經審核簡明綜合財務報表所採用的會計政策及計算方法與編製截至2018年3月31日止年度的財務報表所採用的會計政策及計算方法相同。

## Notes to the Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

### 3. REVENUE

### 3. 收益

		Three months ended 30 June 截至6月30日止三個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Restaurants operations	食肆營運	26,283	23,746

### 4. OTHER REVENUE AND OTHER INCOME

### 4. 其他收益及其他收入

		Three months ended 30 June 截至6月30日止三個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Promotion income	推廣收入	226	629
Tips income	小費收入	38	47
Others	其他	-	24
		264	700

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 5. LOSS BEFORE TAX

Loss before tax is arrived at after charging:

### 5. 除稅前虧損

除稅前虧損乃經扣除以下各項後達致：

		Three months ended 30 June	
		截至6月30日止三個月	
		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Auditor's remuneration	核數師酬金	66	62
Cost of inventories sold	已售存貨成本	10,688	9,912
Depreciation of property, plant and equipment	物業、廠房及設備折舊	950	731
Minimum lease payments under operating lease in respect of restaurants and office premises	就食肆及辦公室根據經營租約最低租賃付款	6,063	5,294
Employee benefit expenses (including directors' and chief executive's remuneration):	僱員福利開支(包括董事及主要行政人員酬金)：		
— Salaries and allowances	— 薪金及津貼	7,605	8,554
— Staff benefits	— 員工福利	33	41
— Retirement benefit scheme contributions	— 退休福利計劃供款	323	423
		7,961	9,018

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 6. INCOME TAX (CREDIT)/EXPENSES

### 6. 所得稅(抵免)/開支

		Three months ended 30 June 截至6月30日止三個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Current tax — Hong Kong Profits Tax</b>	<b>即期稅項 — 香港利得稅</b>		
Charge for the period	期內支出	16	23
Deferred tax credit	遞延稅項抵免	(1,153)	—
		<b>(1,137)</b>	<b>23</b>

Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any taxation under the jurisdictions of the Cayman Islands.

根據開曼群島的規則及法規，本集團毋須繳納開曼群島司法管轄區的任何稅項。

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

於兩個期間，香港利得稅乃按估計應課稅溢利的16.5%計算。

### 7. DIVIDEND

The Board does not recommend the payment of any dividend for the three months ended 30 June 2018 (three months ended 30 June 2017: Nil).

### 7. 股息

董事會不建議就截至2018年6月30日止三個月派付任何股息(截至2017年6月30日止三個月：無)。

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 8. LOSS PER SHARE

### 8. 每股虧損

		Three months ended 30 June 截至6月30日止三個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of calculating basic loss per share	用於計算每股基本虧損的虧損	4,101	5,075

  

		As at 30 June 於6月30日	
		2018 2018年 '000 千股 (Unaudited) (未經審核)	2017 2017年 '000 千股 (Unaudited) (未經審核)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	用於計算每股基本虧損的加權平均普通股數目	1,200,000	1,200,000

The calculation of basic loss per share for the three months ended 30 June 2018 and 2017 is based on the loss for the period attributable to the owners of the Company and the weighted average number of ordinary shares.

Diluted loss per share were same as the basic loss per share as there were no potential dilutive ordinary shares in issue.

截至2018年及2017年6月30日止三個月的每股基本虧損乃按本公司擁有人應佔期內虧損及加權平均普通股數計算。

由於概無潛在攤薄已發行普通股，故每股攤薄虧損與每股基本虧損相同。

# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW

For the three months ended 30 June 2018, the Group operated eight restaurants in Hong Kong under the brands of "Calf Bone King (小肥牛火鍋活魚專門店)", "Beefy HotPot (小肥牛火鍋大排檔)", "Calf Bone King Steam Pot (小肥牛蒸氣石鍋火鍋專門店)", "CBK Prince Club (小肥牛太子會)" and "3H Island Fusion Pot (蒲頭島)".

### FINANCIAL REVIEW

#### Revenue

Our revenue for the three months ended 30 June 2018 increased by approximately HK\$2.6 million to approximately HK\$26.3 million (three months ended 30 June 2017: approximately HK\$23.7 million). The increase in revenue was mainly due to the opening of a new restaurant in Yau Tsim Mong district in September 2017. The effect was partially offset by the closure of CYMT in April 2018.

