



**U BANQUET GROUP  
HOLDING LIMITED**  
**譽宴集團控股有限公司**

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

股份代號 Stock Code : 8107

**2015** 中期報告  
Interim Report

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “Directors”) of U Banquet Group Holding Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (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.*

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上市公司新興的性質，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通的市場。

香港交易及結算有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告的資料乃遵照香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）而刊載，旨在提供有關譽宴集團控股有限公司（「本公司」）的資料；本公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所深知及確信，本報告所載資料在各重大方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令本報告或其所載任何陳述產生誤導。

## CORPORATE INFORMATION

### Directors

#### Executive Directors:

Mr. Cheung Ka Ho (*Chairman and Chief Executive Officer*)

Mr. Cheung Ka Kei

Mr. Kan Yiu Pong

#### Independent Non-executive Directors:

Mr. Chung Kong Mo *JP*

Ms. Wong Tsip Yue, Pauline

Mr. Wong Sui Chi

### Audit Committee

Mr. Wong Sui Chi (*Chairman*)

Mr. Chung Kong Mo *JP*

Ms. Wong Tsip Yue, Pauline

### Remuneration Committee

Mr. Wong Sui Chi (*Chairman*)

Mr. Cheung Ka Ho

Ms. Wong Tsip Yue, Pauline

### Nomination Committee

Mr. Cheung Ka Ho (*Chairman*)

Mr. Chung Kong Mo *JP*

Ms. Wong Tsip Yue, Pauline

### Company Secretary

Mr. Chan Fung Man *CPA*

### Compliance Officer

Mr. Kan Yiu Pong

### Authorised Representatives

Mr. Kan Yiu Pong

Mr. Chan Fung Man *CPA*

### Registered Office

Offshore Incorporations (Cayman) Limited

Floor 4, Willow House

Cricket Square

P.O. Box 2804

Grand Cayman KY1-1112

Cayman Islands

## 公司資料

### 董事

#### 執行董事：

張家豪先生 (*主席兼行政總裁*)

張家驥先生

簡耀邦先生

#### 獨立非執行董事：

鍾港武先生 *太平紳士*

王婕妤女士

黃瑞熾先生

### 審核委員會

黃瑞熾先生 (*主席*)

鍾港武先生 *太平紳士*

王婕妤女士

### 薪酬委員會

黃瑞熾先生 (*主席*)

張家豪先生

王婕妤女士

### 提名委員會

張家豪先生 (*主席*)

鍾港武先生 *太平紳士*

王婕妤女士

### 公司秘書

陳峰民先生 *執業會計師*

### 合規主任

簡耀邦先生

### 授權代表

簡耀邦先生

陳峰民先生 *執業會計師*

### 註冊辦事處

Offshore Incorporations (Cayman) Limited

Floor 4, Willow House

Cricket Square

P.O. Box 2804

Grand Cayman KY1-1112

Cayman Islands

## Head Office and Principal Place of Business in Hong Kong

Unit F, 28/F, Block 2  
Vigor Industrial Building  
49-53 Ta Chuen Ping Street  
Kwai Chung, New Territories  
Hong Kong

## Principal Share Registrar and Transfer Office in the Cayman Islands

Appleby Trust (Cayman) Ltd.  
Clifton House, 75 Fort Street  
P.O. Box 1350, Grand Cayman  
KY1-1108  
Cayman Islands

## Branch Share Registrar and Transfer Office in Hong Kong

Union Registrars Limited  
A18/F, Asia Orient Tower  
Town Place  
33 Lockhart Road  
Wan Chai  
Hong Kong

## Compliance Adviser

Quam Capital Limited

## Legal Adviser to the Company

TC & Co.

## Principal Bankers

Hang Seng Bank  
Bank of China

## Auditor

PricewaterhouseCoopers  
*Certified Public Accountants*

## Stock Code

8107

## Company's Website

[www.u-banquetgroup.com](http://www.u-banquetgroup.com)

## 香港總部及主要營業地點

香港  
新界葵涌  
打磚坪街49-53號  
華基工業大廈  
第2期28樓F室

## 開曼群島主要股份過戶登記處

Appleby Trust (Cayman) Ltd.  
Clifton House, 75 Fort Street  
P.O. Box 1350, Grand Cayman  
KY1-1108  
Cayman Islands

## 香港股份過戶登記分處

聯合證券登記有限公司  
香港  
灣仔  
駱克道33號  
中央廣場  
滙漢大廈A18樓

## 合規顧問

華富嘉洛企業融資有限公司

## 公司法律顧問

崔曾律師事務所

## 主要往來銀行

恒生銀行  
中國銀行

## 核數師

羅兵咸永道會計師事務所  
*執業會計師*

## 股份代號

8107

## 公司網站

[www.u-banquetgroup.com](http://www.u-banquetgroup.com)

## FINANCIAL HIGHLIGHTS

For the six months ended 30 June 2015, unaudited operating results of the Group (as defined below) were as follows:

- Revenue reached approximately HK\$199,652,000, representing an increase of 11.1% compared to the same period of the previous financial year;
- Profit attributable to owners of the Company for the six months ended 30 June 2015 amounted to approximately HK\$3,943,000, while loss attributable to owners of the Company amounted to approximately HK\$822,000 from the same period of the previous financial year;
- Basic and diluted earnings per share for the six months ended 30 June 2015 based on weighted average number of ordinary shares of 440,570,000 and 465,000,000, respectively in issue was HK0.9 cents and HK0.8 cents, respectively;
- No dividend was declared for the six months ended 30 June 2015.

## 財務摘要

截至二零一五年六月三十日止六個月，本集團（定義見下文）未經審核經營業績如下：

- 收益達約199,652,000港元，較上一個財政年度同期增加11.1%；
- 截至二零一五年六月三十日止六個月之本公司擁有人應佔溢利約為3,943,000港元，而上一個財政年度同期則為本公司擁有人應佔虧損約822,000港元；
- 截至二零一五年六月三十日止六個月之每股基本及攤薄盈利（乃基於已發行普通股加權平均數分別為440,570,000股及465,000,000股計算得出）分別為0.9港仙及0.8港仙；
- 概無宣派截至二零一五年六月三十日止六個月之任何股息。

## INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2015

The board of directors (the "Board") of U Banquet Group Holding Limited (the "Company") is pleased to announce the unaudited consolidated interim results of the Company and its subsidiaries (the "Group") for the three months and six months ended 30 June 2015 together with the comparative unaudited figures for the corresponding periods in 2014 as follows:

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and six months ended 30 June 2015

## 截至二零一五年六月三十日止六個月之中期業績

譽宴集團控股有限公司（「本公司」）董事會（「董事會」）欣然宣佈本公司及其附屬公司（「本集團」）截至二零一五年六月三十日止三個月及六個月之未經審核綜合中期業績，連同二零一四年同期之未經審核比較數字如下：

## 簡明綜合全面收益表

截至二零一五年六月三十日止三個月及六個月

		For six months ended 30 June 截至六月三十日止六個月		For three months ended 30 June 截至六月三十日止三個月		
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	
	Notes 附註					
Revenue	收益	4	199,652	179,726	88,850	77,025
Other income	其他收入	4	490	620	174	341
Cost of revenue	收益成本	5	(51,020)	(43,328)	(24,149)	(18,360)
Employee benefit expenses	員工福利開支		(51,048)	(50,251)	(23,831)	(23,674)
Depreciation	折舊		(7,048)	(7,408)	(2,806)	(3,869)
Operating lease payments	經營租賃付款		(33,532)	(29,465)	(16,566)	(14,373)
Utilities expenses	公共設施開支		(16,726)	(16,969)	(8,583)	(8,432)
Other expenses	其他開支	6	(34,895)	(32,926)	(15,409)	(11,865)
Operating profit/(loss)	經營溢利/(虧損)		5,873	(1)	(2,320)	(3,207)
Finance income	財務收入		176	378	18	231
Finance cost	財務成本		(529)	(37)	(183)	—
Finance cost — net	財務成本 — 淨額		(353)	341	(165)	231
Profit/(loss) before income tax	除所得稅前溢利/(虧損)		5,520	340	(2,485)	(2,976)
Income tax expenses	所得稅開支	7	(1,577)	(213)	(100)	1,076
Profit/(loss) and total comprehensive income for the year	年度溢利/(虧損)及全面收入總額		3,943	127	(2,585)	(1,900)

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME** (Continued)

For the three months and six months ended 30 June 2015

**簡明綜合全面收益表 (續)**

截至二零一五年六月三十日止三個月及六個月

		For six months ended 30 June 截至六月三十日止六個月		For three months ended 30 June 截至六月三十日止三個月	
		2015 二零一五年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)	2015 二零一五年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		Notes 附註			
Profit/(loss) and total comprehensive income attributable to:	下列人士應佔溢利／(虧損) 及全面收入總額：				
Owners of the Company	本公司擁有人	3,943	(822)	(2,585)	(1,810)
Non-controlling interest	非控股權益	—	949	—	(90)
		3,943	127	(2,585)	(1,900)
Basic earnings/(loss) per share	每股基本 盈利／(虧損)	9	0.9 cents 仙	(0.2) cents 仙	(0.6) cents 仙
Diluted earnings/(loss) per share	每股攤薄 盈利／(虧損)	9	0.8 cents 仙	(0.2) cents 仙	(0.5) cents 仙
Dividends	股息	8	—	—	—



## CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 June 2015

## 簡明綜合資產負債表

於二零一五年六月三十日

		Note 附註	30 June 2015 二零一五年 六月三十日 HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	53,133	57,856
Investment properties	投資物業		25,500	25,500
Goodwill	商譽		18,576	18,576
Rental deposits	租金按金		10,191	10,191
Prepayment for consultancy services	諮詢服務預付款項		9,267	11,162
Deferred income tax assets	遞延所得稅資產		4,890	4,150
			<b>121,557</b>	127,435
<b>Current assets</b>	<b>流動資產</b>			
Trade receivables	貿易應收款項	11	1,491	2,568
Deposits and prepayments	按金及預付款項		27,728	25,530
Cash and cash equivalents	現金及現金等價物		44,141	38,370
			<b>73,360</b>	66,468
<b>Total assets</b>	<b>總資產</b>		<b>194,917</b>	193,903
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人 應佔權益</b>			
Share capital	股本	12	4,650	4,650
Share premium	股份溢價		90,326	90,326
Other reserves	其他儲備	13	23,936	23,936
Accumulated losses	累計虧損		(22,406)	(26,349)
			<b>96,506</b>	92,563
Non-controlling interests	非控股權益		—	—
<b>Total equity</b>	<b>總權益</b>		<b>96,506</b>	92,563



**CONDENSED CONSOLIDATED BALANCE SHEET**

(Continued)

As at 30 June 2015

**簡明綜合資產負債表 (續)**

於二零一五年六月三十日

			30 June 2015 二零一五年 六月三十日	31 December 2014 二零一四年 十二月三十一日
	Note 附註		HK\$'000 千港元	HK\$'000 千港元
<b>LIABILITIES</b>		<b>負債</b>		
<b>Non-current liabilities</b>		<b>非流動負債</b>		
Accruals and provisions	15	應計費用及撥備	8,512	7,805
Deposits received	15	已收按金	1,607	838
Borrowings		借款	18	155
Deferred income tax liabilities		遞延所得稅負債	1,428	88
Provision for reinstatement costs		修復成本撥備	2,930	2,730
			<b>14,495</b>	11,616
<b>Current liabilities</b>		<b>流動負債</b>		
Trade payables	14	貿易應付款項	10,587	12,423
Accruals and provisions	15	應計費用及撥備	15,332	18,285
Deposits received	15	已收按金	32,405	32,884
Amounts due to related companies	17	應付關聯公司款項	308	341
Current income tax liabilities		即期所得稅負債	404	613
Borrowings		借款	24,880	25,178
			<b>83,916</b>	89,724
<b>Total liabilities</b>		<b>總負債</b>	<b>98,411</b>	101,340
<b>Total equity and liabilities</b>		<b>總權益及負債</b>	<b>194,917</b>	193,903
<b>Net current liabilities</b>		<b>流動負債淨額</b>	<b>(10,556)</b>	(23,256)
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>	<b>111,001</b>	104,179

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

		Share capital	Share premium	Share-based			Non-controlling Total	Total equity	
				Capital reserve	payment reserve	Accumulated losses			
		股本	股份溢價	資本儲備	儲備	累計虧損	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Balance at 1 January 2015 (audited)</b>	於二零一五年一月一日的結餘 (經審核)	4,650	90,326	4,986	18,950	(26,349)	92,563	—	92,563
Profit and total comprehensive income for the period	期內溢利及全面收入總額	—	—	—	—	3,943	3,943	—	3,943
<b>Balance at 30 June 2015 (Unaudited)</b>	於二零一五年六月三十日的結餘 (未經審核)	4,650	90,326	4,986	18,950	(22,406)	96,506	—	96,506
Balance at 1 January 2014 (audited)	於二零一四年一月一日的結餘 (經審核)	4,000	39,873	55,652	18,950	(47,778)	70,697	41	70,738
(Loss)/profit and total comprehensive income for the period	期內 (虧損)/溢利及全面收入總額	—	—	—	—	(822)	(822)	949	127
Dividends	股息	—	—	—	—	—	—	(990)	(990)
<b>Balance at 30 June 2014 (Unaudited)</b>	於二零一四年六月三十日的結餘 (未經審核)	4,000	39,873	55,652	18,950	(48,600)	69,875	—	69,875

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For six months ended

30 June

截至六月三十日

止六個月

		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Audited) (經審核) HK\$'000 千港元
Net cash inflow from operating activities	經營活動所得現金流入淨額	8,396	3,100
Net cash outflow from investing activities	投資活動所得現金流出淨額	(2,190)	(13,201)
Net cash outflow from financing activities	融資活動所得現金流出淨額	(435)	(9,670)
Increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)	5,771	(19,771)
Cash and cash equivalents at the beginning of period	期初現金及現金等價物	38,370	48,422
Cash and cash equivalents at the end of period	期末現金及現金等價物	44,141	28,651
Analysis of the balance of cash and cash equivalents:	現金及現金等價物結餘分析：		
Cash and cash equivalents	現金及現金等價物	44,141	28,651

## NOTES TO THE INTERIM FINANCIAL INFORMATION

### 1. General information

The Company was incorporated in the Cayman Islands on 20 June 2013 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The address of the Company's registered office is Floor 4, Willow House, Cricket Square, P.O. Box 2804, Grand Cayman KY1-1112, the Cayman Islands. Its principal place of business is located at Unit F, 28/F, Block 2, Vigor Industrial Building, 49-53 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in the operation of a chain of Chinese restaurants, provision of wedding services and distribution of goods consisting of fresh vegetables, fruits, seafood and frozen meat, and franchising the use of "U Banquet" in a Chinese restaurant in Hong Kong.

The Company's shares have been listed on the GEM of The Stock Exchange of Hong Kong since 10 December 2013.

The condensed consolidated interim financial statements are presented in Hong Kong dollars ("HK\$") unless otherwise stated.

### 2. Basis of preparation and principal accounting policies

This condensed consolidated interim financial information for the six months ended 30 June 2015 has been prepared in accordance with HKAS 34 'Interim financial reporting'. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2014, which have been prepared in accordance with Hong Kong Financial Reporting Standards.

## 中期財務資料附註

### 1. 一般資料

本公司於二零一三年六月二十日根據開曼群島公司法（二零一零年修訂本）在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Floor 4, Willow House, Cricket Square, P.O. Box 2804, Grand Cayman KY1-1112, the Cayman Islands，而其主要營業地點為香港新界葵涌打磚坪街49-53號華基工業大廈第2期28樓F室。

本公司為投資控股公司，連同其附屬公司主要在香港從事中式酒樓連鎖業務、提供婚禮服務及分銷貨品（包括新鮮蔬菜、水果、海鮮及凍肉）以及特許授權香港一家中式酒樓使用「饗宴」品牌。

本公司股份自二零一三年十二月十日起於香港聯交所創業板上市。

除另有指明外，簡明綜合中期財務報表以港元（「港元」）呈列。

### 2. 編製基準及主要會計政策

截至二零一五年六月三十日止六個月之本簡明綜合中期財務資料已根據香港會計準則第34號「中期財務報告」編製。本簡明綜合中期財務資料應與根據香港財務報告準則編製之截至二零一四年十二月三十一日止年度之年度財務報表一併閱讀。

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 2. Basis of preparation and principal accounting policies (Continued)

The interim financial statements have been prepared under the historical cost basis. The principal accounting policies used in the preparation of the interim financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2014, except for the amendments and interpretations of Hong Kong Financial Reporting Standards ("New HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants which have become effective in this period as detailed in note 2 of the 2014 financial statements. The adoption of such New HKFRSs has no material impact on the accounting policies in the Group's interim financial statements for the period.

As at 30 June 2015, the Group's current liabilities exceeded its current assets by approximately HK\$10,556,000 (as at 31 December 2014: HK\$23,256,000). The current liabilities mainly consisted of deposits received from customers of approximately HK\$32,405,000 (as at 31 December 2014: HK\$32,884,000), which is to be recognised as revenue upon rendering of the relevant banquet and wedding related services in the next twelve months; as well as an amount of approximately HK\$14,550,000 (as at 31 December 2014: HK\$14,850,000) representing a portion of the total bank borrowings being classified as current liabilities due to the repayment on demand clause. This portion of bank borrowings, together with a revolving loan of HK\$10,000,000, were pledged against the investment properties as well as certain land and building as of 30 June 2015, hence its repayment is expected to be through realisation of these assets by sale should the repayment on demand clause be exercised. Based on the Group's history of its operating performance and its expected future working capital, the Directors believe that there are sufficient financial resources available to the Group to meet its liabilities as and when they fall due. Accordingly, the Directors consider that it is appropriate to prepare the consolidated financial statements on a going concern basis.

## 中期財務資料附註 (續)

### 2. 編製基準及主要會計政策 (續)

本中期財務報表已根據歷史成本法編製。除由香港會計師公會頒佈並於本期間生效之香港財務報告準則的多項修訂及詮釋（「新準則」）外，編製中期財務報表所用之主要會計政策與截至二零一四年十二月三十一日止年度之年度綜合財務報表所採用者一致。該等新準則已詳列於二零一四年財務報表附註2。採納該等新準則對本集團於本期間之中期財務報表的會計政策並無重大影響。

於二零一五年六月三十日，本集團的流動負債超出其流動資產約10,556,000港元（二零一四年十二月三十一日：23,256,000港元）。流動負債主要包括已收客戶按金約32,405,000港元（二零一四年十二月三十一日：32,884,000港元）（其將於未來十二個月提供相關婚宴及婚禮相關服務後確認為收益）及因附帶按要求償還條款而分類為流動負債的銀行借款總額部分約14,550,000港元（二零一四年十二月三十一日：14,850,000港元）。於二零一五年六月三十日，該部分銀行借款，連同循環貸款10,000,000港元，乃以投資物業以及若干土地及樓宇作抵押，因此倘按要求償還條款獲行使，其預期將透過出售變現該等資產償還。根據本集團的過往營運表現及其預期未來營運資金，董事相信本集團擁有充足的財務資源於負債到期時償還其負債。因此，董事認為按持續經營基準編製綜合財務報表屬適宜。

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 3. Segment information

The chief operating decision-maker (the "CODM") of the Company are the CEO and Directors of the Company who review the Group's internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports.

