



Dragon King Group Holdings Limited 龍皇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8493

Third Quarterly Report 2018



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*This report, for which the directors (the "**Directors**") of Dragon King Group Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Three months and nine months ended 30 September 2018

The unaudited condensed consolidated results of the Group for the three months and nine months ended 30 September 2018, together with the unaudited comparative figures for the corresponding periods in 2017, are as follows:

| | Notes | Unaudited Three months ended 30 September | | Unaudited Nine months ended 30 September | |
|---|-------|---|------------------|--|------------------|
| | | 2018 HK\$'000 | 2017 HK\$'000 | 2018 HK\$'000 | 2017 HK\$'000 |
| Revenue | 4 | 100,229 | 107,601 | 308,624 | 310,209 |
| Costs of inventories consumed | | (30,933) | (33,463) | (97,414) | (96,434) |
| Gross profit | | 69,296 | 74,138 | 211,210 | 213,775 |
| Other income and gains, net | | 609 | 487 | 1,931 | 1,545 |
| Staff costs | | (31,103) | (31,572) | (103,941) | (97,722) |
| Depreciation of items of property, plant and equipment | | (4,696) | (4,687) | (13,144) | (13,701) |
| Loss on disposal of items of property, plant and equipment | | - | - | (6,969) | (8) |
| Rental and related expenses | | (18,854) | (18,236) | (56,977) | (54,194) |
| Other operating expenses | | (13,945) | (13,831) | (46,834) | (42,552) |
| Finance costs | | (526) | (446) | (1,406) | (1,687) |
| Listing expenses | | - | (2,335) | (4,449) | (8,132) |
| Profit/(loss) before tax | 5 | 781 | 3,518 | (20,579) | (2,676) |
| Income tax expenses | 6 | (480) | (1,651) | (1,183) | (2,800) |
| Profit/(loss) for the period | | 301 | 1,867 | (21,762) | (5,476) |
| Profit/(loss) attributable to: | | | | | |
| Owners of the Company | | 301 | 1,867 | (21,762) | (5,404) |
| Non-controlling interests | | - | - | - | (72) |
| | | 301 | 1,867 | (21,762) | (5,476) |
| Earnings/(losses) per share attributable to ordinary equity holders of the Company | | HK cents | HK cents | HK cents | HK cents |
| – Basic and diluted | 8 | 0.02 | 0.17 | (1.53) | (0.50) |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

Three months and nine months ended 30 September 2018

| | Unaudited Three months ended 30 September | | Unaudited Nine months ended 30 September | |
|--|---|------------------|--|------------------|
| | 2018 HK\$'000 | 2017 HK\$'000 | 2018 HK\$'000 | 2017 HK\$'000 |
| Profit/(loss) for the period | 301 | 1,867 | (21,762) | (5,476) |
| Other comprehensive income: | | | | |
| Other comprehensive income to be reclassified to profit or loss in subsequent periods: | | | | |
| – Exchange differences on translating foreign operations | 58 | 223 | 540 | 372 |
| Total comprehensive income/(loss) for the period | 359 | 2,090 | (21,222) | (5,104) |
| Profit/(loss) attributable to: | | | | |
| Owners of the Company | 359 | 2,090 | (21,222) | (5,032) |
| Non-controlling interests | – | – | – | (72) |
| | 359 | 2,090 | (21,222) | (5,104) |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Nine months ended 30 September 2018

| | Attributable to owners of the Company | | | | | | | | Total equity HK\$'000 |
|---|---------------------------------------|---------------------------|---------------------------|-----------------------------|--|--|-------------------|---------------------------------------|--------------------------|
| | Issued capital HK\$'000 | Share premium HK\$'000 | Other reserve HK\$'000 | Capital reserve HK\$'000 | Exchange fluctuation reserve HK\$'000 | Retained profit/ (Accumulated loss) HK\$'000 | Total HK\$'000 | Non-controlling interests HK\$'000 | |
| At 1 January 2017 (Audited) | - | - | - | 43,000 | (325) | 22,306 | 64,981 | (225) | 64,756 |
| Loss for the period | - | - | - | - | - | (5,404) | (5,404) | (72) | (5,476) |
| Other comprehensive income for the period: | | | | | | | | | |
| Exchange differences on translation of foreign Operations | - | - | - | - | 372 | - | 372 | - | 372 |
| Total comprehensive loss for the period | - | - | - | - | 372 | (5,404) | (5,032) | (72) | (5,104) |
| Acquisitions of non-controlling interests | - | - | - | (297) | - | - | (297) | 297 | - |
| At 30 September 2017 (Unaudited) | - | - | - | 42,703 | 47 | 16,902 | 59,652 | - | 59,652 |
| At 1 January 2018 (Audited) | - | 43,224 | (43,224) | 42,703 | 193 | 12,145 | 55,041 | - | 55,041 |
| Loss for the period | - | - | - | - | - | (21,762) | (21,762) | - | (21,762) |
| Other comprehensive income for the period: | | | | | | | | | |
| Exchange differences on translation of foreign Operations | - | - | - | - | 540 | - | 540 | - | 540 |
| Total comprehensive loss for the period | - | - | - | - | 540 | (21,762) | (21,222) | - | (21,222) |
| Issue of new shares pursuant to the Capitalisation | 10,800 | (10,800) | - | - | - | - | - | - | - |
| Share issued pursuant to the share offer | 3,600 | 72,000 | - | - | - | - | 75,600 | - | 75,600 |
| Share issuance costs | - | (16,367) | - | - | - | - | (16,367) | - | (16,367) |
| Effect of adoption of HKFRS 9 | - | - | - | - | - | (2,475) | (2,475) | - | (2,475) |
| At 30 September 2018 (Unaudited) | 14,400 | 88,057 | (43,224) | 42,703 | 733 | (12,092) | 90,577 | - | 90,577 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. CORPORATE AND GROUP INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 8 August 2016. The registered address of the Company is PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands. The principal place of business of the Company is located at Office A, 20th Floor, TG Place, 10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong. The Company's shares are listed on GEM of the Stock Exchange (the "Listing") since 16 January 2018 (the "Listing Date").

