

MS CONCEPT LIMITED

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 8447



2019
Interim Report

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED
(THE "STOCK EXCHANGE" AND "GEM", RESPECTIVELY)**

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*This report, for which the directors (collectively the "**Directors**" and individually a "**Director**") of MS Concept Limited (the "**Company**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Kwong Tai Wah
(Chairman and Chief Executive Officer)
Ms. Kwong Man Yui *(Vice Chairlady)*
Mr. Lam On Fai

Independent Non-Executive Directors

Mr. Lai Ming Fai Desmond
Dr. Cheng Lee Lung
Mr. Kwok Yiu Chung

BOARD COMMITTEES

Audit Committee

Mr. Lai Ming Fai Desmond *(Chairman)*
Dr. Cheng Lee Lung
Mr. Kwok Yiu Chung

Remuneration Committee

Mr. Kwok Yiu Chung *(Chairman)*
Mr. Lai Ming Fai Desmond
Dr. Cheng Lee Lung

Nomination Committee

Mr. Kwong Tai Wah *(Chairman)*
Dr. Cheng Lee Lung
Mr. Kwok Yiu Chung

Executive Committee

Mr. Kwong Tai Wah *(Chairman)*
Ms. Kwong Man Yui
Mr. Lam on Fai

COMPANY SECRETARY

Mr. Poon Tsz Hang

COMPLIANCE OFFICER

Ms. Kwong Man Yui

AUTHORISED REPRESENTATIVES

Mr. Kwong Tai Wah
Mr. Poon Tsz Hang

COMPLIANCE ADVISER

Alliance Capital Partners Limited

INDEPENDENT AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

LEGAL ADVISER

as to Hong Kong laws
D. S. Cheung & Co.

PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited

HEADQUARTERS, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2313, 23/F, Hong Kong Plaza
186–191 Connaught Road West
Hong Kong

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
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Hong Kong

COMPANY WEBSITE

www.mrsteam.com.hk

GEM STOCK CODE

8447

FINANCIAL HIGHLIGHTS

For the six months ended 30 September 2019:

- our revenue achieved approximately HK\$121.6 million, representing a decrease of approximately HK\$11.8 million, or 8.8%, from approximately HK\$133.4 million for the six months ended 30 September 2018;
- we recorded a net profit of approximately HK\$1.0 million compared to a net loss of approximately HK\$1.7 million for the six months ended 30 September 2018;
- the net profit from operation decreased by approximately HK\$4.5 million, or 81.8%, from approximately HK\$5.5 million for the six months ended 30 September 2018 if the non-recurring listing expenses were excluded.
- the board of Directors (the “**Board**”) has resolved not to declare dividend for this period.

INTERIM RESULTS

The Board announces the unaudited condensed consolidated financial results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2019, together with the comparative audited figures for the six months ended 30 September 2018 and certain comparative audited figures as at 31 March 2019. The financial information is as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and six months ended 30 September 2019

| | Notes | Three months ended 30 September | | Six months ended 30 September | |
|--|-------|------------------------------------|---------------------------------|----------------------------------|---------------------------------|
| | | 2019 HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) | 2019 HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) |
| Revenue | 4 | 61,775 | 66,755 | 121,610 | 133,382 |
| Cost of inventories sold | | (20,852) | (21,699) | (40,215) | (43,770) |
| Gross profit | | 40,923 | 45,056 | 81,395 | 89,612 |
| Other revenue and other income | 5 | 410 | 195 | 645 | 536 |
| Staff costs | | (18,606) | (18,742) | (37,789) | (38,143) |
| Depreciation of property, plant and equipment | | (11,121) | (1,307) | (21,617) | (2,746) |
| Rentals and related expenses | | (3,780) | (13,924) | (7,120) | (27,867) |
| Fuel and utility expenses | | (1,299) | (1,383) | (2,584) | (2,741) |
| Administrative expenses | | (5,015) | (5,308) | (9,811) | (11,795) |
| Listing expenses | | - | - | - | (7,293) |
| Finance costs | 6 | (951) | (234) | (1,886) | (432) |
| Profit/(loss) before tax | 7 | 561 | 4,353 | 1,233 | (869) |
| Income tax expenses | 8 | (104) | (690) | (215) | (871) |
| Profit/(loss) and total comprehensive income/(loss) for the period | | 457 | 3,663 | 1,018 | (1,740) |
| Profit/(loss) and total comprehensive income/(loss) for the period attributable to: | | | | | |
| Owners of the Company | | 457 | 3,663 | 1,018 | (1,740) |
| Earnings/(loss) per share | | | | | |
| Basic and diluted (HK cents) | 9 | 0.05 | 0.37 | 0.10 | (0.18) |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2019

| | Notes | As at 30 September 2019 HK\$'000 (unaudited) | As at 31 March 2019 HK\$'000 (audited) |
|--|-------|--|--|
| Non-current assets | | | |
| Property, plant and equipment | 11 | 72,752 | 6,167 |
| Deferred tax assets | | 2,127 | 2,127 |
| Non-current rental deposits | | 10,543 | 7,591 |
| | | 85,422 | 15,885 |
| Current assets | | | |
| Inventories | | 652 | 495 |
| Trade receivables | 12 | 2,078 | 3,096 |
| Deposits, prepayments and other receivables | | 6,744 | 8,925 |
| Prepaid Tax | | 1,133 | 1,133 |
| Pledged bank deposits | | 2,025 | 2,019 |
| Cash and bank balances | | 51,700 | 65,804 |
| | | 64,332 | 81,472 |
| Current liabilities | | | |
| Trade payables | 13 | 17,011 | 15,170 |
| Accruals and other payables | | 6,148 | 3,537 |
| Contract liabilities | | 13 | 70 |
| Tax payables | | 215 | – |
| Bank borrowings | 14 | 14,205 | 16,879 |
| Lease liabilities | | 34,718 | – |
| | | 72,310 | 35,656 |
| Net current (liabilities)/assets | | (7,978) | 45,816 |
| Total assets less current liabilities | | 77,444 | 61,701 |
| Non-current liabilities | | | |
| Lease liabilities | | 29,725 | – |
| Net assets | | 47,719 | 61,701 |
| Capital and reserves | | | |
| Share capital | 15 | 10,000 | 10,000 |
| Reserve | | 37,719 | 51,701 |
| Total equity | | 47,719 | 61,701 |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2019