The CODM assesses the performance based on a measure of profit after income tax. The CODM considers all business is included in a single operating segment.

The Group is principally engaged in the operation of a chain of Chinese restaurants, provision of wedding services and distribution of goods which consists of fresh vegetables, fruits, seafood and frozen meat in Hong Kong. Since the operation of a chain of Chinese restaurants attributed to the majority of the Group's revenue, results and assets during the six months ended 30 June 2015, no business segment analysis is presented accordingly.

The Group's revenue is mainly derived from customers in Hong Kong. The principal assets of the Group were also located in Hong Kong as at 30 June 2015. Accordingly, no analysis by geographical segment is provided. For the six months ended 30 June 2015, there was no single external customer who contributed to more than 10% revenue of the Group.

## 中期財務資料附註 (續)

### 3. 分部資料

本公司主要經營決策者（「主要經營決策者」）指本公司檢討本集團內部報告以評估表現及分配資源的行政總裁及董事。主要經營決策者基於有關報告釐定經營分部。

主要經營決策者根據除所得稅後溢利的計量評估表現，將所有業務納入一個單獨的經營分部。

本集團主要在香港經營中式酒樓連鎖店，提供婚禮服務及分銷貨品，包括新鮮蔬菜、水果、海鮮及凍肉。由於中式酒樓連鎖業務佔本集團截至二零一五年六月三十日止六個月之大部分收入、業績及資產，故並無呈列業務分部分析。

本集團收益主要源於香港的客戶。於二零一五年六月三十日，本集團的主要資產亦位於香港。因此，並無提供地區分部分析。截至二零一五年六月三十日止六個月，並無單一外界客戶對本集團收益的貢獻超過10%。

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 4. Revenue and other income

Turnover which consists of revenue from (i) operation of Chinese restaurants which provide dining and wedding banquet services, (ii) provision of wedding services, and (iii) distribution of goods (which consists of fresh vegetables, fruits, seafood and frozen meat), for the three months and six months ended 30 June 2015 together with the comparative unaudited figures for the corresponding periods in 2014 are as follows:

## 中期財務資料附註 (續)

### 4. 收益及其他收入

截至二零一五年六月三十日止三個月及六個月之營業額包括來自(i)中式酒樓業務營運(提供膳食及婚宴服務);(ii)提供婚禮服務;及(iii)分銷貨品(包括新鮮蔬菜、水果、海鮮及凍肉)的收益連同二零一四年同期的可資比較未經審核數據,詳情如下:

		For six months ended 30 June 截至六月三十日止六個月		For three months ended 30 June 截至六月三十日止三個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>				
Revenue from Chinese restaurant operations	中式酒樓經營業務的收益	193,687	175,651	85,983	75,317
Revenue from provision of wedding services	提供婚禮服務的收益	2,130	1,946	1,185	808
Revenue from distribution of goods	分銷貨品的收益	2,234	2,129	931	900
Franchise income	特許權收入	1,601	—	751	—
		<b>199,652</b>	<b>179,726</b>	<b>88,850</b>	<b>77,025</b>



## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 4. Revenue and other income (Continued)

		For six months ended 30 June 截至六月三十日 止六個月		For three months ended 30 June 截至六月三十日 止三個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
<b>Other income</b>	<b>其他收入</b>				
Forfeiture of deposits received	沒收已收按金	174	497	20	232
Rental income	租金收入	308	—	154	—
Miscellaneous income	雜項收入	8	123	—	109
		490	620	174	341
Total revenue and other income	收益及其他收入總額	200,142	180,346	89,024	77,366

### 5. Cost of revenue

		For six months ended 30 June 截至六月三十日 止六個月		For three months ended 30 June 截至六月三十日 止三個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Cost of materials consumed	所耗材料成本	49,211	41,701	23,340	17,658
Cost of provision of wedding services	提供婚禮服務成本	278	414	160	168
Cost of distribution of goods	分銷貨品成本	1,531	1,213	649	534
		51,020	43,328	24,149	18,360

## 中期財務資料附註 (續)

### 4. 收益及其他收入 (續)

For six months ended 30 June  
截至六月三十日  
止六個月

For three months ended 30 June  
截至六月三十日  
止三個月

2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
174	497	20	232
308	—	154	—
8	123	—	109
490	620	174	341
200,142	180,346	89,024	77,366

### 5. 收益成本

For six months ended 30 June  
截至六月三十日  
止六個月

For three months ended 30 June  
截至六月三十日  
止三個月

2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
49,211	41,701	23,340	17,658
278	414	160	168
1,531	1,213	649	534
51,020	43,328	24,149	18,360

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 6. Other expenses

## 中期財務資料附註 (續)

### 6. 其他開支

		For six months ended 30 June 截至六月三十日 止六個月		For three months ended 30 June 截至六月三十日 止三個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Auditor's remuneration	核數師酬金	95	97	47	48
Advertising and promotions	廣告及推廣	5,967	5,477	3,421	2,703
Cleaning and laundry expense	清潔及洗衣開支	3,649	3,062	2,078	1,500
Credit card charges	信用卡費用	1,961	1,880	935	855
Kitchen consumables	廚房耗材	558	798	272	300
Repair and maintenance	維修及維護	2,736	2,288	1,539	680
Entertainment	娛樂	1,208	1,145	395	6
Consumable stores	消耗品	1,421	1,296	548	593
Insurance	保險	976	1,147	472	519
Legal and professional fee	法律及專業費用	2,443	2,836	896	811
Printing and stationery	印刷及文具	639	609	292	281
Staff messing	員工福食	1,147	1,014	538	380
Service fee to temporary workers	付予臨時工的服務費	6,455	5,683	1,441	900
Consultancy service fee	顧問服務費	1,895	1,895	947	948
Wedding banquet expenses	婚宴開支	1,026	897	362	105
Transportation	運輸	1,069	1,178	498	549
Others	其他	1,650	1,624	728	687
		<b>34,895</b>	<b>32,926</b>	<b>15,409</b>	<b>11,865</b>

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 7. Income tax expenses

		For six months ended 30 June 截至六月三十日 止六個月		For three months ended 30 June 截至六月三十日 止三個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Current income tax	即期所得稅				
Current income tax on profits for the period	期間溢利的 即期所得稅	977	414	(343)	(775)
Deferred income tax	遞延所得稅				
Origination and reversal of temporary differences	暫時差額的 產生及撥回	600	(201)	443	(301)
Income tax expenses	所得稅開支	1,577	213	100	(1,076)

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the periods ended 30 June 2015 and 2014.

香港利得稅按截至二零一五年及二零一四年六月三十日止期間估計應課稅溢利的16.5%計提。

### 8. Dividends

The Directors do not recommend payment of interim dividend for the six months ended 30 June 2015 (six months ended 30 June 2014: nil).

## 中期財務資料附註 (續)

### 7. 所得稅開支

		For six months ended 30 June 截至六月三十日 止六個月		For three months ended 30 June 截至六月三十日 止三個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Current income tax	即期所得稅				
Current income tax on profits for the period	期間溢利的 即期所得稅	977	414	(343)	(775)
Deferred income tax	遞延所得稅				
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Income tax expenses	所得稅開支	1,577	213	100	(1,076)

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the periods ended 30 June 2015 and 2014.

香港利得稅按截至二零一五年及二零一四年六月三十日止期間估計應課稅溢利的16.5%計提。

### 8. 股息

董事不建議就截至二零一五年六月三十日止六個月派付中期股息(截至二零一四年六月三十日止六個月:無)。

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 9. Earnings/loss per share

#### (a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

## 中期財務資料附註 (續)

### 9. 每股盈利／虧損

#### (a) 基本

每股基本盈利乃採用本公司擁有人應佔溢利除於期間已發行普通股的加權平均數計算。

		For six months ended 30 June 截至六月三十日 止六個月		For three months ended 30 June 截至六月三十日 止三個月	
		2015 二零一五年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)	2015 二零一五年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)
Profit/(loss) attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利／(虧損) (千港元)	3,943	(822)	(2,585)	(1,810)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千股)	440,570	375,570	440,570	375,570
Earnings/(loss) per share (HK\$)	每股盈利／(虧損) (港元)	0.9 cents 仙	(0.2) cents 仙	(0.6) cents 仙	(0.5) cents 仙

The calculation of basic earnings per share for the six months ended 30 June 2015 is based on the loss attributable to owners of the Company of HK\$3,943,000 (2014: loss attributable to owners of the Company HK\$822,000) and the weighted average of 440,570,000 ordinary shares in issue (2014: 375,570,000 ordinary shares).

截至二零一五年六月三十日止六個月每股基本盈利乃根據本公司擁有人應佔虧損3,943,000港元(二零一四年：本公司擁有人應佔虧損822,000港元)及已發行的普通股加權平均數440,570,000股(二零一四年：375,570,000股普通股)計算。

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 9. Earnings/loss per share (Continued)

#### (a) Basic (Continued)

The weighted average number of shares in issue during the three months and six months ended 30 June 2015 represents the 465,000,000 shares in issue by the company after deducting the effect of 24,430,000 contingent returnable shares under share-based payment.