#### Cost of inventories sold

The cost of inventories sold mainly represents the costs of food ingredients and beverage for the operation of the Group's restaurants. The cost of inventories sold for the three months ended 30 June 2018 increased by approximately HK\$0.8 million to approximately HK\$10.7 million (three months ended 30 June 2017: approximately HK\$9.9 million). The cost of inventories sold as a percentage of revenue decreased by approximately 1.0% to approximately 40.7% for the three months ended 30 June 2018 (three months ended 30 June 2017: approximately 41.7%). Such decrease was mainly due to the improvement in our cost control.

#### Gross profit and gross profit margin

The gross profit for the three months ended 30 June 2018 increased by approximately HK\$1.8 million to approximately HK\$15.6 million (three months ended 30 June 2017: approximately HK\$13.8 million) and the gross profit margin for the three months ended 30 June 2018 increased by approximately 1.0% to approximately 59.3% (three months ended 30 June 2017: approximately 58.3%). The increase in gross profit margin was mainly due to the closure of CYMT in April 2018, which had relatively lower gross profit margins as compared to other restaurants of the Company.

### 業務回顧

截至2018年6月30日止三個月，本集團以「小肥牛火鍋活魚專門店」、「小肥牛火鍋大排檔」、「小肥牛蒸氣石鍋火鍋專門店」、「小肥牛太子會」及「蒲頭島」品牌在香港經營八間食肆。

### 財務回顧

#### 收益

我們的收益於截至2018年6月30日止三個月增加約2.6百萬港元至約26.3百萬港元(截至2017年6月30日止三個月：約23.7百萬港元)。收益增加主要由於新食肆於2017年9月在油尖旺區開業，該影響因油麻地分店於2018年4月結業而局部抵銷。

#### 已售存貨成本

已售存貨成本主要指經營本集團旗下食肆所需食材及飲料成本。已售存貨成本於截至2018年6月30日止三個月增加約0.8百萬港元至約10.7百萬港元(截至2017年6月30日止三個月：約9.9百萬港元)。已售存貨成本佔收益百分比於截至2018年6月30日止三個月減少約1.0%至約40.7%(截至2017年6月30日止三個月：約41.7%)。該項減少主要由於成本控制得到改善。

#### 毛利及毛利率

截至2018年6月30日止三個月的毛利增加約1.8百萬港元至約15.6百萬港元(截至2017年6月30日止三個月：約13.8百萬港元)，而截至2018年6月30日止三個月的毛利率約增加1.0%至約59.3%(截至2017年6月30日止三個月：約58.3%)。毛利率增加主要由於毛利率較本公司其他食肆相對較低的油麻地分店於2018年4月結業。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

#### Other revenue and other income

Our other revenue and other income decreased by approximately HK\$0.4 million to approximately HK\$0.3 million (three months ended 30 June 2017: approximately HK\$0.7 million) for the three months ended 30 June 2018, which was primarily due to the decrease in promotion income from beverage suppliers.

#### Staff costs

Our staff costs decreased by approximately HK\$1.0 million to approximately HK\$8.0 million (three months ended 30 June 2017: approximately HK\$9.0 million) for the three months ended 30 June 2018. The decrease in our staff costs was mainly due to the closure of CYMT in April 2018.

#### Depreciation of property, plant and equipment

Our depreciation of property, plant and equipment increased by approximately HK\$0.3 million to approximately HK\$1.0 million (three months ended 30 June 2017: approximately HK\$0.7 million) for the three months ended 30 June 2018. The increase was mainly due to the additional depreciation charges incurred for our new restaurant in Yau Tsim Mong district, which was opened in September 2017.

#### Property rentals and related expenses

Our property rentals and related expenses increased by approximately HK\$0.9 million to approximately HK\$6.7 million (three months ended 30 June 2017: approximately HK\$5.8 million) for the three months ended 30 June 2018. The increase was primarily due to (i) the increase in rental expense incurred for some of our existing restaurants upon the renewal of tenancy agreements; and (ii) the opening of our new restaurant in Yau Tsim Mong district in September 2017.