The Group is principally engaged in the operation and management of Cantonese full-service restaurants in Hong Kong, Macau and the People's Republic of China (the "PRC").

2. BASIS OF PRESENTATION

Prior to the corporate reorganisation of the Group in preparation for the Listing ("Reorganisation"), the group entities were under the control of Mr. Wong Wing Chee ("Mr. Wong WC"). Pursuant to the Reorganisation, the Company became the holding company of the companies now comprising the Group on 15 December 2017.

Accordingly, for the purpose of preparing the unaudited condensed consolidated financial statements of the Group, the Company has been considered as the holding company of the companies now comprising the Group throughout the nine months ended 30 September 2018 presented. The Group comprising the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity. The Group was under the control of Mr. Wong WC prior to and after the Reorganisation.

The unaudited condensed consolidated financial statements have been prepared as if the Company had been the holding company of the Group throughout the nine months ended 30 September 2017 in accordance with Accounting Guideline 5 "Merger Accounting for Common Control Combinations" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The unaudited condensed consolidated statement of profit or loss, the unaudited condensed consolidated other comprehensive income and unaudited condensed consolidated statement of changes in equity for the period presented, which include the results and changes in equity of the companies now comprising the Group, have been prepared as if the current group structure had been in existence throughout the period.

This unaudited condensed consolidated financial statements are presented in thousands of Hong Kong dollars ("HK\$'000"), unless otherwise stated.

3. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The unaudited condensed consolidated financial statements have been prepared under the historical cost convention.

The accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the nine months ended 30 September 2018 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2017.

The preparation of unaudited condensed consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies.

- (a) The following new and amended standards have been adopted by the Group for the first time for the financial period beginning on or after 1 January 2018:

| | |
|---|--|
| Amendments to HKFRS 2 | <i>Classification and Measurement of Share-based Payment Transactions</i> |
| Amendments to HKFRS 4 | <i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> |
| HKFRS 9 | <i>Financial Instruments</i> |
| HKFRS 15 | <i>Revenue from Contracts with Customers</i> |
| Amendments to HKFRS 15 | <i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> |
| Amendments to HKAS 40 | <i>Transfers of Investment Property</i> |
| HK(IFRIC)-Int 22 | <i>Foreign Currency Transactions and Advance Consideration</i> |
| Annual Improvements to HKFRSs 2014-2016 Cycle | <i>Amendments to the following two HKFRSs:</i> – <i>HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards</i> – <i>HKAS 28 Investments in Associates and Joint Ventures</i> |

The adoption of the above HKFRSs, except for HKFRS 9, did not have any significant financial impacts on the unaudited condensed consolidated financial statements.

Upon adoption of HKFRS 9, the classification and measurement of financial assets depends on two assessments: the financial asset’s contractual cash flow characteristics and the entity’s business model for managing the financial asset. The Group has assessed that the life insurance policies’ assets of HK\$19,898,000 as at 31 December 2017, that were measured at amortised cost prior to the adoption of HKFRS 9, would not pass the contractual cash flow characteristics test in HKFRS 9 and were reclassified as financial assets at fair value through profit or loss from 1 January 2018.

The Group did not restate the comparative information and recognised a transitional adjustment of HK\$2,475,000 to reduce the carrying amount of the life insurance policies’ assets against the opening balance of equity at 1 January 2018.