The calculation of basic loss per share for the three months ended 30 June 2015 is based on the loss attributable to owners of the Company of HK\$2,585,000 (2014: HK\$1,810,000) and the weighted average of 440,570,000 ordinary shares in issue (2014: 375,570,000 ordinary shares).

## 中期財務資料附註 (續)

### 9. 每股盈利／虧損 (續)

#### (a) 基本 (續)

截至二零一五年六月三十日止三個月及六個月期間已發行股份的加權平均股數即為本公司已發行的465,000,000股股份，扣除以股份為基礎的付款項下的24,430,000股或然可退還股份的影響。

於截至二零一五年六月三十日止三個月每股基本虧損乃根據本公司擁有人應佔虧損2,585,000港元（二零一四年：1,810,000港元）及已發行的普通股加權平均數440,570,000股（二零一四年：375,570,000股普通股）計算。

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 9. Earnings/loss per share (Continued)

#### (b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: contingent returnable shares.

## 中期財務資料附註 (續)

### 9. 每股盈利／虧損 (續)

#### (b) 攤薄

每股攤薄盈利乃根據流通在外的普通股的經調整加權平均數計算，並假設已轉換所有潛在攤薄普通股。本公司擁有一類潛在攤薄普通股：或然可退還股份。

		For six months ended 30 June 截至六月三十日 止六個月		For three months ended 30 June 截至六月三十日 止三個月	
		2015 二零一五年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)	2015 二零一五年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)
Profit/(loss) attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利／(虧損)(千港元)	3,943	(822)	(2,585)	(1,810)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數(千股)	440,570	375,570	440,570	375,570
Adjustment for:— — Contingent returnable shares	調整：— — 或然可退還股份	24,430	—	—	—
Weighted average number of ordinary shares for diluted earnings per share (thousands)	每股攤薄盈利之普通股加權平均數(千股)	465,000	375,570	440,570	375,570
Diluted earnings/(loss) per share (HK\$)	每股攤薄盈利／(虧損)(港元)	0.8 cents 仙	(0.2) cents 仙	(0.6) cents 仙	(0.5) cents 仙

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 9. Earnings/loss per share (Continued)

#### (b) Diluted (Continued)

The calculation of diluted earnings per share for the six months ended 30 June 2015 is based on the profit attributable to owners of the Company of HK\$3,943,000 (2014: loss attributable to owners of the Company HK\$822,000) and the weighted average of 465,000,000 ordinary shares outstanding (2014: 375,570,000 ordinary shares).

The weighted average number of ordinary shares for diluted earnings per share represents the weighted average number of shares in issue during the six months ended 30 June 2015 adjusted by the conversion of 24,430,000 contingent returnable shares.

The calculation of diluted loss per share does not assume the conversion of contingent returnable shares since their exercise would result in a decrease in loss per share for the six months ended 30 June 2014.

## 中期財務資料附註 (續)

### 9. 每股盈利／虧損 (續)

#### (b) 攤薄 (續)

截至二零一五年六月三十日止六個月的每股攤薄盈利計算乃基於本公司擁有人應佔溢利3,943,000港元(二零一四年:本公司擁有人應佔虧損822,000港元)及465,000,000股流通在外的普通股加權平均數(二零一四年:375,570,000股普通股)。

計算每股攤薄盈利之普通股加權平均數即為截至二零一五年六月三十日止六個月已發行股份之加權平均數，並經兌換24,430,000股或然可退還股份調整。

由於兌換或然可退還股份將導致截至二零一四年六月三十日止六個月每股虧損減少，故每股攤薄虧損的計算並無假設兌換或然可退還股份。



## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 9. Earnings/loss per share (Continued)

#### (b) Diluted (Continued)

The calculation of diluted loss per share for the three months ended 30 June 2015 is based on the loss attributable to owners of the Company of HK\$2,585,000 (2014: HK\$1,810,000) and the weighted average of 440,570,000 ordinary shares in issue (2014: 375,570,000 ordinary shares).

The calculation of diluted loss per share does not assume the conversion of contingent returnable shares since their exercise would result in a decrease in loss per share for the three months ended 30 June 2015 and 30 June 2014.

### 10. Property, plant and equipment

During the six months ended 30 June 2015, the Group acquired items of property, plant and equipment with total costs of approximately HK\$2,325,000 (six months ended 30 June 2014: approximately HK\$14,619,000).

## 中期財務資料附註 (續)

### 9. 每股盈利／虧損 (續)

#### (b) 攤薄 (續)

截至二零一五年六月三十日止三個月的每股攤薄虧損計算乃基於本公司擁有人應佔虧損2,585,000港元(二零一四年: 1,810,000港元)及440,570,000股已發行普通股加權平均數(二零一四年: 375,570,000股普通股)。

由於兌換或然可退還股份將導致截至二零一五年六月三十日及二零一四年六月三十日止三個月每股虧損減少，故每股攤薄虧損的計算並無假設兌換或然可退還股份。

### 10. 物業、廠房及設備

於截至二零一五年六月三十日止六個月，本集團收購物業、廠房及設備項目，總成本約為2,325,000港元(截至二零一四年六月三十日止六個月: 約14,619,000港元)。

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

## 中期財務資料附註 (續)

### 11. Trade receivables

### 11. 貿易應收款項

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
0 to 30 days	0至30日	896	1,090
31 to 60 days	31至60日	348	767
61 to 90 days	61至90日	222	802
Over 90 days	90日以上	25	209
		<b>1,491</b>	<b>2,568</b>

The Group's revenue from its Chinese restaurant operations is mainly conducted in cash or by credit cards. The credit period granted by the Group to its customers in wedding related business and distribution of goods ranges from 0 to 90 days. As at 30 June 2015, trade receivables that were not past due nor impaired amounted to approximately HK\$1,466,000 (2014: HK\$2,359,000). These balances relate to a wide range of customers for whom there was no recent history of default.

As at 30 June 2015, trade receivables of approximately HK\$25,000 (2014: HK\$209,000) were past due but not impaired. These relate to a number of independent customers for whom there is no significant financial difficulty and based on past experience, the overdue amounts can be recovered.

As at 30 June 2015, no trade receivables were impaired (2014: same). No provision for impairment of trade receivables was made as at 30 June 2015 (2014: same).

本集團中式酒樓業務的銷售主要以現金或信用卡進行。本集團向婚禮相關業務與食材分銷客戶授出的信貸期為0至90日。於二零一五年六月三十日，既無逾期亦無減值的貿易應收款項約為1,466,000港元（二零一四年：2,359,000港元），該等結餘與過往並無違約記錄的大量客戶有關。

於二零一五年六月三十日，約25,000港元（二零一四年：209,000港元）的貿易應收款項已逾期但無減值，該等款項與並無重大財務困難的若干獨立客戶有關，且基於過往經驗，逾期款項可以收回。

於二零一五年六月三十日，並無貿易應收款項已減值（二零一四年：相同）。於二零一五年六月三十日並無就貿易應收款項作出減值撥備（二零一四年：相同）。

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 12. Share capital

## 中期財務資料附註 (續)

### 12. 股本

		Number of ordinary shares	30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	Number of ordinary shares	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 each as at the end of the period	於期末每股面值 0.01 港元之普通股	10,000,000,000	100,000	10,000,000,000	100,000
Issued and fully paid:	已發行及繳足：				
At the beginning of the period	於期初	465,000,000	4,650	400,000,000	4,000
Issue of share for acquisition of the remaining equity interest of subsidiaries of the Group	就收購本集團附屬公司 餘下股權發行股份	—	—	58,000,000	580
Issue of share for acquisition of a subsidiary	就收購一間附屬公司 發行股份	—	—	7,000,000	70
At the end of the period	於期末	465,000,000	4,650	465,000,000	4,650

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

## 中期財務資料附註 (續)

### 13. Reserves

### 13. 儲備

		<b>Capital Reserve</b>	<b>Share-based payment reserve</b>	<b>Total</b>
		以股份 為基礎的 資本儲備	以股份 為基礎的 付款儲備	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>At 1 January 2015 and 30 June 2015</b>	於二零一五年一月一日及 二零一五年六月三十日	<b>4,986</b>	<b>18,950</b>	<b>23,936</b>
At 1 January 2014	於二零一四年一月一日	55,652	18,950	74,602
Acquisition of the remaining equity interest of subsidiaries of the Group	收購本集團附屬公司 餘下股權	(50,666)	—	5,166
At 31 December 2014	於二零一四年 十二月三十一日	4,986	18,950	23,936

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 14. Trade payables

The aging analysis of trade payables based on the invoice date was as follows:

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
0-30 days	0至30日	7,385	9,139
31-60 days	31至60日	3,202	3,276
61-90 days	61至90日	—	8
		<b>10,587</b>	12,423

The carrying amounts of the Group's trade payables approximate their fair values and are denominated in Hong Kong dollars.