### 財務回顧(續)

#### 其他收益及其他收入

我們的其他收益及其他收入於截至2018年6月30日止三個月減少約0.4百萬港元至約0.3百萬港元(截至2017年6月30日止三個月:約0.7百萬港元),主要由於飲料供應商的推廣收入減少。

#### 員工成本

我們的員工成本於截至2018年6月30日止三個月減少約1.0百萬港元至約8.0百萬港元(截至2017年6月30日止三個月:約9.0百萬港元)。員工成本減少主要由於油麻地分店於2018年4月結業。

#### 物業、廠房及設備折舊

我們的物業、廠房及設備折舊於截至2018年6月30日止三個月增加約0.3百萬港元至約1.0百萬港元(截至2017年6月30日止三個月:約0.7百萬港元)。該項增加主要源自於2017年9月在油尖旺區開業的新食肆所產生額外折舊支出。

#### 物業租金及相關開支

我們的物業租金及相關開支於截至2018年6月30日止三個月增加約0.9百萬港元至約6.7百萬港元(截至2017年6月30日止三個月:約5.8百萬港元)。該項增加主要由於(i)若干現有食肆於重續租賃協議時產生的租金開支增加;及(ii)於2017年9月在油尖旺區開設新食肆。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

#### Fuel and utility expenses

Our fuel and utility expenses remained relatively stable at approximately HK\$1.1 million (three months ended 30 June 2017: approximately HK\$1.0 million) for the three months ended 30 June 2018.

#### Administrative expenses

Our administrative expenses increased by approximately HK\$1.3 million to approximately HK\$4.4 million (three months ended 30 June 2017: approximately HK\$3.1 million) for the three months ended 30 June 2018. The increase was mainly due to the impairment loss recognised in respect of property, plant and equipment and rental deposits upon early termination of a lease contract as a result of the closure of CYMT in April 2018.

#### Loss and total comprehensive loss for the period attributable to owners of our Company

As a result of the cumulative effect of the above factors, the Group had loss and total comprehensive loss for the period attributable to owners of our Company of approximately HK\$4.1 million (three months ended 30 June 2017: approximately HK\$5.1 million) for the three months ended 30 June 2018. The decrease in our loss and total comprehensive loss attributable to owners of our Company for the three months ended 30 June 2018 was mainly due to an increase in our gross profit as mentioned above.

### 財務回顧(續)

#### 燃料及公用設施開支

我們的燃料及公用設施開支於截至2018年6月30日止三個月相對維持穩定，約為1.1百萬港元(截至2017年6月30日止三個月：約1.0百萬港元)。

#### 行政開支

我們的行政開支於截至2018年6月30日止三個月增加約1.3百萬港元至約4.4百萬港元(截至2017年6月30日止三個月：約3.1百萬港元)。該項增加主要由於油麻地分店於2018年4月結業所導致就物業、廠房及設備以及提前終止租約的租金按金所確認減值虧損。

#### 本公司擁有人應佔期內虧損及全面虧損總額

由於上述因素的累計影響，本集團於截至2018年6月30日止三個月錄得本公司擁有人應佔期內虧損及全面虧損總額約4.1百萬港元(截至2017年6月30日止三個月：約5.1百萬港元)。截至2018年6月30日止三個月，本公司擁有人應佔虧損及全面虧損總額減少主要由於上述毛利增加。



# Management Discussion and Analysis

## 管理層討論與分析

### FOREIGN CURRENCY EXPOSURE

Most of the transactions of the Group are denominated in Hong Kong dollars and the Group is not exposed to significant foreign exchange exposure.

### OUTLOOK

The Board will continue with its prudent site selection strategy to expand our network of hotpot restaurants. The Group will only lease sites which offer rent at rates suitable for hotpot restaurants which traditionally have relatively shorter operating hours as compared to other restaurants. We will continue to conduct feasibility studies on refining our existing brands and launching of new brands to meet growing customer expectations on dining experience.

We are exploring the commercial viability of extending our business hours. We have introduced such measure in one of our restaurants. We offer special discounts for customers who come for “happy hour” hotpot or “late night” hotpot at the restaurant.