| | Share capital | Share premium | Retained earnings | Total |
|--|---------------|-----------------|-------------------|-----------------|
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| At 1 April 2019 (audited) | 10,000 | 46,939 | 4,762 | 61,701 |
| Profit and total comprehensive income for the period | - | - | 1,018 | 1,018 |
| Dividend paid | - | (15,000) | - | (15,000) |
| At 30 September 2019 (unaudited) | 10,000 | 31,939 | 5,780 | 47,719 |
| At 1 April 2018 (audited) | - | - | 3,988 | 3,988 |
| Issuance of new shares pursuant to Share Offer | 2,500 | 65,000 | - | 67,500 |
| Issuance of shares pursuant to Capitalisation Issue | 7,500 | (7,500) | - | - |
| Share issuing expenses | - | (10,561) | - | (10,561) |
| Loss and total comprehensive loss for the period | - | - | (1,740) | (1,740) |
| At 30 September 2018 (unaudited) | 10,000 | 46,939 | 2,248 | 59,187 |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2019

| | Six months ended 30 September | |
|---|----------------------------------|-------------|
| | 2019 | 2018 |
| | HK\$'000 | HK\$'000 |
| | (unaudited) | (unaudited) |
| Net cash generated from operating activities | 26,659 | 638 |
| Net cash used in investing activities | (2,983) | (129) |
| Net cash (used in)/generated from financing activities | (37,780) | 56,126 |
| Net (decrease)/increase in cash and cash equivalents | (14,104) | 56,635 |
| Cash and cash equivalents at the beginning of the period | 65,804 | 13,770 |
| Cash and cash equivalents at the end of the period | 51,700 | 70,405 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 8 November 2017 as an exempted company with limited liability under the Companies Law, Cap. 22 of the Cayman Islands. The issued shares of the Company (the "**Shares**") have been listed and traded on GEM by way of Share Offer (the "**Listing**") since 16 April 2018. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is located at Room 2313, 23/F, Hong Kong Plaza, 186-191 Connaught Road West, Hong Kong. In the opinion of the Directors, the immediate and ultimate holding company of the Company is Future More Company Limited ("**Future More**"), a company incorporated in the British Virgin Islands (the "**BVI**") with limited liability and wholly owned by Mr. Kwong Tai Wah ("**Mr. Kwong**"), Ms. Ip Yin King Ingrid ("**Ms. Ingrid Ip**"), Mr. Kwong Tai Wing Joseph ("**Mr. Joseph Kwong**"), Ms. Kwong Ching Yee Melanie ("**Ms. Melanie Kwong**") and Ms. Kwong Man Yui ("**Ms. Kwong**"). Mr. Kwong is the chairman of the Board (the "**Chairman**"), an executive Director and the chief executive officer of the Group (the "**CEO**") and Ms. Kwong is an executive Director.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of catering services in Hong Kong.

Pursuant to a group reorganisation to rationalise the structure of the Group in preparation for the Listing (the "**Reorganisation**"), the Company became the holding company of the Group. Details of the Reorganisation are set out in the section headed "History, Development and Reorganisation" in the Prospectus dated 29 March 2018 for our Listing (the "**Prospectus**").

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2019 are presented in Hong Kong Dollars ("**HK\$**") which is also the functional currency of the Company and all values are rounded to the nearest thousand ("**HK\$'000**"), unless otherwise stated.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

(a) Basis of preparation

The unaudited condensed consolidated financial statement for the six months ended 30 September 2019 has been prepared in accordance with the Hong Kong Accounting Standards (the "**HKAS**") 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certificate Public Accountants (the "**HKICPA**") and the disclosure requirements of the Hong Kong Company Ordinance. The unaudited condensed consolidated financial statements also comply with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

The unaudited consolidated financial statements have not been audited by the Company's auditors, but have been reviewed by the audit committee of the Company (the "**Audit Committee**"). The Audit Committee agreed with the accounting principles and practices adopted by the Company.

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

Other than changes in accounting policies resulting from application of new and revised Hong Kong Financial Reporting Standards (the “**HKFRSs**”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2019 are the same as those followed in the preparation of the financial statements for the year ended 31 March 2019.

As at 30 September 2019, lease liabilities of approximately HK\$34.7 million was recognized and classified as current liabilities as a result of the adoption of HKFRS 16 *Leases* (“**HKFRS 16**”). Moreover, bank borrowings repayable after one year with repayment on demand clauses amounted to HK\$8.7 million were classified as current liabilities as at 30 September 2019. The Group recorded net current liabilities of approximately HK\$8.0 million as at 30 September 2019 as a result of the above combined factors. The Directors, having taken into account all information that could reasonably be expected to be available, consider that the banks will not exercise their discretion to demand immediate repayment but will allow such bank borrowings to be repaid in accordance with the scheduled dates. Moreover, the management has closely monitored the Group’s liquidity position and has taken appropriate measures to ensure it has sufficient resources to meet its financial obligations.

(b) Application of new and revised HKFRSs

In the current period, the Group has applied, for the first time, the following new and revised standards, amendments and Interpretations (collectively referred to as the “**new and revised HKFRSs**”) issued by the HKICPA, which are effective for the Group’s financial period beginning from 1 April 2019. A summary of the new and revised HKFRs applied by the Group is set out as follows:

| | |
|----------------------|--|
| HKAS 19 (Amendments) | Plan Amendment, Curtailment or Settlement |
| HKAS 28 (Amendments) | Long-term interests in Associates and Joint Ventures |
| HKFRSs (Amendments) | Annual Improvements to HKFRSs 2015–2017 Cycle |
| HKFRS 9 (Amendments) | Prepayment Features with Negative Compensation |
| HKFRS 16 | Leases |
| HK(IFRIC)-Int 23 | Uncertainty over Income Tax Treatments |

Except for application of HKFRS 16 stated below, the application of other new and revised HKFRSs has no material impact on the Group’s financial performance and financial position for the current and/or prior periods and/or on the disclosure set out in the interim financial information.