## 中期財務資料附註 (續)

### 14. 貿易應付款項

按發票日期呈列的貿易應付款項賬齡分析如下：

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
0-30 days	0至30日	7,385	9,139
31-60 days	31至60日	3,202	3,276
61-90 days	61至90日	—	8
		<b>10,587</b>	12,423

本集團的貿易應付款項的賬面值與其公平值相若，以港元計值。

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

## 中期財務資料附註 (續)

### 15. Accruals and provisions and deposits received

### 15. 應計費用及撥備以及已收按金

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Accrued wages, salaries and bonuses	應計工資、薪金及獎金	7,971	8,232
Accrued rental expenses	應計租金開支	9,690	9,008
Accrued utilities expenses	應計公用設施開支	1,387	1,558
Payables to purchases of property, plant and equipment	購買物業、廠房及設備的應付款項	—	1,300
Other accrued expenses	其他應計開支	3,278	4,874
Provision for unutilised annual leave	未動用年假撥備	568	368
Provision for long service payment	長期服務金撥備	950	750
<b>Total accruals and provisions</b>	<b>應計費用及撥備總額</b>	<b>23,844</b>	<b>26,090</b>
Less: Non-current portion — accrued rental expenses	減：非即期部分 — 應計租金開支	<b>(8,512)</b>	<b>(7,805)</b>
		<b>15,332</b>	<b>18,285</b>
Deposit received for banquets	已收婚宴按金	32,428	31,784
Deposits received for wedding related services	已收婚禮相關服務按金	1,584	1,405
Other deposits received	其他已收按金	—	533
<b>Total deposits received</b>	<b>已收按金總額</b>	<b>34,012</b>	<b>33,722</b>
Less: Non-current portion — deposits received for banquets	減：非即期部分 — 已收婚宴按金	<b>(1,607)</b>	<b>(838)</b>
<b>Current portion of deposits received</b>	<b>已收按金的即期部分</b>	<b>32,405</b>	<b>32,884</b>

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 15. Accruals and provisions and deposits received (Continued)

The carrying amounts of accruals and provisions and deposits received approximate their fair values and are denominated in Hong Kong dollars.

### 16. Operating lease commitment

The Group leases various restaurant properties and equipment under non-cancellable operating lease agreements. The lease agreements are between two and nine years, and majority of lease arrangements are renewable at the end of the lease period with either pre-set increment rate or market rate to be agreed with the landlord.

The operating leases of certain restaurant properties also call for additional rentals, which will be based on a certain percentage of the revenue of the operation being undertaken therein pursuant to the terms and conditions as stipulated in the respective rental agreements. As the future revenue of these restaurants could not be accurately determined as at the balance sheet date, the relevant contingent rentals have not been included.

## 中期財務資料附註 (續)

### 15. 應計費用及撥備以及已收按金 (續)

應計費用及撥備以及已收按金的賬面值與其公平值相若，以港元計值。

### 16. 經營租賃承擔

本集團根據不可撤銷經營租賃協議租賃多項酒樓物業及設備。該等租賃協議為期二至九年，大部分租賃安排可於租期結束後按預定增加比率或與業主協定的市場比率予以重續。

若干酒樓物業的經營租賃亦要求額外租金，有關租金根據各租約訂明的條款及條件按將從事業務收益的一定百分比計算。由於該等酒樓未來的收益無法於各結算日準確釐定，故並無載列相關或然租金。



## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 16. Operating lease commitment (Continued)

The future aggregate minimum lease payments under non-cancellable operating leases in respect of properties and equipment are as follows:

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
No later than 1 year	不遲於一年	45,115	50,040
Later than 1 year and no later than 5 years	遲於一年但不遲 於五年	56,058	62,322
		<b>101,173</b>	112,362

The future aggregate lease payments under optional operating leases in respect of properties are as follows:

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
No later than 1 year	不遲於一年	9,010	1,068
Later than 1 year and no later than 5 years	遲於一年但不遲 於五年	146,922	143,457
Over 5 years	超過五年	11,371	22,778
		<b>167,303</b>	167,303

## 中期財務資料附註 (續)

### 16. 經營租賃承擔 (續)

根據不可撤銷經營租賃應付物業及設備的未來最低租賃付款總額如下：

根據可選擇經營租賃應付物業的未來租賃付款總額如下：

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 17. Related parties transactions

Parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise control or significant influence over the Group in making financial and operating decisions, or vice versa. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

#### (a) Related parties — Group and Company

The Directors of the Company are of the view that the following companies were related parties that had transactions or balances with the Group during the six months period ended 30 June 2015 and the corresponding period in 2014:

Name	Relationship with the Group	名稱	與本集團的關係
Billion Treasure Property Development Limited ("Billion Treasure")	Controlled by the Mr. Cheung Ka Ho and Mr. Cheung Ka Kei (ii)	億采物業發展有限公司 (「億采」)	由張家豪先生及張家驥先生控制(ii)
Ka Ho Educational Paper Company Limited ("Ka Ho Educational")	A Company owned by connected person of Mr. Cheung Ka Ho	嘉豪文教紙業有限公司 (「嘉豪文教紙業」)	由張家豪先生的關連人士擁有的公司
Tai Cheong Hong	Controlled by Mr. Cheung Ka Kei	大昌行	受張家驥先生控制

## 中期財務資料附註 (續)

### 17. 關聯方交易

倘有關方可直接或間接對本集團的財務及經營決策行使控制權或施加重大影響，反之亦然，該方均視為與本集團有關。關聯方可為個人（即主要管理人員、主要股東及／或彼等近親家屬成員）或其他實體，包括受本集團關聯方（為個人）重大影響的實體。倘有關方受共同控制，則亦視為相關連。

#### (a) 關聯方 — 本集團及本公司

本公司董事認為以下公司為於截至二零一五年六月三十日止六個月期間及二零一四年同期與本集團有交易或結餘的關聯方：

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 17. Related parties transactions (Continued)

#### (b) Transactions with related parties

The Group had the following significant transactions with its related parties during the three months and six months period ended 30 June 2015 and the corresponding period in 2014:

		For six months ended 30 June 截至六月三十日止六個月 2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	For six months ended 30 June 截至六月三十日止六個月 2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	For three months ended 30 June 截至六月三十日止三個月 2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	For three months ended 30 June 截至六月三十日止三個月 2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Continuing transactions:	持續交易：				
Rental expenses paid or payable to a related company — Billion Treasure (Notes (i) & (ii))	已付或應付關聯公司的租金開支—億采(附註(i)及(ii))	—	210	—	105
Purchase of stationery from a related company, Ka Ho Educational Paper (Note (i))	向一家關聯公司嘉豪文教紙業購買文具(附註(i))	245	205	99	79
Purchase of cleaning and sanitary materials from a related company, Tai Cheong Hong (Note (i))	向一家關聯公司大昌行購買清潔及衛生用品(附註(i))	779	710	388	345

Note:

- (i) Purchases of goods or services from related companies were carried out at a rate mutually-agreed between the parties involved in the transactions.
- (ii) Billion Treasure becomes an indirect wholly-owned subsidiary of the Group since 22 December 2014, hence, no related party transaction between the Group and Billion Treasure thereafter.

附註：

- (i) 自關聯公司採購的貨品或服務按交易雙方相互協定的價格進行。
- (ii) 億采自二零一四年十二月二十二日起成為本集團之一間間接全資附屬公司，因此，此後本集團與億采概無關聯方交易。

## 中期財務資料附註 (續)

### 17. 關聯方交易 (續)

#### (b) 與關聯方的交易

於截至二零一五年六月三十日止三個月及六個月期間以及二零一四年同期，本集團與關聯方訂有以下重大交易：

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

### 17. Related parties transactions (Continued)

#### (c) Balances with related parties

- (i) Amounts due to related parties

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Non-trade payable to related companies:	應付關聯公司的非貿易款項：		
— Ka Ho Educational Paper	— 嘉豪文教紙業	48	79
— Tai Cheong Hong	— 大昌行	260	262
		<b>308</b>	341

## 中期財務資料附註 (續)

### 17. 關聯方交易 (續)

#### (c) 與關聯方的結餘

- (i) 應付關聯方款項

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Non-trade payable to related companies:	應付關聯公司的非貿易款項：		
— Ka Ho Educational Paper	— 嘉豪文教紙業	48	79
— Tai Cheong Hong	— 大昌行	260	262
		<b>308</b>	341

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS AND OPERATIONAL OVERVIEW

The Group is principally engaged in operation of full-services Chinese restaurants including the provision of dining and wedding banquet services, provision of wedding services and distribution of goods consisting of fresh vegetables, fruits, seafood and frozen meat and franchising the use of "U Banquet" to a Chinese restaurant in Hong Kong.

#### Restaurants Operation

For the six months ended 30 June 2015, the Group operated a total of nine restaurants, eight of which under "U Banquet (譽宴)" brand and one of which under "Hot Pot Cuisine (涮得棧)" brand.

We position ourselves entirely different from traditional, single service-focused Chinese restaurants in Hong Kong. For our dining services, we aim to attract customers with preferences for fresh and tasty Cantonese dishes and quality servicing standards in hygienic and modernly designed restaurant venues suitable for family and friends, gatherings and corporate functions. For wedding banquet services, we target customers with specific standards and expectations for venue design and decoration, banquet dishes and wedding services and we help them simplify and smoothen their wedding planning and preparation process by offering one-stop wedding solutions and the choices of creatively-designed venues as alternatives to traditional Chinese restaurants.

During the six months ended 30 June 2015, the Group continued to operate nine restaurants with steady growth in turnover. The Group has not entered into any lease agreement for a new restaurant during the year 2014 and six months ended 30 June 2015 as the Group could not reach a reasonable lease arrangement with any landlord. The Group is actively looking for suitable locations with a view to launch a new restaurant in the year 2015.