Recruiting and retaining talent is one of our priorities in this financial year. We believe offering competitive salary is vital for attracting and retaining talent although this will impact our operating results. However, this can be mitigated by improving on overall operational efficiency and by enhancing staff communication at all levels.

Based on our success in the past, we remain optimistic about the Group’s future development. We intend to cautiously execute our development plan as set forth in the Prospectus for the purpose of bringing a desirable return to our shareholders and facilitating the long-term growth of the business of the Group.

### 外幣風險

本集團大部分交易以港元計值，而且本集團並無面臨重大外匯風險。

### 展望

本集團將繼續保持審慎的選址策略以擴大旗下火鍋店網絡。本集團將僅租用租金合適的地點，以適合經營營業時間通常較其他食肆為短的火鍋店為原則。我們將繼續就完善現有品牌及推出新品牌進行可行性研究，以滿足顧客對用餐體驗不斷提高的期望。

我們現正探索延長營業時間的商業可行性。我們已在其中一間分店推行有關措施。我們為享用「歡樂時光」火鍋或「深夜」火鍋的堂食顧客提供特別折扣。

我們於本財政年度的重點之一是聘用及挽留人才。我們認為，提供具競爭力的薪金對吸引及挽留人才至關重要，但此舉將影響我們的經營業績。然而，提高整體運營效益及加強各級員工的溝通可減輕影響程度。

基於過往的成功經驗，我們對本集團的未來發展保持樂觀態度。我們擬審慎執行招股章程載列的發展計劃，從而為股東帶來理想回報，並促進本集團的業務長期增長。

# Management Discussion and Analysis

## 管理層討論與分析

### CAPITAL COMMITMENTS

As at 30 June 2018, the Group did not have any material capital commitments.

### CONTINGENT LIABILITIES

As at 30 June 2018, the Group did not have any material contingent liabilities.

### PLEDGE OF ASSETS

As at 30 June 2018, the Group did not have any mortgage or charge over its assets.

### EVENTS AFTER REPORTING DATE

There are no material subsequent events undertaken by the Group after the reporting period.

### 資本承擔

於2018年6月30日，本集團並無任何重大資本承擔。

### 或然負債

於2018年6月30日，本集團並無任何重大或然負債。

### 資產抵押

於2018年6月30日，本集團並無將其資產作任何按揭或抵押。

### 報告日期後事項

於報告期後，本集團並無進行重大期後事項。

## Other Information 其他資料

### INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2018, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange: (i) pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein (the "Register"); or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange were as follows:

#### (i) Long position in our Shares

Name of Director/chief executive 董事／主要行政人員姓名	Capacity/ nature of interest 身份／權益性質	Number of shares held/ interested 持有／擁有權益 的股份數目	Percentage of interest 權益百分比
Ms. Wong Wai Fong ("Ms. Wong") (Note 1) 黃惠芳女士(「黃女士」)(附註1)	Interest in controlled corporation 受控法團權益	889,200,000	74.1%
Mr. Kwok Yiu Chung ("Mr. Kwok") (Note 2) 郭耀松先生(「郭先生」)(附註2)	Family interest 家族權益	889,200,000	74.1%

Notes:

- Sure Wonder Investments Limited ("Sure Wonder"), which holds 889,200,000 Shares, is owned as to 83.4% by Ms. Wong, 1.7% by Mr. Kwok, 7.6% by Mr. Tam Wai Shing ("Mr. Tam"), 1.8% by Ms. Yang Dongxiang ("Ms. Yang") and 5.5% by Mr. Hui Chun Wah ("Mr. Hui"). As Ms. Wong is entitled to exercise more than one-third of the voting power at general meetings of Sure Wonder, Ms. Wong is taken to be interested in the 889,200,000 Shares in which Sure Wonder is interested under the SFO.
- Mr. Kwok, our chief executive officer, is Ms. Wong's spouse and is deemed to be interested in 889,200,000 Shares in which Ms. Wong is interested under the SFO.