The Group has not applied any new and revised HKFRSs that have been issued but not yet effective for the current accounting period.

HKFRS 16

The Group has applied HKFRS 16 for the first time in the current period. HKFRS 16 superseded HKAS 17 *Leases* and the related interpretations.

- (i) Key changes in accounting policies resulting from application of HKFRS 16
The Group applied the following accounting policies in accordance with the transition provision of HKFRS 16.

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

As a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Short-term lease and lease of low-value assets

The Group applies the short-term lease recognition exemption to leases of machinery and equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term lease and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period on which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

Lease modification

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease portion of lease liabilities resulting in net deductible temporary differences.

- (ii) Transition and summary of effects arising from initial application of HKFRS 16

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 April 2019, the Group applies the definition of a lease in accordance which requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019. Any difference at the date of initial application is recognised in the opening retained earnings and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating lease under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- (i) elected not to recognise right-of-use assets and lease liabilities for leases with leases term ends within 12 months of the date of initial application;
- (ii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- (iii) applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment.
- (iv) use hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension and termination options.

On transition, the Group has made the following adjustments upon application of HKFRS 16:

The Group recognised lease liabilities of approximately HK\$61.1 million and right-of-use assets approximately HK\$62.9 million at 1 April 2019.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is 5.0%.

| | At 1 April 2019 HK\$'000 |
|--|-----------------------------|
| Operating lease commitments disclosed at 31 March 2019 | 65,283 |
| Lease liabilities discounted at relevant incremental borrowing rates | (4,240) |
| Lease liabilities at 1 April 2019 | 61,043 |
| Analysed as | |
| Current | 31,192 |
| Non-current | 29,851 |
| | 61,043 |

The carrying amount of right-of-use assets at 1 April 2019 comprises the following:

| | HK\$'000 |
|--|----------|
| Right-of-use assets relating to operating leases recognised upon application of HKFRS 16 | 62,878 |

The following adjustments were made to amounts recognised in the condensed consolidated statement of financial position at 1 April 2019. Line items that were not affected by the changes have not been included.

Impact on the condensed consolidated statement of financial position

| | Carrying amounts previously reported at 31 March 2019 | Impact on application of HKFRS 16 | Carrying amounts under HKFRS 16 at 1 April 2019 |
|---------------------------------------|--|--|--|
| | HK\$'000 | HK\$'000 | HK\$'000 |
| <i>Non-current assets</i> | | | |
| Property, plant and equipment | 6,167 | 62,878 | 69,045 |
| <i>Current liabilities</i> | | | |
| Accruals and other payables | 3,537 | 1,835 | 5,372 |
| Lease liabilities | – | 31,192 | 31,192 |
| <i>Non-current liabilities</i> | | | |
| Lease liabilities | – | 29,851 | 29,851 |

Note:

For the reporting purpose of cash flows from operating activities for the six months ended 30 September 2019, movements in working capital have been computed based on opening statement of financial position as at 1 April 2019 disclosed above.

3. SEGMENT INFORMATION

The Group is principally engaged in the provision of catering services through a chain of restaurants in Hong Kong. Information reported to the Group's management for the purpose of resources allocation and performance assessment focuses on the operating results of the Group as a whole as the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no additional reportable segment and geographical information have been presented.

4. REVENUE

Revenue represents amounts received and receivable from restaurants operations and sales of food, net of discounts. An analysis of revenue is as follows:

| | Three months ended 30 September 2019 | | Six months ended 30 September 2019 | |
|-----------------------|--|---------------------------------|--|---------------------------------|
| | HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) | HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) |
| Restaurant operations | 61,249 | 66,175 | 120,512 | 132,229 |
| Sales of food | 526 | 580 | 1,098 | 1,153 |
| | 61,775 | 66,755 | 121,610 | 133,382 |

The revenue from restaurants operations and sales of food is recognised at a point in time.

5. OTHER REVENUE AND OTHER INCOME

| | Three months ended 30 September 2019 | | Six months ended 30 September 2019 | |
|----------------------------|--|---------------------------------|--|---------------------------------|
| | HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) | HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) |
| Bank interest income | 160 | 1 | 270 | 2 |
| Consultancy service income | – | 45 | – | 45 |
| Tips income | 63 | 53 | 135 | 102 |
| Sponsorship income | 150 | – | 150 | 119 |
| Others | 37 | 96 | 90 | 268 |
| | 410 | 195 | 645 | 536 |

6. FINANCE COSTS

| | Three months ended 30 September 2019 | | Six months ended 30 September 2019 | |
|-------------------------------|--|---------------------------------|--|---------------------------------|
| | HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) | HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) |
| Interest on bank borrowings | 179 | 234 | 369 | 432 |
| Interest on lease liabilities | 772 | – | 1,517 | – |
| | 951 | 234 | 1,886 | 432 |

7. PROFIT/(LOSS) BEFORE TAX

Profit/(loss) before tax has been arrived at after charging:

| | Three months ended 30 September | | Six months ended 30 September | |
|--|------------------------------------|---------------------------------|----------------------------------|---------------------------------|
| | 2019 HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) | 2019 HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) |
| Cost of inventories sold | 20,852 | 21,699 | 40,215 | 43,770 |
| Depreciation of property, plant and equipment | 5,138 | 1,307 | 5,783 | 2,746 |
| Depreciation of right-of-use assets | 5,983 | – | 15,834 | – |
| Loss on disposal and write-off of property, plant and equipment | – | 9 | 2 | 9 |
| Lease payments in respect of restaurants and office premises: | | | | |
| — minimum lease payments | 35 | 9,575 | 35 | 19,061 |
| — contingent rents | 668 | 1,343 | 1,092 | 2,772 |
| | 703 | 10,918 | 1,127 | 21,833 |
| Employee benefit expenses (including Directors' remuneration): | | | | |
| — Salaries and other allowances | 17,424 | 17,395 | 35,303 | 35,365 |
| — Staff benefits | 431 | 530 | 947 | 1,104 |
| — Retirement benefit scheme contributions | 751 | 817 | 1,539 | 1,674 |
| | 18,606 | 18,742 | 37,789 | 38,143 |
| Listing expenses | – | – | – | 7,293 |

8. INCOME TAX EXPENSES

| | Three months ended 30 September | | Six months ended 30 September | |
|-------------------------|------------------------------------|---------------------------------|----------------------------------|---------------------------------|
| | 2019 HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) | 2019 HK\$'000 (unaudited) | 2018 HK\$'000 (unaudited) |
| Current tax: | | | | |
| — Hong Kong Profits Tax | 104 | 690 | 215 | 871 |

Hong Kong Profits Tax is calculated at 8.25% on estimated assessable profits up to HK\$2 million and 16.5% on any part of the estimated assessable profits over HK\$2 million for the three months and six months ended 30 September 2019 and 2018.