## 管理層討論及分析

### 業務及營運回顧

本集團主要從事經營全套服務中式酒樓，包括在香港提供用膳及婚宴服務、提供婚禮服務及分銷貨品（包括新鮮蔬菜、水果、海鮮及凍肉）以及特許一間中式酒樓使用「譽宴」進行經營。

#### 酒樓營運

於截至二零一五年六月三十日止六個月，本集團總共經營九家酒樓，當中八家的品牌為「譽宴」，一家為「涮得棧」品牌。

我們的定位完全不同於香港主營傳統單一服務的中式酒樓。就我們的用膳服務而言，我們旨在吸引偏好在衛生及現代設計風格、適合家庭及朋友聚會及公司活動的酒樓場所享用新鮮可口粵菜及優質服務標準的客戶。就婚宴服務而言，我們的目標客戶為對場所設計及裝飾、宴餐及婚禮服務有特別標準及期望的客戶，而我們透過提供一站式婚禮解決方案及有別於傳統中式酒樓的創意設計場所，為彼等提供協助，使婚禮策劃及籌備過程變得簡單順暢。

於截至二零一五年六月三十日止六個月，本集團繼續經營九間酒樓，營業額穩步增長。於二零一四年及截至二零一五年六月三十日止六個月，本集團並無為新酒樓訂立任何租賃協議，因本集團未能與任何業主達成合理的租賃安排。本集團正積極物色合適位置，旨在於二零一五年開設一家新酒樓。

The management resolved to improve the operating efficiency and control expenditures of the Group. The Group reviewed the work allocation of the staff from time to time to enhance labour efficiency. The Group also entered into long term tenancy agreements to maintain the operating lease payments at reasonable level.

We believe that high product quality, service reliability and management of operations are key factors in business growth and sustainability. We employ a reliable management system to oversee daily restaurant operations and wedding banquet services, maintain quality control standards, monitor workforce performance and implement expansion strategies. Our senior management and the management at restaurant-level consist of members with solid experience in the Chinese restaurant and wedding service industry and who are familiar with different aspects of operations of these industries.

### Provision of Wedding Services

During the six months ended 30 June 2015, we operated two wedding shops which provide shooting of wedding photos, rental and sale of wedding gowns and decoration and rental of wedding halls under the trade name of "U Weddings". We distinguish ourselves from our competitors by our ability to provide (as a specialized wedding service provider one-stop) our customers high quality wedding banquet and wedding services.

### Distribution of Goods

Our distribution of goods business consists of sourcing fresh vegetables, fruits, seafood and frozen meat to mainly local restaurants and other food ingredient suppliers. During the six months ended 30 June 2015, we continued to seek potential customers in respect of distribution of goods business to broaden our revenue stream.

管理層銳意提升本集團營運效率及控制開支。本集團不時檢查員工的工作分配，以提升員工效率。此外，本集團亦簽訂長期租賃協議，以使營運租賃款項維持於合理的水平。

我們認為，高產品質素、服務可靠性及營運管理為業務實現增長及可持續發展的主要因素。我們採用可靠的管理系統監督酒樓日常營運及婚宴服務、維持質素控制標準、監督全體員工表現及落實擴張策略。我們的高級管理層及各酒樓的管理層於中式酒樓及婚禮服務行業擁有豐富經驗，並熟悉該等行業業務運營的各個方面。

### 提供婚禮服務

截至二零一五年六月三十日止六個月，我們以商業名稱「U Weddings」營運兩間提供拍攝婚禮照片、租售婚紗禮服及裝飾，以及租賃婚禮大堂服務的商舖。我們通過向客戶提供優質婚宴及婚禮服務，作為一站式專業婚禮服務供應商而從我們的競爭對手中脫穎而出。

### 分銷貨品

我們的分銷貨品業務包括為本地主要酒樓及其他食品配料供應商採購新鮮蔬菜、水果、海鮮及凍肉。於截至二零一五年六月三十日止六個月，我們繼續尋求有關分銷貨品業務的潛在客戶以拓寬我們的收益來源。

## Franchise of Restaurants Operation

On 10 July 2014, U Banquet Group Limited, an indirect wholly-owned subsidiary of the Company and the franchisee who is an independent third party entered into a two-year franchise agreement whereas the Company granted to the franchisee a non-exclusive right, license and franchise to open and operate a Chinese restaurant under the Company's trade name. The restaurant was opened in September 2014 and locates in Kowloon Bay.

## FINANCIAL REVIEW

### Revenue

During the six months ended 30 June 2015, the Group reported a total revenue of approximately HK\$200 million (six months ended 30 June 2014: approximately HK\$180 million), representing an increase of approximately 11.1% as compared to the corresponding period in 2014. The increase was primarily due to the increase of revenue from the operation of restaurants.

Revenue mainly came from the operation of restaurants of approximately HK\$193.7 million, representing approximately 96.9% of total revenue. It increased by approximately 10.2% or HK\$18 million from approximately HK\$175.7 million as compared to the corresponding period in 2014. This was mainly due to the revenue generated from U Banquet (Mong Kok) increase significantly by approximately 27.7% or HK\$8.5 million from approximately HK\$30.6 million to HK\$39.1 million as compared to the corresponding period in 2014. U Banquet (Mongkok) closed temporary during the refurbishing period in April 2014 to mid-May 2014 and no revenue was generated during the refurbishing period. During the six months ended 30 June 2015, the operation remain normal.

For the franchise of restaurant operation in Kowloon Bay, the Group will receive a monthly franchise fee of HK\$125,000 for 24 months and the franchisee will also pay the Group 10% of the monthly gross turnover of the franchised business as management fee. In addition, the Group shall provide consultancy services to the franchisee,

## 酒樓特許經營業務

於二零一四年七月十日，本公司一家間接全資附屬公司譽宴集團有限公司與特許經營人（其為獨立第三方）訂立兩年期特許經營協議，據此，本公司向特許經營人授出非獨家權利、許可及特許，使其可以本公司商業名稱開辦及經營一家中式酒樓。該酒樓位於九龍灣，於二零一四年九月開業。

## 財務回顧

### 收益

於截至二零一五年六月三十日止六個月，本集團錄得總收益約200百萬港元（截至二零一四年六月三十日止六個月：約180百萬港元），較二零一四年同期增加約11.1%，此增長主要由於酒樓營運收入增長所致。

主要產生於酒樓營運的收益約為193.7百萬港元，佔總收益之約96.9%，其較二零一四年同期之約175.7百萬港元增加約10.2%或18百萬港元。此乃主要由於譽宴（旺角）產生之收益較二零一四年同期之約30.6百萬港元大幅增長約27.7%或8.5百萬港元至39.1百萬港元所致。譽宴（旺角）於二零一四年四月至二零一四年五月中旬之翻新期暫停營業，且於翻新期並無產生任何收益。於截至二零一五年六月三十日止六個月，維持正常營運。

就於九龍灣的酒樓特許經營業務而言，本集團將收取24個月的特許經營費每月125,000港元，且特許經營人亦將向本集團支付特許經營業務每月總營業額之10%作為管理費。此外，本集團將向特許經營人提供諮詢服務，



including human resource management, food quality control, energy saving and staff training. The Group had received approximately HK\$1,601,000 in respect of franchise and management fee during the six months ended 30 June 2015 (six months ended 30 June 2014: nil).

### Cost of Revenue

The cost of revenue comprised cost of materials consumed, cost of distribution of goods and cost of provision of wedding services. Cost of revenue for the six months ended 30 June 2015 amounted to approximately HK\$51,020,000, representing an increase of approximately 17.8% as compared to the corresponding period in 2014. The rise was larger than the increase of revenue for the six months ended 30 June 2015. It is because more fresh seafood with lower gross profit margin had been purchased to cater for the special seafood menu during the period. As a result, the cost of revenue increased to approximately 25.6% of the Group's revenue for the six months ended 30 June 2015 (six months ended 30 June 2014: 24.1%).

### Employee Benefit Expenses

Employee benefit expenses were approximately HK\$51,048,000 (six months ended 30 June 2015: HK\$50,251,000), an increase of approximately 1.6% as compared to the corresponding period in 2014. The increase was mainly due to the wage adjustments to retain experienced staff under the inflationary environment. The Group regularly reviews the work allocation of the staff to improve and maintain a high standard of service.

### Operating Lease Payments

Operating lease payments for the six months ended 30 June 2015 amounted to approximately HK\$33,532,000, representing an increase of approximately 13.8% as compared to the corresponding period in 2014. The increase was mainly due to the effect of lease renewal in March 2014 for restaurants located in Mong Kok which fully reflected in the six months ended 30 June 2015.

包括人力資源管理、食品質量控制、節能及員工培訓。於截至二零一五年六月三十日止六個月，本集團已收收有關特許經營及管理費約1,601,000港元（截至二零一四年六月三十日止六個月：無）。

### 收益成本

收益成本包括所耗用料成本、分銷貨品成本及提供婚禮服務的成本。於截至二零一五年六月三十日止六個月之收益成本約為51,020,000港元，較二零一四年同期增加約17.8%。收益成本增幅高於截至二零一五年六月三十日止六個月之收益增幅。其乃由於期內為提供特別海鮮菜單而採購更多毛利率較低的新鮮海鮮。因此，於截至二零一五年六月三十日止六個月，收益成本佔本集團收益比率增加至約25.6%（截至二零一四年六月三十日止六個月：24.1%）。

### 僱員福利開支

僱員福利開支約為51,048,000港元（截至二零一五年六月三十日止六個月：50,251,000港元），與二零一四年同期相比增長約1.6%。增長主要由於在通脹環境下進行薪金調整以挽留經驗豐富的員工。本集團定期檢討員工的工作分配以提高及維持高服務標準。

### 經營租賃付款

截至二零一五年六月三十日止六個月，經營租賃付款約為33,532,000港元，較二零一四年同期增長約13.8%。增加主要受位於旺角的酒樓於二零一四年三月續租所影響，其租金完全反映於截至二零一五年六月三十日止六個月內。

## Other Expenses

Other expenses mainly represent expenses incurred for the Group's operation, consisting of consultancy service fee, service fees to temporary workers, kitchen consumables, laundry, cleaning, repair and maintenance, advertising and promotion, etc. For the six months ended 30 June 2015, other expenses amounted to approximately HK\$34,895,000, representing an increase of approximately 6% as compared to the corresponding period in 2014. The increase was in line with the increase of revenue during the period under review.