### 董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

於2018年6月30日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有：(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例該等條文被當作或視為擁有的任何權益及淡倉)；或(ii)根據證券及期貨條例第352條須記錄於該條所指登記冊(「登記冊」)的權益及淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易的規定須知會本公司及聯交所的權益及淡倉如下：

#### (i) 於我們股份的好倉

附註：

- 定妙投資有限公司(「定妙」)持有889,200,000股股份，由黃女士、郭先生、譚偉成先生(「譚先生」)、楊東香女士(「楊女士」)及許春華先生(「許先生」)分別擁有83.4%、1.7%、7.6%、1.8%及5.5%。由於黃女士有權於定妙的股東大會上行使多於三分之一投票權，故根據證券及期貨條例被視為於定妙擁有權益的889,200,000股股份中擁有權益。
- 行政總裁郭先生為黃女士的配偶及根據證券及期貨條例被視為於黃女士擁有權益的889,200,000股股份中擁有權益。

## Other Information 其他資料

### (ii) Long position in the ordinary shares of associated corporation

### (ii) 於相聯法團普通股的好倉

Name of Director/ chief executive	Name of associated corporation	Capacity/ nature of interest	Number of shares held/ interested	Percentage of interest (approximate)
董事／主要行政人員姓名	相聯法團名稱	身份／權益性質	持有／擁有權益 的股份數目	權益百分比 (概約)
Ms. Wong (Note 1) 黃女士(附註1)	Sure Wonder 定妙	Beneficial owner 實益擁有人	834	83.4%
		Family interest 家族權益	17	1.7%
Mr. Kwok (Note 1) 郭先生(附註1)	Sure Wonder 定妙	Beneficial owner 實益擁有人	17	1.7%
		Family interest 家族權益	834	83.4%
Mr. Chan Lap Ping (Note 2) 陳立平先生(附註2)	Sure Wonder 定妙	Family interest 家族權益	18	1.8%

Notes:

1. Mr. Kwok, our chief executive officer, is Ms. Wong's spouse. Accordingly, Mr. Kwok is deemed to be interested in the shares of Sure Wonder held by Ms. Wong under the SFO, and Ms. Wong, our executive director, is deemed to be interested in the shares of Sure Wonder held by Mr. Kwok under the SFO.
2. Mr. Chan Lap Ping, our executive director, is the spouse of Ms. Yang and is deemed to be interested in the shares of Sure Wonder held by Ms. Yang under the SFO.

附註：

1. 行政總裁郭先生為黃女士的配偶。因此，郭先生根據證券及期貨條例被視為於黃女士持有的定妙股份中擁有權益，而執行董事黃女士根據證券及期貨條例被視為於郭先生持有的定妙股份中擁有權益。
2. 執行董事陳立平先生為楊女士的配偶，根據證券及期貨條例被視為於楊女士持有的定妙股份中擁有權益。

Save as disclosed above, as at 30 June 2018, none of the Directors and the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange: (i) pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein (the "Register"); or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

除上文披露者外，於2018年6月30日，概無本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債權證中擁有：(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例該等條文被當作或視為擁有的任何權益及淡倉)；或(ii)根據證券及期貨條例第352條須記錄於該條所指登記冊(「登記冊」)的權益及淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易的規定須知會本公司及聯交所的權益及淡倉。

## Other Information 其他資料

### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

So far as the Directors are aware of, as at 30 June 2018, the following substantial shareholder, who were directly or indirectly interested in 10% or more of the issued voting shares of the Company and other than a Director or the chief executive of the Company, had interests or short positions in the shares and underlying shares which would: (i) fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which were recorded in the register of the Company required to be kept under section 336 of the SFO (the "Substantial Shareholders' Register"):

#### Long positions in the ordinary shares of the Company

Name	Capacity/nature of interest	Number of shares held/ interested	Percentage of interest
名稱	身份／權益性質	持有／擁有權益的股份數目	權益百分比
Sure Wonder (Note) 定妙(附註)	Beneficial owner 實益擁有人	889,200,000	74.1%

Note: In view of the concert party arrangement among Ms. Wong, Mr. Kwok, Mr. Tam, Ms. Yang and Mr. Hui, Ms. Wong, Mr. Kwok, Mr. Tam, Ms. Yang and Mr. Hui through Sure Wonder, control an aggregate of 889,200,000 Shares, representing 74.1% of the issued share capital of our Company. Hence, Ms. Wong, Mr. Kwok, Mr. Tam, Ms. Yang, Mr. Hui and Sure Wonder are a group of controlling shareholders within the meaning of the GEM Listing Rules.