9. EARNINGS/(LOSS) PER SHARE

| | Three months ended 30 September | | Six months ended 30 September | |
|---|------------------------------------|-------------|----------------------------------|-------------|
| | 2019 | 2018 | 2019 | 2018 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| Earnings/(loss) per share | | | | |
| — Earnings/(loss) for the purpose of basic and diluted earnings/(loss) per share | 457 | 3,663 | 1,018 | (1,740) |
| | '000 | '000 | '000 | '000 |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| Number of Shares | | | | |
| Weighted average number of ordinary shares for the purpose of basic and diluted earnings/(loss) per share | 1,000,000 | 1,000,000 | 1,000,000 | 979,508 |

The calculation of basic earnings/(loss) per share for the three months and six months ended 30 September 2019 and 2018 is based on the profit/(loss) attributable to owners of the Company for the three months and six months ended 30 September 2019 and 2018.

No adjustment has been made to the basic earnings/(loss) per share presented for the three months and six months ended 30 September 2019 and 2018 in respect of the dilution as the Company did not have any potential dilutive ordinary shares in issue during the periods.

10. DIVIDEND

During the six months ended 30 September 2019, a final dividend of HK1.5 cents per ordinary share, in respect of the year ended 31 March 2019 (2018: Nil) has been declared and paid out of share premium account of the Company.

The Board has resolved not to declare the payment of a dividend for the six months ended 30 September 2019 (2018: Nil).

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2019, the Group acquired property, plant and equipment of approximately HK\$3,299,000 (2018: HK\$130,000).

12. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly by cash and credit card settlement. The settlement terms of credit card companies are usually 7 days after the service rendered date. Generally, there is no credit period granted to customers, except for certain well-established corporate customers for which credit period of up to 90 days is granted by the Group. The Group seeks to maintain strict control over its outstanding receivables to minimise the credit risk. The Group does not hold any collateral or other credit enhancement over its trade receivables balances. Trade receivables are interest-free.

The following is an aging analysis of trade receivables, presented based on the invoice dates, which approximates the respective revenue recognition dates:

| | As at 30 September 2019 HK\$'000 (unaudited) | As at 31 March 2019 HK\$'000 (audited) |
|--------------|---|--|
| 0 – 30 days | 1,862 | 3,011 |
| 31 – 60 days | 211 | 81 |
| 61 – 90 days | 3 | 2 |
| Over 90 days | 2 | 2 |
| | 2,078 | 3,096 |

13. TRADE PAYABLES

The following is an aging analysis of trade payables, based on the invoice dates:

| | As at 30 September 2019 HK\$'000 (unaudited) | As at 31 March 2019 HK\$'000 (audited) |
|--------------|---|--|
| 0 – 30 days | 6,670 | 6,429 |
| 31 – 60 days | 7,059 | 6,254 |
| 61 – 90 days | 3,282 | 2,487 |
| | 17,011 | 15,170 |

The average credit period granted by suppliers is normally within 90 days.

As at 30 September 2019, amount of HK\$9,635,000 (31 March 2019: HK\$7,842,000) included in trade payable was due to Elite Fresh Food Company Limited ("**Elite**"), a company controlled by Mr. Joseph Kwong and Ms. Melanie Kwong, who are the controlling shareholders of the Company (the "**Controlling Shareholders**") and Ms. Ingrid Ip, who is a close family member of Mr. Kwong and Ms. Kwong and one of the Controlling Shareholders.

14. BANK BORROWINGS

| | As at 30 September 2019 HK\$'000 (unaudited) | As at 31 March 2019 HK\$'000 (audited) |
|-------------------------|---|--|
| Secured bank borrowings | 14,205 | 16,879 |

| | As at 30 September 2019 HK\$'000 (unaudited) | As at 31 March 2019 HK\$'000 (audited) |
|---|---|--|
| Carrying amount (shown under current liabilities) that contain a repayment on demand clause based on scheduled repayment terms: | | |
| — Within one year | 5,545 | 5,426 |
| — More than 1 year but less than 5 years | 8,660 | 11,453 |
| | 14,205 | 16,879 |

As at 31 March 2019 and 30 September 2019, the bank borrowings were interest bearing at Hong Kong Dollar Prime Rate over a spread or minus a spread as appropriate. The interest rate on the Group's bank borrowings ranged from 4.25% to 5.54% per annum.

15. SHARE CAPITAL

| Number of shares | | Amount | |
|---|--|---|--|
| As at 30 September 2019 '000 (unaudited) | As at 31 March 2019 '000 (audited) | As at 30 September 2019 HK\$'000 (unaudited) | As at 31 March 2019 HK\$'000 (audited) |
| | | | |

Ordinary shares of HK\$0.01 each

Authorised:

At the beginning and the end of the reporting period

| | | | |
|------------------|-----------|---------------|--------|
| 1,500,000 | 1,500,000 | 15,000 | 15,000 |
|------------------|-----------|---------------|--------|

| Number of shares | | Amount | |
|---|--|---|--|
| As at 30 September 2019 '000 (unaudited) | As at 31 March 2019 '000 (audited) | As at 30 September 2019 HK\$'000 (unaudited) | As at 31 March 2019 HK\$'000 (audited) |
| | | | |

Issued and fully paid:

At the beginning and the end of the reporting period

| | | | |
|------------------|-----------|---------------|--------|
| 1,000,000 | 1,000,000 | 10,000 | 10,000 |
|------------------|-----------|---------------|--------|

16. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these unaudited condensed consolidated financial statements, the Group carried out the following material transactions with its related parties:

| | Six months ended 30 September | |
|---|-------------------------------|-------------|
| | 2019 | 2018 |
| | HK\$'000 | HK\$'000 |
| | (unaudited) | (unaudited) |
| Purchase of food paid/payable to a related company (Note) | 17,980 | 19,835 |
| Consultancy service income received from a related company | – | 45 |

Note:

On 23 March 2018, the Group had entered into a master supply agreement (the **“Master Supply Agreement”**) with Elite whereby the Group will purchase and Elite will supply chilled and frozen meat and seafood and other food ingredients to the Group for a restaurant operation. The term of the Master Supply Agreement commenced on the Listing Date until 31 March 2020. The purchase price will be determined by reference to the prevailing comparable market price. The transactions under the Master Supply Agreement constituted continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

17. APPROVAL OF UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements were approved and authorised for issue by the Board on 5 November 2019.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

In the first half of year 2019/2020, Hong Kong economy was affected by weaker performance of global economy and a challenging external environment. The uncertainties stemming from the United States-Mainland trade tensions continued to affect the economic environment in Hong Kong and public consumption sentiment became more cautious. Social unrest in Hong Kong since June 2019 has created an unfavorable effect on the consumption market in Hong Kong. The ad-hoc variation or shortening of shopping malls' opening hour where our Group's restaurants are located, including but not limited to Causeway Bay, Mongkok and Yuen Long, had adversely affected the number of customer visits and the business of our Groups's restaurants. During the six months ended 30 September 2019, we recorded a revenue of approximately HK\$121.6 million, representing a decrease of approximately HK\$11.8 million, or 8.8%, from approximately HK\$133.4 million for the six months ended 30 September 2018. Our profit was approximately HK\$1.0 million, representing a decrease of approximately HK\$4.5 million, or 81.8%, from approximately HK\$5.5 million for the six months ended 30 September 2018 if the non-recurring listing expenses was excluded.

During the six months ended 30 September 2019, the Group continued to engage in the provision of casual dining in Hong Kong. Upon the closure of 2 restaurants located at Shatin and Lee Theatre Plaza in Causeway Bay in April 2018 and November 2018, respectively, our experienced management team is actively looking for suitable locations and opportunities to expand our restaurant network in Hong Kong. In August 2019, our new restaurant operated under the brand "Hana" located at Citygate in Tung Chung, Hong Kong ("**Hana(TC)**") commenced commercial operation. We believe that the opening of Hana (TC) will not only provide our Group an additional income stream, but also further expand our footprint of Japanese specialty restaurants in Hong Kong.

Up to the date of this report, we owned and operated twelve restaurants serving various cuisines in Hong Kong, including five restaurants serving various western cuisine along with our signature steak under our "Mr. Steak" brand, one buffet restaurant serving international cuisine under our "Mr. Steak — Buffet à la minute" brand, two restaurants under our "Sky Bar" brand offering western cuisine along with our signature seafood dishes and a wide selection of wines and cocktails, two western specialty restaurants under our "Bistro Bloom" and "Bistro Bloom/Marbling" brands serving modern and trendy western food along with specialty meat cuts, and two Japanese specialty restaurant under our "Hana" brand serving "Nabemono" — Japanese hot pot dishes such as Sukiyaki, Shabu Shabu and Seiromushi.

FINANCIAL REVIEW

Revenue

Our revenue is mainly derived from restaurant operations. For the six months ended 30 September 2019, our revenue achieved approximately HK\$121.6 million, representing a decrease of approximately HK\$11.8 million, or 8.8%, from approximately HK\$133.4 million for the six months ended 30 September 2018. The decrease in revenue was mainly due to the combined effect of i) the closure of the restaurant operated under the brand “Sky Bar” located at Lee Theatre Plaza, Causeway Bay (“**SB(CWB)**”) in November 2018; ii) the ad-hoc variation or shortening of opening hours of shopping malls in the areas where our Group’s restaurants are located, including but not limited to Causeway Bay, Mongkok and Yuen Long which caused the number of customer visits of these restaurants to decrease; and iii) the opening of Hana(TC) since August 2019.

Cost of inventories sold

Cost of inventories sold is a major component of our operating expenses and comprises mainly cost of food ingredients and beverages. For the six months ended 30 September 2019, our cost of inventories sold amounted to approximately HK\$40.2 million, representing a decrease of approximately HK\$3.6 million, or 8.2%, from approximately HK\$43.8 million for the six months ended 30 September 2018. The decrease in cost of inventories sold was mainly due to the combined effect of the decrease in food consumption under the closure of SB(CWB) and the decrease in number of customer visits of our restaurants located in, including but not limited to Causeway Bay, Mongkok and Yuen Long for the reason as discussed above, and offset by the increase in food consumption under the opening of Hana (TC) since August 2019.

Gross profit and gross profit margin

Our gross profit for the six months ended 30 September 2019 amounted to approximately HK\$81.4 million, representing a decrease of approximately HK\$8.2 million, or 9.2%, from approximately HK\$89.6 million for the six months ended 30 September 2018. The decrease in gross profit was mainly due to the factors as discussed above.

The overall gross profit margin decreased by approximately 0.3% from 67.2% for the six months ended 30 September 2018 to 66.9% for the six months ended 30 September 2019. The slight decrease in gross profit margin was mainly due to higher average food costs of our restaurant operated under the brand “Mr. Steak — Buffet à la minute” at World Trade Centre, Causeway Bay with a decrease in number of customers visits from the ad-hoc variation or shortening of opening hours of the shopping mall in the second quarter of 2019.

Other revenue and other income

Other revenue and other income primarily consist of tips income, sponsorship income and sundry income. Our other revenue was stable and maintained at approximately HK\$0.6 million for the six months ended 30 September 2018 and 2019.