## Profit Attributable to Owners and Net Profit Margin

The profit attributable to owners of the Company for the six months ended 30 June 2015 amounted to approximately HK\$3,943,000 (six months ended 30 June 2014: loss attributable to owners of the Company amounted to approximately HK\$822,000). The net profits margin for the six months ended 30 June 2015 was approximately 2% (six months ended 30 June 2014: the net loss margin was approximately 0.5%). The significant increase of profit attributable to owners of the Company and the net profit margin was mainly due to (i) increase of proportion of revenue from wedding banquet to the revenue from operation of restaurants since wedding banquet normally generate a higher profit margin than dining services; (ii) 100% profit contribution amounting approximately HK\$3.0 million (approximately HK\$0.9 million profit contribution to the owners of the Company for the six months ended 30 June 2014) from distribution of goods business for the six months ended 30 June 2015 since the acquisition of 49.995% interest in each of General Corporation Limited and Smart Award Limited which took place on 4 September 2014; and (iii) receipt of approximately HK\$1.6 million franchise income for the six months ended 30 June 2015 from a franchisee pursuant to a franchise agreement (six months ended 30 June 2014: nil). Hence, the profit attributable to owners of the Company and the net profit margin increased.

## 其他開支

其他開支主要指本集團的營運開支，包括顧問服務費、付予臨時工人的服務費、廚具、洗衣、清潔、維修及維護、廣告及推廣費用等。截至二零一五年六月三十日止六個月，其他開支約為34,895,000港元，較二零一四年同期增長約6%。該增長與回顧期內之收益增長一致。

## 擁有人應佔溢利及純利率

截至二零一五年六月三十日止六個月，本公司擁有人應佔溢利為約3,943,000港元（截至二零一四年六月三十日止六個月：本公司擁有人應佔虧損為約822,000港元）。截至二零一五年六月三十日止六個月的純利率為約2%（截至二零一四年六月三十日止六個月：淨虧損率為約0.5%）。本公司擁有人應佔溢利及純利率大幅上升主要由於(i) 婚宴收益佔酒樓營運收益之比例增加，而婚宴的利潤率一般較用膳服務產生者為高；(ii) 自二零一四年九月四日分別收購浩凌有限公司及豐美有限公司49.995%權益後，截至二零一五年六月三十日止六個月分銷貨品業務貢獻其100%溢利，為數約3.0百萬港元（截至二零一四年六月三十日止六個月向本公司擁有人貢獻溢利約0.9百萬港元）；及(iii) 根據特許經營協議，截至二零一五年六月三十日止六個月自特許經營人獲得特許權收入約1.6百萬港元（截至二零一四年六月三十日止六個月：零）。因此，本公司擁有人應佔溢利及純利率隨之增加。

## Liquidity, Financial Resources and Capital structure

### Capital Structure

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors its capital on the basis of the gearing ratio. The Group's strategy, which was unchanged during the six months ended 30 June 2015, was to lower the gearing ratio to an acceptable level.

### Cash position and pledged bank deposit

As at 30 June 2015, the Group's cash and cash equivalents were approximately HK\$44,141,000, representing an increase of approximately 15% as compared with approximately HK\$38,370,000 as at 31 December 2014. The increase was mainly due to net cash inflow from the operating activities during the six months ended 30 June 2015.

### Bank Borrowing and charges on the Group's assets

The bank borrowings outstanding as at 30 June 2015 amounted to approximately HK\$24,550,000, representing a decrease of approximately 1.2% as compared to 31 December 2014. The bank borrowing existed due to the acquisition of the entire equity interest in Billion Treasure Property Development Limited ("Billion Treasure") which was completed in December 2014. The bank borrowings are secured by certain investment properties and buildings held under Billion Treasure.

## 流動資金、財務資源及資本架構

### 資本架構

本集團資本管理目標是確保其能持續經營之能力，以為股東帶來回報並維持最優資本架構以減少資金成本。

為維持或調整資本架構，本集團可調整付予股東的股息金額、退還資本予股東、發行新股份或出售資產以減少負債。

與業內其他同行一樣，本集團以資產負債比率為基準監察其資本。本集團的策略於截至二零一五年六月三十日止六個月保持不變，是將資產負債比率降至可接納的水平。

### 現金狀況及已抵押銀行存款

於二零一五年六月三十日，本集團現金及現金等價物約為44,141,000港元，較於二零一四年十二月三十一日約38,370,000港元增加約15%。該增加主要由於截至二零一五年六月三十日止六個月期間經營活動產生之現金流入淨額。

### 銀行借貸及本集團資產抵押

於二零一五年六月三十日未償還之銀行借貸約為24,550,000港元，較二零一四年十二月三十一日減少約1.2%。銀行借貸乃由於二零一四年十二月完成的收購億采物業發展有限公司（「億采」）全部股權而產生。該等銀行借貸乃由億采持有之若干投資物業及樓宇作抵押。

**Trade receivables**

As at 30 June 2015, the Group's trade receivables were approximately HK\$1,491,000, representing a decrease of approximately 41.9% as compared to 31 December 2014. The trade receivables mainly comprised of trade receivable from the distribution of goods and franchisee. The decrease in trade receivables was primarily due to promptly repayment from franchisee during the six months ended 30 June 2015.

**Gearing ratio**

The gearing ratio is measured by net debt (aggregate of current and non-current borrowings less cash and cash equivalents) divided by total capital (calculated as total equity plus net debt). As at 30 June 2015, the Group was at net cash position (six months ended 30 June 2014: same), hence the gearing ratio is not applicable.

**Foreign Exchange Exposure**

Since most of the revenue and expenditure are made in Hong Kong dollars, the Group is not exposed to significant foreign exchange exposure.

**Significant Investment Held, Material Acquisition or Disposal of Subsidiaries and Affiliated Companies and Plans for Material Investment or Capital Assets**

There were no significant investment held, material acquisition or disposal of subsidiaries and affiliated companies during the six months ended 30 June 2015.

Save for the business plan as disclosed in this report, there is no plan for material investment or capital assets as at 30 June 2015.

**貿易應收款項**

於二零一五年六月三十日，本集團的貿易應收款項約為1,491,000港元，較二零一四年十二月三十一日減少約41.9%。貿易應收款項主要包括來自分銷貨品及特許經營人的貿易應收款項。貿易應收款項減少主要由於截至二零一五年六月三十日止六個月期間特許經營人及時還款。

**資產負債比率**

資產負債比率按債務淨額（即期及非即期借貸的總和減現金及現金等價物）除以資本總額（以總權益加債務淨額計算）計量。於二零一五年六月三十日，本集團處於淨現金狀況（截至二零一四年六月三十日止六個月：相同），因此，資產負債比率並不適用。

**外匯風險**

我們的收入及開支大部分是以港元計值，因此，本集團並無面臨任何重大外匯風險。

**所持有的重大投資、附屬公司及聯屬公司的重大收購或出售及於重大投資或資本資產的計劃**

截至二零一五年六月三十日止六個月，概無持有重大投資、附屬公司及聯屬公司的重大收購或出售。

除本報告披露的業務計劃外，於二零一五年六月三十日，並無有關重大投資或資本資產的計劃。

## Contingent Liabilities

As at 30 June 2015, the Group did not have any material contingent liabilities.

## Employees and Remuneration Policies

The Group had 581 (31 December 2014: 580) employees as at 30 June 2015. The staff costs, including Directors' emoluments, of the Group were approximately HK\$51 million and HK\$50.3 million for the six months ended 30 June 2015 and 2014 respectively. The Group's remuneration practices are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee.

## Dividend

The Directors do not recommend payment of dividend for the six months ended 30 June 2015 (six months ended 30 June 2014: nil).

## Prospects

The operating environment in Hong Kong is expected to remain challenging for the foreseeable future. Nonetheless, the management is confident that the Group can succeed and enhance the shareholders' value.

The Group is continuously searching for appropriate locations with high traffic flow and reasonable rentals to expand its restaurant network. The Group did not launch any new restaurant in the year 2014 as the Group could not reach a reasonable lease arrangement with any landlord. Nevertheless, the Group is actively looking for suitable locations with a view to launch a new restaurant in 2015. This new restaurant is expected to become another major income stream for the Group and to enlarge the Group's market share within the industry.