- (b) The following new standards and revisions to standards have been issued, but are not effective for the financial year beginning 1 January 2019 and have not been early adopted by the Group:

| | |
|--|--|
| Amendments to HKFRS 9 | <i>Prepayment Features with Negative Compensation¹</i> |
| Amendments to HKFRS 10 and HKAS 28 (2011) | <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture²</i> |
| HKFRS 16 | <i>Leases¹</i> |
| HKFRS 17 | <i>Insurance Contracts³</i> |
| Amendments to HKAS 28 | <i>Long-term Interests in Associates and Joint Ventures¹</i> |
| HK(IFRIC)-Int 23 | <i>Uncertainty over Income Tax Treatments¹</i> |
| Annual Improvements to 2015-2017 Cycle | <i>Amendments to HKFRS 3, HKFRS 11, HKAS 12 And HKAS 23¹</i> |

¹ Effective for annual periods beginning on or after 1 January 2019

² No mandatory effective date yet determined but available for adoption

³ Effective for annual periods beginning on or after 1 January 2021

The Group will apply the above HKFRSs when they become effective. The Group is in the process of assessing the impact of the above HKFRSs.

4. REVENUE, OTHER INCOME AND GAINS, NET

Revenue, other income and gains, net recognised during the reporting periods are as follows:

| | Unaudited Three months ended 30 September | | Unaudited Nine months ended 30 September | |
|---|---|------------------|--|------------------|
| | 2018 HK\$'000 | 2017 HK\$'000 | 2018 HK\$'000 | 2017 HK\$'000 |
| Revenue | | | | |
| Revenue from Chinese restaurant operations | 100,229 | 107,601 | 308,624 | 310,209 |
| Other income and gains, net | | | | |
| Bank interest income | 1 | - | 4 | - |
| Interest income from life insurance policies | 120 | 183 | 486 | 546 |
| Subsidies received from a utility company for purchases of items of property, plant and equipment | 146 | 135 | 435 | 403 |
| Others | 342 | 169 | 1,006 | 596 |
| | 609 | 487 | 1,931 | 1,545 |

The following table presents revenue from external customers for the three months and nine months ended 30 September 2018 and 2017 by geographic area:

| | Unaudited Three months ended 30 September | | Unaudited Nine months ended 30 September | |
|--|---|------------------|--|------------------|
| | 2018 HK\$'000 | 2017 HK\$'000 | 2018 HK\$'000 | 2017 HK\$'000 |
| Revenue from external customers | | | | |
| Hong Kong and Macau | 90,658 | 96,097 | 277,225 | 276,782 |
| Mainland China | 9,571 | 11,504 | 31,399 | 33,427 |
| | 100,229 | 107,601 | 308,624 | 310,209 |

5. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging:

| | Unaudited Three months ended 30 September | | Unaudited Nine months ended 30 September | |
|--|---|------------------|--|------------------|
| | 2018 HK\$'000 | 2017 HK\$'000 | 2018 HK\$'000 | 2017 HK\$'000 |
| Minimum lease payments under operating lease | 13,739 | 12,810 | 44,787 | 41,984 |
| Contingent rents under operating leases* | 264 | 208 | 710 | 751 |
| Auditor's remuneration | 250 | 250 | 750 | 750 |
| Employee benefit expense (excluding directors' and chief executive's remuneration) | | | | |
| Wages and salaries | 27,971 | 28,968 | 94,974 | 90,002 |
| Pension scheme contributions | 1,665 | 1,498 | 4,968 | 4,608 |
| | 29,636 | 30,466 | 99,942 | 94,610 |
| Foreign exchange differences, net | 144 | 62 | 56 | 47 |
| Premium charges on life insurance policies | 57 | 45 | 171 | 359 |
| Loss on disposal of items of property, plant and equipment | - | - | 6,969 | 8 |

* Contingent rents under operating leases are included in "Rental and related expenses" in the unaudited condensed consolidated statement of profit or loss.

6. INCOME TAX EXPENSES

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

For the nine months ended 30 September 2018, Hong Kong Profits Tax is calculated in accordance with the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at 16.5% on the estimated assessable profits.

Hong Kong Profits Tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the nine months ended 30 September 2017.

PRC tax and Macau tax have been provided at the rate of 25% and 12% on the estimated profits arising in the PRC and Macau during the nine months ended 30 September 2018 (2017: 25% and 12%), respectively.

| | Unaudited Three months ended 30 September | | Unaudited Nine months ended 30 September | |
|---------------------------------|---|------------------|--|------------------|
| | 2018 HK\$'000 | 2017 HK\$'000 | 2018 HK\$'000 | 2017 HK\$'000 |
| Current – Hong Kong | 480 | 1,651 | 1,233 | 2,972 |
| Current – elsewhere | - | - | - | 68 |
| Deferred | - | - | (50) | (240) |
| Total tax charge for the period | 480 | 1,651 | 1,183 | 2,800 |

7. DIVIDEND

The board of Directors (the “**Board**”) does not recommend any payment of dividend in respect of the nine months ended 30 September 2018 (2017: Nil).