Staff costs

Staff costs comprise salaries and benefits, including wages, salaries, bonuses, staff benefits, retirement benefit scheme contributions for all employees and Directors' remunerations. Our staff costs decreased by approximately HK\$0.3 million, or 0.8%, from approximately HK\$38.1 million for the six months ended 30 September 2018 to approximately HK\$37.8 million for the six months ended 30 September 2019. The decrease in staff costs was mainly due to the combined effect of the closure of SB (CWB) in November 2018 and the opening of Hana(TC) in August 2019. For the six months ended 30 September 2018 and 2019, our staff costs represented approximately 28.6% and 31.1% of our revenue, respectively.

Depreciation of property, plant and equipment

Depreciation of property, plant and equipment represents depreciation for right-of-use assets, leasehold improvement, furniture and fixtures, catering and other equipment. The depreciation of our property, plant and equipment increased by approximately HK\$18.9 million, from approximately HK\$2.7 million for the six months ended 30 September 2018 to approximately HK\$21.6 million for the six months ended 30 September 2019, was mainly due to the recognition of right-of-use assets upon the adoption of HKFRS 16 for our financial period beginning on 1 April 2019. For the effect upon the adoption of HKFRS 16, please refer to note 2(b) to the unaudited condensed consolidated financial statements included in this report.

Rentals and related expenses

Rentals and related expenses primarily represent the turnover rent, low value and short term lease payments, government rates and property management fee paid for our restaurants and office premises. Our rental and related expense decreased by approximately HK\$20.8 million, or 74.6%, from approximately HK\$27.9 million for the six months ended 30 September 2018 to approximately HK\$7.1 million for the six months ended 30 September 2019. The decrease in rental and related expenses was mainly due to the adoption of HKFRS 16 during our financial period beginning on 1 April 2019 where the lease payments were offset against the lease liabilities recognised in the consolidated statement of financial position instead of charging to profit or loss as rental expenses for the six months ended 30 September 2019.

Fuel and utility expenses

Fuel and utility expenses primarily consist of expenses incurred for electricity, gas and water utilities. Our fuel and utility expenses decreased by approximately HK\$0.1 million, or 3.7%, from approximately HK\$2.7 million for the six months ended 30 September 2018 to approximately HK\$2.6 million for the six months ended 30 September 2019. For the six months ended 30 September 2018 and 2019, our fuel and utility expenses remained at a stable level with approximately 2.1% of our revenue, respectively.

Administrative expenses

Administrative expenses mainly include credit card handling charges, advertising and marketing expenses for our brands, cleaning expenses for both our restaurants and office premises, consumables for our restaurant operations, legal and professional fees and insurance. Our administrative expenses decreased by approximately HK\$2.0 million, or 16.9%, from approximately HK\$11.8 million for the six months ended 30 September 2018 to approximately HK\$9.8 million for the six months ended 30 September 2019. The decrease in administrative expenses was mainly due to decrease in professional expenses where higher professional expenses were incurred in the first year of listing for the six months ended 30 September 2018.

Finance costs

Finance costs mainly represent interest on our bank borrowings and interest on lease liabilities. Our finance costs increased by approximately HK\$1.4 million from approximately HK\$0.4 million for the six months ended 30 September 2018 to approximately HK\$1.9 million for the six months ended 30 September 2019 was mainly due to the recognition of interest on lease liabilities upon the adoption of HKFRS 16 during the six months ended 30 September 2019.

Income tax expenses

Our income tax expenses decreased by approximately HK\$0.7 million, or 77.8%, from approximately HK\$0.9 million for the six months ended 30 September 2018 to approximately HK\$0.2 million for the six months ended 30 September 2019.

For the six months ended 30 September 2018 and 2019, our restaurant operations in Hong Kong are subject to Hong Kong Profits Tax of 8.25% on estimated assessable profits up to HK\$2 million and 16.5% on any part of the estimated assessable profits over HK\$2 million arising in Hong Kong. Excluding the non-recurring listing expenses, our profit from operations before taxation for the six months ended 30 September 2018 and 2019 amounted to approximately HK\$6.4 million and HK\$1.2 million and the effective tax rate was approximately 13.6% and 17.4%, respectively. The increase in effective tax rate was mainly due to the change in calculation of tax provision for the period.

Profit/(loss) for the period

We recorded a profit for the period amounting to approximately HK\$1.0 million while we recorded a loss of approximately HK\$1.7 million for the six months ended 30 September 2018 after the recognition of non-recurring listing expenses amounted to approximately HK\$7.3 million. Excluding the non-recurring listing expenses, our net profit from operation amounted to approximately HK\$5.5 million and HK\$1.0 million for the six months ended 30 September 2018 and 2019, respectively, representing a decrease of approximately HK\$4.5 million, or 81.8%, as a result of the combined effects discussed above.

USE OF NET PROCEEDS FROM THE LISTING

The net proceeds from the issue of a total of 250,000,000 new ordinary shares of the Company at the offering price of HK\$0.27 per share under the share offer as set out in the Prospectus, after deducting underwriting commission and other expenses relating to the Listing, amounted to approximately HK\$39.6 million. The Company intends to apply the net proceeds in the same proportion and in the same manner as shown in the Prospectus. An analysis of the utilisation of the net proceeds during the six months ended 30 September 2019 is set out below:

| Business objective and strategy | Approximately | Actual amount utilised as at | | Notes |
|--|----------------------|---------------------------------|----------------------|-------|
| | % of net proceeds | Planned amount | 30 September 2019 | |
| | % | HK\$ million | HK\$ million | |
| Expanding our restaurant network in strategic locations in Hong Kong | 63.5 | 25.1 | 3.9 | 1 |
| Maintaining steady food quality by setting up a central kitchen | 14.6 | 5.8 | – | 1 |
| Enhancing and upgrading our restaurant facilities | 13.5 | 5.3 | 0.4 | 2 |
| Strengthening customer relationship and our brand awareness | 5.7 | 2.3 | 0.9 | 3 |
| General working capital | 2.7 | 1.1 | 1.1 | |
| | 100 | 39.6 | 6.3 | |

Notes:

1. The Group is in the progress to identify suitable locations fulfilling our expected scale of operations.
2. Renovation and refurbishment will be carried out upon renewal of leases of our restaurants.
3. The Group is in the progress to solicit appropriate social platforms and marketing agents.