### 主要股東於本公司及其相聯法團的 股份、相關股份及債權證中的權益 及淡倉

據董事所知，於2018年6月30日，以下主要股東(直接或間接擁有本公司具表決權已發行股份10%或以上權益及本公司董事或主要行政人員除外)於股份及相關股份中擁有(i)根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉；或(ii)記錄於根據證券及期貨條例第336條須存置的本公司登記冊(「主要股東登記冊」)的權益或淡倉：

#### 於本公司普通股的好倉

附註：鑒於黃女士、郭先生、譚先生、楊女士及許先生之間的一致行動人士安排，黃女士、郭先生、譚先生、楊女士及許先生透過定妙控制合共889,200,000股股份，相當於本公司已發行股本74.1%。因此，黃女士、郭先生、譚先生、楊女士、許先生及定妙為GEM上市規則界定的一組控股股東。

## Other Information

### 其他資料

#### INTERESTS AND SHORT POSITIONS OF OTHER PERSONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

So far as the Directors are aware of, save as disclosed above, as at 30 June 2018, the Directors were not aware of any other persons who/entities which were directly or indirectly interested in 5% or more of the issued voting shares of the Company, and: (i) had any interest or short position in the shares or underlying shares that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which would be recorded in the Substantial Shareholders' Register required to be kept under section 336 of the SFO.

Save as disclosed above, as at 30 June 2018, the Directors were not aware of any persons who had any interest or short position in the shares or underlying shares that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the Substantial Shareholders' Register required to be kept under section 336 of the SFO.

#### COMPETING BUSINESS

None of the Directors or the controlling shareholders of the Company or any of their respective close associates (as defined in the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules")) had an interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group or any other conflicts of interest which any such person has or may have with the Group during the three months ended 30 June 2018.

#### 其他人士於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

據董事所知，除上文披露者外，於2018年6月30日，董事並不知悉任何其他人士／實體直接或間接擁有本公司具表決權已發行股份5%或以上權益；及於股份或相關股份中擁有(i)任何根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉；或(ii)記錄於根據證券及期貨條例第336條須存置的主要股東登記冊的權益或淡倉。

除上文披露者外，於2018年6月30日，董事並不知悉任何人士於股份或相關股份中擁有任何根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉或記錄於根據證券及期貨條例第336條須存置的主要股東登記冊的權益或淡倉。

#### 競爭業務

本公司董事或控股股東或任何彼等各自的緊密聯繫人(定義見聯交所GEM證券上市規則(「GEM上市規則」))於截至2018年6月30日止三個月概無於任何足以或可能對本集團業務構成直接或間接競爭的業務中擁有權益，而任何該等人士與本集團之間亦不存在或可能存在任何其他利益衝突。

## Other Information

### 其他資料

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The issued shares of the Company were listed on GEM of the Stock Exchange on the Listing Date. Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company after the Listing Date and up to 30 June 2018.

#### CORPORATE GOVERNANCE CODE

For the three months ended 30 June 2018, the Directors consider that the Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules.

#### DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, the Company confirms that the Directors have complied with such required standard of dealings and the Company's code of conduct regarding Directors' securities transactions for the three months ended 30 June 2018.

#### 購入、出售或贖回上市證券

本公司已發行股份於上市日期於聯交所GEM上市。於上市日期後直至2018年6月30日，本公司及其任何附屬公司均無購入、出售或贖回任何本公司上市證券。

#### 企業管治守則

截至2018年6月30日止三個月，董事認為本公司已遵守載於GEM上市規則附錄15的企業管治守則(「企業管治守則」)所載守則條文。

#### 董事進行證券交易

本公司採納有關董事進行證券交易的行為守則，其條款不遜於GEM上市規則第5.48至5.67條所規定的交易標準規定。本公司已向所有董事作出特定查詢，確認董事於截至2018年6月30日止三個月一直遵守有關董事進行證券交易的相關規定交易標準及本公司行為守則。

## Other Information

### 其他資料

#### INTERESTS OF COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Guotai Junan Capital Limited (“Guotai Junan”) to be the compliance adviser. As informed by Guotai Junan, neither Guotai Junan nor any of its directors or employees or close associates has or may have any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules, except for the compliance adviser agreement entered into between the Company and Guotai Junan dated 17 October 2016.