8. EARNINGS/(LOSSES) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

(a) Basic

Earnings/(losses) per share attributable to ordinary equity holders of the Company is calculated by dividing the profit/(loss) attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the respective periods.

| | Unaudited Three months ended 30 September | | Unaudited Nine months ended 30 September | |
|---|---|-----------|--|-----------|
| | 2018 | 2017 | 2018 | 2017 |
| Profit/(loss) | | | | |
| Profit/(loss) for the period attributable to ordinary equity holders of the Company (HK\$'000) | 301 | 1,867 | (21,762) | (5,404) |
| Number of shares | | | | |
| Weighted average number of shares for the purpose of calculating basic earnings/(losses) per share ('000) | 1,440,000 | 1,080,000 | 1,420,220 | 1,080,000 |
| Basic earnings/(losses) per share (HK cents per share) | 0.02 | 0.17 | (1.53) | (0.50) |

The weighted average number of ordinary shares for the purpose of calculating basic earnings/(losses) per share for the period ended 30 September 2018 was derived from 1,080,000,000 ordinary shares in issue and the effect of the share offer (360,000,000 shares issued pursuant to the share offer) by the Company.

The weighted average number of ordinary shares for the purpose of calculating basic earnings/(losses) per share for the period ended 30 September 2017 was derived from 1,080,000,000 ordinary shares (comprising 10,000 ordinary shares in issue and 1,079,990,000 ordinary shares to be issued under the capitalisation issue), as if these 1,080,000,000 ordinary shares were outstanding throughout the period.

(b) Diluted

Diluted earnings/(losses) per share for the period ended 30 September 2018 and 2017 is the same as basic earnings/(losses) per share due to the absence of dilutive potential ordinary share during the respective periods.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND OPERATION REVIEW

The Group is a Cantonese full-service restaurants group operating Cantonese cuisine restaurant under five self-owned brands.

RESTAURANT OPERATIONS

For the nine months ended 30 September 2018, the Group operated ten full-service restaurants in Hong Kong, Macau and Shanghai, the PRC to provide Cantonese cuisine under the brand name of “Dragon King (龍皇)”, “Dragon Seal (龍璽)”, “Imperial Seal (皇璽)”, “Dragon Gown (龍袍)” and “Dragon Feast (龍宴)”. All of the Group’s restaurants are strategically located in prominent commercial areas, residential areas or shopping complexes. The Group is committed to providing quality food and services as well as comfortable dining environment to the customers.

Vast majority of the Group’s restaurants are located in Hong Kong. As at 30 September 2018, the Group had eight restaurants in Hong Kong, two of which are located in Hong Kong Island (respectively known as the “**Causeway Bay Restaurant**” and the “**New Wan Chai Restaurant**”), four of which are located in Kowloon (respectively known as the “**ICC Restaurant**”, the “**Kwun Tong Restaurant**”, the “**San Po Kong Restaurant**” and the “**Whampoa Restaurant**”), and two of which are located in New Territories (respectively known as the “**Sheung Shui Restaurant**” and the “**Kwai Chung Restaurant**”). The Group’s restaurant in Macau is located in the Venetian Macao (known as the “**Macau Restaurant**”) and the restaurant in Shanghai is located in Pudong New District (known as the “**Shanghai Restaurant**”).

As disclosed in the Company’s announcement dated 27 July 2018, the lease of the restaurant in Wan Chai (the “**Wan Chai Restaurant**”) has expired on 30 June 2018 and was not renewed upon its expiry because the Group considered that the Wan Chai Restaurant would not be able to generate positive operating profit if the lease was renewed based on the proposed considerable increment in rental.

Following the non-renewal of the Wan Chai Restaurant, the Group identified a new location in the same district for relocation and the Group considers the location of the New Wan Chai Restaurant to be more desirable in terms of the rental cost, customer flow and quality of surroundings by Grade A commercial buildings and exhibition centers. The New Wan Chai Restaurant commenced its operation in August 2018.

FINANCIAL REVIEW

Revenue

For the nine months ended 30 September 2018, the Group recorded a total revenue of approximately HK\$308.6 million, representing a slight decrease of approximately 0.5% as compared to approximately HK\$310.2 million for the nine months ended 30 September 2017.

The slight decrease in revenue was principally due to the relocation period from the cessation of business of the Wan Chai Restaurant in early June 2018 to the commencement of business operation of the New Wan Chai Restaurant in mid of August 2018, of which no revenue was generated between the relocation period which partially offset the increase in revenue resulting from the commencement of the business of the Kwai Chung Restaurant.

Gross profit and gross profit margin

The Group's gross profit (i.e. revenue minus costs of inventories consumed) amounted to approximately HK\$211.2 million for the nine months ended 30 September 2018, representing a decrease of approximately 1.2% from approximately HK\$213.8 million for the nine months ended 30 September 2017 driven by the decrease of revenue and the increase of the costs of inventories consumed.