The Directors will continuously evaluate the Group's business objective and will change or modify our business plans in response to the changing market conditions to cope with the business growth of the Group.

All the unutilised balances have been placed as deposits in licensed banks in Hong Kong.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

| | | As at | |
|---------------|-------|------------------------------|------------------|
| | Notes | 30 September 2019 | 31 March 2019 |
| Current ratio | 1 | 0.9 | 2.3 |
| Quick ratio | 2 | 0.9 | 2.3 |
| Gearing ratio | 3 | 29.8% | 27.4% |

Notes:

1. Current ratio is calculated based on the total current assets at the end of the period divided by the total current liabilities at the end of the respective period.
2. Quick ratio is calculated based on the total current assets (excluding inventories) at the end of the period divided by the total current liabilities of the respective period.
3. Gearing ratio is calculated based on the total debts at the end of the period divided by the equity attributable to owners of the Company at the end of the respective period. Total debts include payables incurred not in the ordinary course of business.

As at 30 September 2019, the total equity of the Group was approximately HK\$47.7 million (31 March 2019: HK\$61.7 million) which was attributable to owners of the Company. The Group had cash and cash equivalents of approximately HK\$51.7 million as at 30 September 2019 (31 March 2019: HK\$65.8 million).

The Group continues to enjoy a net cash inflow from operations. During the six months ended 30 September 2019, net cash generated from operating activities amounted to approximately HK\$26.7 million (2018: HK\$0.6 million). The increase in net cash inflow from operating activities was mainly due to change in classification of cash flows of lease payments for the right-of-use assets upon the adoption of HKFRS 16 during the six months ended 30 September 2019. The lease payments for right-of-use assets previously classified as operating leases were classified as financing activities for the six months ended 30 September 2019.

As at 30 September 2019, our Group had total bank borrowings of approximately HK\$14.2 million (31 March 2019: HK\$16.9 million). The bank borrowings bore interest at the Hong Kong Dollar Prime Rate over or minus a spread as appropriate. Details on bank borrowings of the Group are set out in note 14 to the unaudited condensed consolidated financial statements included in this report.

The Group manages its capital to safeguard the Group's ability to continue as a going concern while maximising the return to shareholders through maintaining the equity and debts in a balanced position.

The issued Shares were successfully listed on GEM on 16 April 2018. There has been no change in the capital structure of the Group since the Listing Date and up to the date of this report.

CHARGES ON ASSETS

As at 30 September 2019, the pledged bank deposits of the Group were approximately HK\$2.0 million (31 March 2019: HK\$2.0 million).

MATERIAL ACQUISITIONS AND DISPOSALS AND SIGNIFICANT INVESTMENTS

The Group did not have any significant investment, material acquisitions and disposals of subsidiaries, associated companies and joint ventures during the six months ended 30 September 2019.

FOREIGN CURRENCY RISKS

During the six months ended 30 September 2019, most of the transactions of the Group were denominated and settled in Hong Kong dollars, the functional and reporting currency of the Group.

The Group does not have a significant foreign exchange exposure and has currently not implemented any foreign currency hedging policy. The management will consider hedging against significant foreign exchange exposure should the need arise.

CAPITAL COMMITMENT

As at 30 September 2019, the Group did not have any material capital commitment (31 March 2019: Nil).

CONTINGENT LIABILITIES

At 30 September 2019, the Group did not have any material contingent liabilities (31 March 2019: Nil).

DIVIDEND

During the six months ended 30 September 2019, the Board had recommended the payment of a final dividend out of the share premium account of the Company of HK1.5 cents per Share in respect of the year ended 31 March 2019 totalling HK\$15,000,000 (2018: Nil) to the shareholders of the Company (the **"Shareholders"**) (the **"2019 final dividend"**). The resolution for the 2019 final dividend was passed by the Shareholders at the 2019 annual general meeting of the Company held on 9 July 2019 and the 2019 final dividend was subsequently paid during the period.

The Board has resolved not to declare the payment of a dividend for the six months ended 30 September 2019.

CORPORATE GOVERNANCE AND OTHER INFORMATION

DISCLOSURE OF INTERESTS

(a) Interests and short positions of Directors and the chief executives in the shares, underlying shares and debentures of the Company and its associated corporations

As at 30 September 2019, the interests and short positions of the Directors and 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares

| Name of Directors | Capacity/ Nature of interest | Number of Shares held | Percentage of shareholding (Note 3) |
|------------------------------|---|----------------------------------|--|
| Mr. Kwong (Notes 1 and 2) | Interest of a controlled corporation; interests held jointly with another person | 750,000,000 | 75% |
| Ms. Kwong (Notes 1 and 2) | Interest of a controlled corporation; interests held jointly with another person | 750,000,000 | 75% |

Notes:

1. On 23 November 2017, Mr. Kwong, Ms. Ingrid Ip, Ms. Kwong, Mr. Joseph Kwong and Ms. Melanie Kwong entered into a concert party deed (the **"Concert Party Deed"**) to acknowledge and confirm that, among other things, each of them has acted and shall continue to act in concert in respect of each of Meric Investment Limited, Lord Master Limited and the Company. Details of the Concert Party Deed are set out in the section headed "History, Development and Reorganisation — Parties acting in concert" in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of Mr. Kwong, Ms. Ingrid Ip, Ms. Kwong, Mr. Joseph Kwong and Ms. Melanie Kwong is deemed to be interested in the Shares registered in the name of Future More (i.e. 75% of the issued Shares) by virtue of the SFO. Mr. Kwong is the Chairman, an executive Director and the CEO and Ms. Kwong is an executive Director.
2. As at 30 September 2019, (i) Future More held 750,000,000 Shares and Future More was owned as to 14% by Mr. Kwong, 18% by Ms. Ingrid Ip, 18% by Ms. Kwong, 25% by Mr. Joseph Kwong and 25% by Ms. Melanie Kwong respectively; and (ii) Mr. Kwong was the sole director of Future More.
3. These percentages are calculated on the basis of 1,000,000,000 Shares in issue as at 30 September 2019.