#### SHARE OPTION SCHEME

The share option scheme of the Company (the “Scheme”) has been adopted by the resolutions in writing of all the shareholders passed on 20 January 2017. The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 30 June 2018.

#### 合規顧問的權益

根據GEM上市規則第6A.19條規定，本公司已委聘國泰君安融資有限公司（「國泰君安」）為合規顧問。據國泰君安表示，除本公司與國泰君安所訂立日期為2016年10月17日的合規顧問協議外，國泰君安及其任何董事或僱員或其緊密聯繫人概無於本公司或本集團任何成員公司的股本中擁有或可能擁有根據GEM上市規則第6A.32條須知會本公司的任何權益（包括購股權或可認購有關證券的權利）。

#### 購股權計劃

本公司全體股東於2017年1月20日通過書面決議案採納本公司的購股權計劃（「計劃」）。計劃條款符合GEM上市規則第23章的條文。

自採納計劃以來概無授出任何購股權，而於2018年6月30日亦無任何尚未行使購股權。



## Other Information 其他資料

### AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established on 20 January 2017 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The primary duties of the Audit Committee are to review the Company's draft annual, interim and quarterly financial reports and accounts and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group.

The Audit Committee currently consists of three independent non-executive Directors, namely Mr. Chan Hoi Kuen Matthew, Mr. Chung Wing Yin and Mr. Law Yui Lun. The chairman of the audit committee is Mr. Law Yui Lun, who has appropriate professional qualifications and experience in accounting matters.

The Audit Committee has reviewed the unaudited consolidated financial statements of the Group for the three months ended 30 June 2018 and is of the view that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

For and on behalf of the Board

**CBK Holdings Limited**

**WONG Wai Fong**

*Chairman and Executive Director*

Hong Kong, 11 August 2018

*As at the date of this report, the chairman and the executive Director of the Company is Ms. WONG Wai Fong, the executive Director of the Company is Mr. CHAN Lap Ping; and the independent non-executive Directors of the Company are Mr. CHAN Hoi Kuen Matthew, Mr. CHUNG Wing Yin and Mr. LAW Yui Lun.*

*This report will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at [www.cbk.com.hk](http://www.cbk.com.hk).*

### 審核委員會

本公司審核委員會(「審核委員會」)於2017年1月20日成立，並根據GEM上市規則第5.28及5.29條以及企業管治守則的守則條文第C.3.3條制定書面職權範圍。審核委員會的主要職責為審閱本公司草擬的全年、中期及季度財務報告及賬目，並就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團的財務申報程序及內部監控程序。

審核委員會現時由三名獨立非執行董事組成，即陳海權先生、鍾永賢先生及羅裔麟先生。審核委員會主席為羅裔麟先生，彼於會計事宜方面擁有適當專業資格及經驗。

審核委員會已審閱本集團截至2018年6月30日止三個月的未經審核綜合財務報表，認為有關業績已遵守適用會計準則、GEM上市規則項下規定及其他適用法例規定，並已作出充足披露。

代表董事會

**國茂控股有限公司**

**主席兼執行董事**

**黃惠芳**

香港，2018年8月11日

於本報告日期，本公司主席兼執行董事為黃惠芳女士、本公司執行董事為陳立平先生；而本公司獨立非執行董事為陳海權先生、鍾永賢先生及羅裔麟先生。

本報告將自其刊發日期起計最少一連七日刊載於GEM網站[www.hkgem.com](http://www.hkgem.com)「最新公司公告」一頁內，亦將刊載於本公司網站[www.cbk.com.hk](http://www.cbk.com.hk)。

**CBK Holdings Limited**  
**國茂控股有限公司**