Moreover, the Group's overall gross profit margin decreased from approximately 68.9% for the nine months ended 30 September 2017 to approximately 68.4% for the nine months ended 30 September 2018, the decrease in gross profit margin was mainly due to the increase in the cost of food ingredients which included in the costs of inventories consumed.

Staff costs

Staff costs was approximately HK\$103.9 million for the nine months ended 30 September 2018, representing an increase of approximately 6.3% as compared to approximately HK\$97.7 million for the nine months ended 30 September 2017. Such increase was mainly due to the one-off salary and discretionary bonus paid to the Group's employees and the opening of the Kwai Chung Restaurant and the New Wan Chai Restaurant during the period.

Loss on disposal of items of property, plant and equipment

It was mainly attributable to the loss on disposal of items of the property, plant and equipment was approximately HK\$7.0 million for the nine months ended 30 September 2018. It was mainly attributed to the closure of the Wan Chai Restaurant which the lease has expired on 30 June 2018.

Other operating expenses

The Group's other operating expenses increased by approximately 9.9% from approximately HK\$42.6 million for the nine months ended 30 September 2017 to approximately HK\$46.8 million for the nine months ended 30 September 2018. Such increase was mainly due to the increase in the marketing and promotional expenses to further enhance the Group's brand recognition, the increase in the legal and professional fees incurred after the Listing for the services of compliance adviser, legal adviser and share registrars and the opening of the Kwai Chung Restaurant and the New Wan Chai Restaurant during the period.

Listing expenses

Listing expenses was approximately HK\$4.4 million for the nine months ended 30 September 2018, representing a decrease of approximately 45.7% as compared to approximately HK\$8.1 million for the nine months ended 30 September 2017 as the Group has been successfully listed on 16 January 2018. Listing expenses incurred for the nine months ended 30 September 2018 is one-off in nature and mainly attributable to the professional fees in relation to the Listing.

Loss attributable to owners of the Company

For the nine months ended 30 September 2018, the Group recorded a loss attributable to owners of the Company of approximately HK\$21.8 million, as compared with loss of approximately HK\$5.4 million for the nine months ended 30 September 2017.

The significant increase in loss attributable to owners of the Company were mainly due to the loss on disposal of items of property, plant and equipment, the one-off salary and discretionary bonus paid and the increase in other operating expenses as discussed above.

DIVIDEND

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

PROSPECTS

The shares of the Company were listed on GEM on 16 January 2018 by way of share offer. The Directors believe that Listing on GEM could enhance the Group's profile and recognition which will enhance the customers' confidence to the Group. In addition, the net proceeds from the share offer will provide additional resources to the Group to expand its business and improve its capital base.

Looking forward, the Group will continue to strengthen the Group's position in the Cantonese full-service restaurant industry and further expand the business operations with a view to creating long term Shareholders' value. The Group will focus on the following business strategies: (i) expansion in Hong Kong with multi-brand strategy; (ii) further enhances the Group's brand recognition; and (iii) enhancement of the Group's existing restaurant facilities. Details of the business strategies have been disclosed in the prospectus of the Company dated 29 December 2017 (the "Prospectus").

COMPARISON OF BUSINESS OBJECTIVES AND STRATEGIES WITH ACTUAL BUSINESS PROGRESS

The Group will endeavour to achieve the following business objectives:

| Business Strategy as stated in the Prospectus | Implementation activities up to 31 December 2018 as stated in the Prospectus | Actual business progress up to the date of this report |
|--|--|--|
| Expansion in Hong Kong with multi-brand strategy | <ul style="list-style-type: none"> To open restaurants in Hong Kong under the brand names of "Dragon King" and "Dragon Feast" | <ul style="list-style-type: none"> The Kwai Chung Restaurant commenced its operation as "Dragon King" on 2 May 2018 The New Wan Chai Restaurant commenced its operation as "Dragon Gown" on 15 August 2018 |
| Further enhance the Group's brand recognition | <ul style="list-style-type: none"> To advertise and promote more in conventional media channels and online platforms To engage in more marketing campaigns and other marketing activities To participate in more different cooking competitions | <ul style="list-style-type: none"> Continue to enhance the Group's brand recognition through various media channels |
| Enhancement of existing restaurant facilities | <ul style="list-style-type: none"> To refurbish the Group's existing restaurants' fitting out and utensils To attract new and returning customer traffic | <ul style="list-style-type: none"> Started the refurbishment work in the Group's restaurants in June 2018 |
| Repayment of bank and other borrowings | <ul style="list-style-type: none"> To repay part of our outstanding bank borrowings | <ul style="list-style-type: none"> Early repayment of four outstanding bank borrowings amounted to HK\$3.0 million |

USE OF NET PROCEEDS FROM LISTING

The net proceeds from the issue of new shares of the Group at the time of its Listing on GEM on 16 January 2018 through the share offer of 360,000,000 shares of HK\$0.01 each in the share capital of the Group at the price of HK\$0.21 per share, after deduction of the underwriting commission and actual expenses paid by the Group in connection thereto, were approximately HK\$37.3 million.