Long positions in the shares of associated corporation

| Name of Directors | Name of associated corporation | Capacity/ nature of interest | Number of shares held | Percentage of shareholding |
|--------------------------|---------------------------------------|---|------------------------------|-----------------------------------|
| Mr. Kwong | Future More | Beneficial owner | 14 | 14% |
| Ms. Kwong | Future More | Beneficial owner | 18 | 18% |

Save as disclosed above and so far as is known to the Directors, as at 30 September 2019, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange under 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 as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

(b) Interests and short positions of substantial shareholders and other persons in the Shares and underlying Shares

As at 30 September 2019 and so far as is known to the Directors, the following entity(ies) or person(s) (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying Shares, which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

Long positions in the Shares

| Name of substantial shareholder | Capacity/ Nature of interests | Number of Shares held | Percentage of shareholding |
|--|--|----------------------------------|---------------------------------------|
| | | | (Note 3) |
| Future More (Notes 1 and 2) | Beneficial owner | 750,000,000 | 75% |

Notes:

1. Pursuant to the Concert Party Deed, Mr. Kwong, Ms. Ingrid Ip, Ms. Kwong, Mr. Joseph Kwong and Ms. Melanie Kwong have agreed to acknowledge and confirm that, among other things, each of them has acted and will continue to act in concert in respect of each of Meric Investment Limited, Lord Master Limited and the Company. Details of the Concert Party Deed are set out in the section headed “History, Development and Reorganisation — Parties acting in concert” in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of Mr. Kwong, Ms. Ingrid Ip, Ms. Kwong, Mr. Joseph Kwong and Ms. Melanie Kwong is deemed to be interested in the Shares registered in the name of Future More (i.e. 75% of the issued Shares by virtue of the SFO).
2. Future More is a company incorporated in the BVI. As at 30 September 2019, Future More was owned as to 14% by Mr. Kwong, 18% by Ms. Ingrid Ip, 18% by Ms. Kwong, 25% by Mr. Joseph Kwong and 25% by Ms. Melanie Kwong, respectively.
3. These percentages are calculated on the basis of 1,000,000,000 Shares in issue as at 30 September 2019.

Save as disclosed above, as at 30 September 2019, the Directors were not aware of any interests or short positions owned by any entities or persons (other than the Directors or chief executive of the Company) in the Shares or underlying Shares, which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

A share option scheme (the **"Share Option Scheme"**) was conditionally approved by the then Shareholder and adopted by the Company on 23 March 2018. The Share Option Scheme became effective on the Listing Date. For the principal terms of the Share Option Scheme, please refer to "D. Share Option Scheme" in Appendix IV to the Prospectus.

No share options have been granted by the Company under the Share Option Scheme since its adoption and therefore, as at 30 September 2019, there were no outstanding share options and no share options were exercised or cancelled or lapsed during the period from the Listing Date to 30 September 2019 (the **"Period"**).

COMPETITION AND CONFLICT OF INTERESTS

The Directors are not aware of any business and interest of the Directors nor the controlling shareholders (as defined in the GEM Listing Rules) of the Company or any of their respective close associates (as defined in the GEM Listing Rules) that competed or might compete, directly or indirectly, with the business of the Group and any other conflict of interests which any such person had or might have with the Group during the six months ended 30 September 2019.

CORPORATE GOVERNANCE PRACTICES

The Board recognises the importance of incorporating elements of good corporate governance in the management structures, internal control and risk management procedures of the Group so as to achieve effective accountability. In the opinion of the Board, the Company has adopted and complied with all applicable code provisions as set out in the CG Code during the Period and thereafter up to 5 November 2019, being the date of this report, except for the following code provision A.2.1 of the CG Code.

Chairman and Chief Executive

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the Period, Mr. Kwong was the Chairman and the CEO. In view of the fact that Mr. Kwong has been operating and managing the Group since 2000, the Board believes that it is in the best interest of the Group to have Mr. Kwong taking up both roles for effective management and business development. Therefore, our Board considers that the deviation from code provision A.2.1 of the CG Code is appropriate in such circumstance.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within knowledge of the Directors, the Company has maintained the prescribed public float under the GEM Listing Rules as at the date of this report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association of the Company or the laws of the Cayman Islands, which oblige the Company to offer new shares of the Company on a pro-rata basis to existing Shareholders.

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Alliance Capital Partners Limited ("**ACP**") to be the compliance adviser. At 30 September 2019, neither ACP nor any of its directors or employees or 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.

COMPLIANCE WITH MODAL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Required Standard of Dealings**") as its own code of conduct governing the securities transactions by the Directors. The Company had made specific enquiries of all the Directors and each of them has confirmed that he/she had complied with the Required Standard of Dealings during the Period.

PURCHASE, SALE OR REDEMPTION OF COMPANY'S LISTED SECURITIES

The Company did not redeem any of its securities listed and traded on the Stock Exchange, nor did the Company or any of its subsidiaries purchase or sell any of such securities during the Period.

AUDIT COMMITTEE

The financial information in this report has not been audited by the independent auditors of the Company. Pursuant to Rule 5.28 of the GEM Listing Rules and code provision C.3 of the CG Code, the Company established the audit committee (the “**Audit Committee**”) with written terms of reference aligned with the provision of the code provisions set out in the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control and risk management systems of the Group. As at the date of this report, the Audit Committee comprises Mr. Lai Ming Fai Desmond (chairman), Dr. Cheng Lee Lung and Mr. Kwok Yiu Chung, all being the independent non-executive Directors.

The Audit Committee has reviewed the unaudited condensed consolidated results of the Group for the six months ended 30 September 2019 and this report and is of the opinion that the relevant unaudited condensed consolidated financial statements have been prepared in compliance with the applicable accounting standards and the requirements under the GEM Listing Rules, and that adequate disclosures have been made.

SUBSEQUENT EVENTS AFTER THE SIX MONTHS ENDED 30 SEPTEMBER 2019

The event that has a significant impact on the Group and occurred since 30 September 2019 and up to the date of this report has been stated in the first paragraph of the section headed “Management Discussion and Analysis — Business Review and Outlook” above.

By order of the Board

MS Concept Limited

Kwong Tai Wah

Chairman and Executive Director

Hong Kong, 5 November 2019