As at 30 September 2018, the net proceeds from share offer were applied as follows:

| | Planned use of proceeds as stated in the Prospectus up to 31 December 2018 HK\$ million | Actual use of proceeds up to 30 September 2018 HK\$ million |
|--|---|---|
| Expansion in Hong Kong with multi-brand strategy | 20.6 | 20.6 |
| Enhancement of existing restaurant facilities | 4.1 | 1.0 |
| Enhancement of marketing and promotions | 0.7 | 0.7 |
| Repayment of bank and other borrowings | 3.0 | 3.0 |
| Working capital | 1.6 | 1.6 |
| | 30.0 | 26.9 |

The business objectives as stated in the Prospectus were based on the best estimation of the future market conditions made by the Group at the time of preparing the Prospectus. The use of proceeds was applied in accordance with the actual development of the market.

As at 30 September 2018, approximately HK\$26.9 million out of the net proceeds from the Listing had been used. The unused net proceeds were deposited in interest-bearing licensed banks in Hong Kong.

Save as disclosed in the Company's announcement dated 27 July 2018, it was expected that the Group would use approximately HK\$12.0 million of the net proceeds for the capital expenditure for opening a new restaurant under the brand name of "Dragon Feast (龍宴)" in the Kwai Tsing District during the first half of 2018. Although the Group had made attempts to identify suitable locations in the Kwai Tsing District, it could not find any appropriate locations. Furthermore, in view of the relocation of the Wan Chai Restaurant to the New Wan Chai Restaurant mentioned in the paragraph headed "Business and Operation Review" above, the Group proposes that such portion of the net proceeds should be better utilised for the opening of the New Wan Chai Restaurant.

The Company intends to apply the net proceeds in the manner as stated in the Prospectus. However, the Directors will constantly evaluate the Group's business objectives and may change or modify the Group's plans against the changing market condition to attain sustainable business growth of the Group.

OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 September 2018, the interests and short positions of the Directors and chief executives 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 Securities and Futures ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in ordinary shares and underlying shares of the Company

| Name of Director/ chief executive | Capacity/Nature of interest | Number of shares held/ interested | Approximate percentage of shareholding |
|---|---|---|--|
| Ms. Lee Ching Nung Angel ^{Note 1} | Interest of spouse | 578,880,000 | 40.2% |
| Mr. Wong WC ^{Note 2} | Interested in a controlled corporation | 578,880,000 | 40.2% |
| Mr. Wong Wing Hong ^{Note 3} | Interested in a controlled corporation | 10,800,000 | 0.75% |

Notes:

1. Ms. Lee Ching Nung Angel ("**Ms. Lee**") is the spouse of Mr. Wong WC. Under the SFO, Ms. Lee is deemed to be interested in the same number of shares of the Company in which Mr. Wong WC is interested.

2. Mr. Wong WC beneficially owns the entire issued share capital of Million Edge Developments Limited ("**Million Edge**"). Therefore, Mr. Wong WC is deemed, or taken to be, interested in all the Shares held by Million Edge for the purpose of the SFO. Mr. Wong WC is the sole director of Million Edge.
3. Mr. Wong Wing Hong ("**Mr. Wong WH**") beneficially owns the entire issued share capital of Wealthy Time Limited ("**Wealthy Time**"). Therefore, Mr. Wong WH is deemed, or taken to be, interested in all the shares of the Company held by Wealthy Time for the purpose of the SFO. Mr. Wong WH is the sole director of Wealthy Time.

Save as disclosed above, as at 30 September 2018, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as known to the Directors or chief executive of the Company, as at 30 September 2018, the following persons/entities (other than the Directors and chief executives of the Company) had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

Long positions in ordinary shares and underlying shares of the Company

| Name of Shareholder | Capacity/Nature of interest | Number of Shares held/ interested | Approximate percentage of shareholding |
|---|--|-----------------------------------|--|
| Million Edge | Beneficial owner | 578,880,000 | 40.2% |
| Good Vision Limited | Beneficial owner | 237,600,000 | 16.5% |
| Hong Kong Tang Palace Food & Beverage Group Company Limited ^{Note 1} | Interested in a controlled corporation | 237,600,000 | 16.5% |
| Tang Palace (China) Holdings Limited ^{Note 2} | Interested in a controlled corporation | 237,600,000 | 16.5% |
| Mr. Chan Man Wai ^{Note 3} | Interested in a controlled corporation | 237,600,000 | 16.5% |
| Ms. Au Yim Bing ^{Note 4} | Interest of spouse | 237,600,000 | 16.5% |
| Wise Alliance Limited | Beneficial owner | 108,000,000 | 7.5% |
| Mr. Lee Wing Sun ^{Note 5} | Interest in a controlled corporation | 108,000,000 | 7.5% |
| Ms. Wat Hoi San ^{Note 6} | Interest of spouse | 108,000,000 | 7.5% |
| Dragon Eagle King Limited | Beneficial owner | 75,600,000 | 5.25% |
| Centurion Treasure Limited ^{Note 7} | Interested in a controlled corporation | 75,600,000 | 5.25% |
| Mr. Wee Ho ^{Note 8} | Interested in a controlled corporation | 75,600,000 | 5.25% |
| Ms. Chui Shuk Man ^{Note 9} | Interest of spouse | 75,600,000 | 5.25% |

Notes:

1. Hong Kong Tang Palace Food & Beverage Group Company Limited ("**Tang Palace BVI**") beneficially owns the entire issued share capital of Good Vision Limited ("**Good Vision**"). Therefore, Tang Palace BVI is deemed or taken to be interested in all the shares of the Company held by Good Vision for the purpose of the SFO. Mr. Chan Man Wai ("**Mr. Chan**") is the sole director of Good Vision.
2. Tang Palace (China) Holdings Limited ("**Tang Palace (China)**"), a company listed on the Main Board of the Stock Exchange, beneficially owns the entire issued share capital of Tang Palace BVI. Therefore, Tang Palace (China) is deemed, or taken to be, interested in all the shares of the Company in which Tang Palace BVI is interested for the purpose of the SFO.
3. Mr. Chan either directly or through Best Active Investments Limited ("**Best Active**", a company wholly-owned by him) holds a total of 33.79% of the total issued share capital of Tang Palace (China). As such, Mr. Chan controls more than one-third of the voting rights of Tang Palace (China) and is deemed to be interested in its interests in the Company by virtue of the SFO. Mr. Chan is the sole director of Best Active.
4. Ms. Au Yim Bing ("**Ms. Au**") is the spouse of Mr. Chan. Under the SFO, Ms. Au is deemed to be interested in the same number of Shares in which Mr. Chan is interested.
5. Mr. Lee Wing Sun ("**Mr. Lee**") beneficially owns the entire issued share capital of Wise Alliance Limited ("**Wise Alliance**"). Therefore, Mr. Lee is deemed or taken to be interested in all the shares of the Company held by Wise Alliance for the purpose of the SFO. Mr. Lee is the sole director of Wise Alliance.
6. Ms. Wat Hoi San ("**Ms. Wat**") is the spouse of Mr. Lee. Under the SFO, Ms. Wat is deemed to be interested in the same number of shares of the Company in which Mr. Lee is interested.
7. Centurion Treasure Limited ("**Centurion Treasure**") beneficially owns the entire issued share capital of Dragon Eagle King Limited ("**Dragon Eagle King**"). Therefore, Centurion Treasure is deemed or taken to be interested in all the shares of the Company held by Dragon Eagle King for the purpose of the SFO. Centurion Treasure is the sole director of Dragon Eagle King.
8. Mr. Wee Ho ("**Mr. Wee**") beneficially owns the entire issued share capital of Centurion Treasure. Therefore, Mr. Wee is deemed or taken to be interested in all the shares of the Company held by Centurion Treasure for the purpose of the SFO. Mr. Wee is the sole director of Centurion Treasure.
9. Ms. Chui Shuk Man ("**Ms. Chui**") is the spouse of Mr. Wee. Under the SFO, Ms. Chui is deemed to be interested in the same number of shares in which Mr. Wee is interested.

Save as disclosed above, as at 30 September 2018, none of the substantial or significant shareholders or other persons, other than the Directors and chief executive of the Company whose interests are set out in the section “Directors’ and chief executives’ interest and short positions in shares, underlying shares and debenture of the Company” above, had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company remained to be kept under Section 336 of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the nine months ended 30 September 2018.

COMPETITION AND CONFLICT OF INTERESTS

Tang Palace Group (consist of Tang Palace (China) and its subsidiaries) was a restaurant chain group including restaurants in China and Hong Kong. Tang Palace (China) was interested in 16.5% interest in the Group through Good Vision. Tang Palace Group does not and will not involve in the daily operation and management of the Group. Moreover, Mr. Kwong Ping Man, the independent non-executive Director of the Company, was also an independent non-executive director of Tang Palace (China). Despite that Mr. Kwong Ping Man is a director of Tang Palace (China), he confirms that he does not involved in the day-to-day operations of both Tang Palace Group’s and the Group’s restaurant business. Save as disclosed above, none of the Directors, the controlling shareholders or substantial shareholders of the Company or any of its respective close associates has been engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with Group during the nine months ended 30 September 2018.

Non-Competition Undertaking

In order to avoid any possible future competition between the Group and the controlling shareholders, Mr. Wong WC and Million Edge (each a “**Covenantor**” and collectively the “**Covenantors**”) have entered into a deed of non-competition with the Company (for itself and for the benefit of each other member of the Group) on 15 December 2017 (the “**Deed of Non-Competition**”). Pursuant to the Deed of Non-competition, each of the Covenantors has irrevocably and unconditionally undertaken to the Company (for itself and as trustee for its subsidiaries) that, during the period that the Deed of Non-competition remains effective, he/it shall not, and shall procure that his/its close associates (other than any member of the Group) not to develop, acquire, invest in, participate in, carry on or be engaged, concerned or interested or otherwise be involved, whether directly or indirectly, in any business in competition with or likely to be in competition with the existing business activity of any member of the Group.

Each of the Covenantors further undertakes that if any of he/it or his/its close associates other than any member of the Group is offered or becomes aware of any business opportunity which may compete with the business of the Group, he/it shall (and he/it shall procure his/its close associates to) notify the Group in writing and the Group shall have a right of first refusal to take up such business opportunity. The Group shall, within 6 months after receipt of the written notice (or such longer period if the Group is required to complete any approval procedures as set out under the GEM Listing Rules from time to time), notify the Covenantor(s) (and his/its close associates, if applicable) whether the Group will exercise the right of first refusal or not.

The Group shall only exercise the right of first refusal upon the approval of all the independent non-executive Directors (who do not have any interest in such opportunity). The relevant Covenantor(s) and the other conflicting Directors (if any) shall abstain from participating in and voting at and shall not be counted as quorum at all meetings of the Board where there is a conflict of interest or potential conflict of interest including but not limited to the relevant meeting of the independent non-executive Directors for considering whether or not to exercise the right of first refusal.

Each of the covenantors also gave certain non-competition undertakings under the Deed of Non-Competition as set out in the paragraph headed “Relationship with our controlling shareholders – Non-competition undertaking” in the Prospectus.

DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company (the "**Required Standard of Dealings**"). Based on specific enquiry with the Directors, all Directors confirmed that they had fully complied with the Required Standard of Dealings and there was no event of non-compliance from the Listing Date up to the date of this report.

SHARE OPTION SCHEME

The purpose of the Share Option Scheme (as defined below) is to enable the Company to grant options to selected participants as incentives or rewards for their contribution to the Group. The Directors consider the Share Option Scheme (as defined below), with its broadened basis of participation, will enable the Group to reward the employees of the Company, the Directors and other selected participants for their contributions to the Group. The Company has conditionally adopted a share option scheme on 15 December 2017 (the "**Share Option Scheme**"). Further details of the Share Option Scheme are set in the section headed "Statutory and General Information – E. Share option scheme" in Appendix V of the Prospectus.

For the nine months ended 30 September 2018, no share option was granted, exercised, expired or lapsed and there is no outstanding share option under the Share Option Scheme.

INTERESTS OF THE COMPLIANCE ADVISOR

As confirmed by the Group's compliance advisor, Frontpage Capital Limited (the "**Compliance Advisor**"), save as the compliance advisor agreement entered into between the Company and the Compliance Advisor, none of the Compliance Advisor or its directors, employees or associates had any interest in the Group or in the share capital of any member of the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

CORPORATE GOVERNANCE PRACTICE

The Board considers good corporate governance a key element in managing the business and affairs of the Group. The management of the Group periodically reviews and proposes amendments to its corporate governance practices for compliance with the Corporate Governance Code (the "**CG Code**") as set out in Appendix 15 of the GEM Listing Rules. The Board is of the opinion that the Company has complied with the CG Code during the nine months ended 30 September 2018 and up to the date of this report.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established on 15 December 2017. The chairman of the Audit Committee is Mr. Kwong Ping Man, the independent non-executive Director, and other members include Mr. Lin Zhisheng and Mr. Chang Cheuk Cheung Terence, the independent non-executive Directors. The written terms of reference of the Audit Committee are posted on the Stock Exchange’s website and on the Company’s website.

The primary duties of the Audit Committee are mainly to review the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditors and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has complied with Rule 5.28 of the GEM Listing Rules in that at least one of the members of the Audit Committee (which must comprise a minimum of three members and must be chaired by an independent non-executive Director) is an independent non-executive Director who possesses appropriate professional qualifications or accounting related financial management expertise.

The Group’s unaudited condensed consolidated financial statements for the nine months ended 30 September 2018 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2018 comply with applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

By order of the Board
Dragon King Group Holdings Limited
Lee Ching Nung Angel
Chairman and Executive Director

Hong Kong, 8 November 2018

As at the date of this report, the Board comprises Ms. Lee Ching Nung Angel, Mr. Wong Wing Chee and Mr. Wong Wing Hong as executive Directors; Mr. Kwong Ping Man, Mr. Lin Zhisheng and Mr. Chang Cheuk Cheung Terence as independent non-executive Directors.