## 或然負債

於二零一五年六月三十日，本集團並無任何重大或然負債。

## 僱員及薪酬政策

於二零一五年六月三十日，本集團有 581 名（二零一四年十二月三十一日：580 名）僱員。截至二零一五年及二零一四年六月三十日止六個月，本集團的僱員成本（包括董事酬金）分別約為 51 百萬港元及 50.3 百萬港元。本集團的薪酬常規符合當前市場常規，乃基於僱員個人表現、資歷及經驗釐定。

## 股息

董事不建議派付截至二零一五年六月三十日止六個月之股息（截至二零一四年六月三十日止六個月：無）。

## 展望

預期於可見未來，香港的營商環境仍挑戰重重。儘管如此，管理層相信本集團有能力鑄就成功及提升股東價值。

本集團持續致力物色高人流且租金合理的合適選址，以擴展其酒樓網絡。由於未能與任何業主達成合理的租賃安排，本集團於二零一四年內並無新開酒樓。然而，本集團正積極物色合適選址，爭取於二零一五年內新開一家酒樓。預期該新酒樓將成為本集團的另一主要收入來源，並擴大本集團在業內的市場份額。

The Group will continue deploying different marketing strategies, adding creative features to the existing and new restaurants, meanwhile, implementing effective cost control measures and minimizing the operating costs on rental, raw materials and labour accordingly.

Looking forward, the Group will continue to utilise its available resources to engage in its current business. The Group will continue expanding its scope of business, including opening more local restaurants proactively in order to sustain the Group's growth, seeking potential customers in respect of distribution of goods business to deliver satisfactory returns to its shareholders. The acquisition of Billion Treasure provides an opportunity for the Group to broaden its earnings base and enables the Group to receive a stable rental income. Apart from this, the Group will also continue to explore business opportunities associated with its core business to strengthen its revenue base and maximise its return of the shareholders and value of the Company.

On 15 April 2015, the Company submitted an application to the Stock Exchange for the transfer of listing of all shares of the Company (the "Shares") from the GEM to the Main Board of the Stock Exchange (the "Transfer of Listing") pursuant to Chapter 9A of the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange. The Board believes that the Transfer of Listing will enhance the profile of the Company and increase the trading liquidity of the Shares. The Board also considers that the Transfer of Listing will be beneficial to the future growth and business development of the Group as well as its financing flexibility. There is no intention of the Board to change the nature of business of the Group following the Transfer of Listing. The Transfer of Listing will not involve issue of any new Shares by the Company. The Transfer of Listing is subject to the approval of the Stock Exchange.

本集團將繼續運用各種市場營銷策略，為現有及新酒樓增加創意特色，同時實行有效的成本控制措施，盡力降低租金、原材料及勞動力方面的營運成本。

展望未來，本集團將繼續運用其可用資源開展其現有業務。本集團將繼續擴展其業務規模，包括積極開設更多當地酒樓以延續本集團的增長勢頭、開拓貨品分銷業務潛在客戶，致力為其股東帶來滿意回報。收購億采為本集團提供擴闊其盈利基礎的機會，並使本集團可以獲得穩定的租金收入。除此之外，本集團亦將繼續開拓與其核心業務有關的業務機遇，以鞏固其收益基礎，為股東創造最高回報及將本公司價值最大化。

於二零一五年四月十五日，本公司已向聯交所提交申請，根據聯交所主板證券上市規則第9A章將本公司所有股份（「股份」）由聯交所創業板轉往主板上市（「轉板上市」）。董事會相信，轉板上市將提升本公司的形象及增加股份的交易流通量。董事會亦認為，轉板上市將有利本集團未來增長及業務發展以及其融資靈活性。轉板上市後，董事會無意改變本集團的業務性質。轉板上市將不會涉及本公司發行任何新股份。轉板上市須待聯交所批准。

## COMPARISON OF BUSINESS PLAN WITH ACTUAL BUSINESS PROGRESS

The following is a comparison of the Group's business plan as set out in the Company's prospectus dated 28 November 2013 (the "Prospectus") with actual business progress up to six months ended 30 June 2015.

## 業務計劃與實際業務進程比較

以下為載列於本公司日期為二零一三年十一月二十八日之招股章程（「招股章程」）中的本集團業務計劃與直至二零一五年六月三十日止六個月的實際業務進程的比較。

	<b>Business plan up to 30 June 2015 as set out in the Prospectus</b> 載列於招股章程中直至二零一五年六月三十日的業務計劃	<b>Actual business progress up to 30 June 2015</b> 直至二零一五年六月三十日的實際業務進程
<b>Opening more restaurants</b> 開設更多酒樓	Open one new restaurant in each of 2014 and 2015 under the brand of U Banquet. 於二零一四年及二零一五年各開設一家「譽宴」品牌新酒樓。	The Group has not entered into any lease agreement for a new restaurant during the year 2014 and six months ended 30 June 2015 as the Group could not reach a reasonable lease arrangement with any landlord. The Group is actively looking for suitable locations with a view to launch a new restaurant in 2015. 由於本集團未能與業主達成合理的租賃安排，於二零一四年及截至二零一五年六月三十日止六個月本集團並無為新酒樓訂立任何租賃協議。本公司正積極物色合適位置，以期於二零一五年開設一家新酒樓。



<b>Business plan up to 30 June 2015 as set out in the Prospectus</b> 載列於招股章程中直至二零一五年 六月三十日的業務計劃	<b>Actual business progress up to 30 June 2015</b> 直至二零一五年六月三十日 的實際業務進程
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**Refurbishing our  
existing restaurants**  
翻新現有酒樓

Refurbish U Banquet (Mong Kok) (1) and U Banquet (Mong Kok) (2) with the aim to provide customers with stylish and trendy dining experience and to provide special surprises to the guests of wedding banquets.  
翻新譽宴(旺角)(1)及譽宴(旺角)(2)，旨在為顧客提供別具風格和新潮的用膳體驗，並為婚宴賓客帶來特別的驚喜。

The refurbishing work of U Banquet (Mong Kok) (1) and U Banquet (Mong Kok) (2) has been completed in May 2014.  
譽宴(旺角)(1)及譽宴(旺角)(2)的翻新工作已於二零一四年五月完成。

**Strengthening our  
marketing efforts**  
加強市場推廣力度

To promote the Group's restaurants and brands through different types of media  
透過不同形式的媒體宣傳本集團的酒樓及品牌

The Group has arranged regular advertising campaigns to promote the Group's business and its brands  
本集團已安排定期的廣告活動，以推廣本集團的業務及其品牌

**Continuing to  
strengthen our quality  
control standards**  
繼續加強質量控制標準

Continue to improve the Group's quality control system such as providing continuous training to the staff  
繼續優化本集團的質量控制系統，例如為員工提供持續培訓

The Group's continuously participates in the mystery customer scheme organized by Hong Kong Quality Assurance Agency  
本集團繼續參與香港品質保證局組織的神秘客戶計劃

**Use of Proceeds from the Listing**

The business plan and planned use of proceeds from the Listing as disclosed in the prospectus were based on the best estimation of future market conditions made by the Group at the time of preparing the prospectus, while the proceeds were applied in accordance with the actual development of the market.

**上市所得款項用途**

招股章程所披露的業務計劃及上市所得款項計劃用途乃根據由本集團於編製招股章程時就未來市況所作之最佳估計而作出，而所得款項已根據市場的實際發展使用。



From the date of the Listing to 30 June 2015, the net proceeds from the Listing had been applied as follows:

自上市日期至二零一五年六月三十日，上市所得款項淨額已使用如下：

		<b>Use of proceeds as stated in the prospectus from the date of the Listing to 30 June 2015</b>	<b>Actual use of proceeds from the date of the Listing to 31 December 2014</b>
		自上市日期至 二零一五年 六月三十日， 招股章程所載 所得款項用途 (Note 1) (附註1)	自上市日期至 二零一四年 十二月三十一日， 所得款項的 實際用途
		HK\$'million 百萬港元	HK\$'million 百萬港元
Opening more restaurants	開設更多酒樓	12.8	— (Note 2) (附註2)
Refurbishing our existing restaurants	翻新現有酒樓	7.8	7.8
Strengthening our marketing efforts	加強市場推廣力度	0.7	0.7
Continuing to strengthen our quality control standards	繼續加強質量控制 標準	0.3	0.3
<b>Total</b>	<b>合計</b>	<b>21.6</b>	<b>8.8</b>

Note 1: This represents the amount of the planned use of proceeds as stated in the prospectus being adjusted based on the amount of actual net proceeds in the same manner and proportion as shown in the prospectus.

附註1：此指招股章程所述計劃所得款項用途的金額（經按招股章程所列相同方式及比例就實際所得款項淨額款項進行調整）。

Note 2: The actual use of proceed was nil as compared to the use of proceed stated in the prospectus mainly because the Group did not open any new restaurant in 2014 and six months ended 30 June 2015.

附註2：與招股章程所述所得款項用途比較，所得款項的實際用途為零，主要乃由於本集團於二零一四年及截至二零一五年六月三十日止六個月內並無開設任何新酒樓。

The unused net proceeds of approximately HK\$18.5 million have been placed as interest bearing deposits with licensed banks in Hong Kong in accordance with the intention of the Directors as disclosed in the prospectus. Save as disclosed above, the Directors had considered that no modification of the use of proceeds as described in the Prospectus and the annual report were required.

誠如招股章程所披露，根據董事意向，尚未動用的所得款項淨額約18.5百萬港元已作為計息存款存儲於香港持牌銀行。除上文所披露者外，董事認為招股章程及年報所述之所得款項用途無須作出變更。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

At 30 June 2015, Mr. Cheung Ka Ho, Mr. Cheung Ka Kei and Ms. Wong Tsip Yue, Pauline, Directors, had the following interests in the shares and underlying shares of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as recorded in the register required to be kept under section 352 of SFO:

## 董事及主要行政人員於本公司股份、相關股份及債權證中的權益及淡倉

於二零一五年六月三十日，董事張家豪先生、張家驥先生及王婕妤女士於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份及相關股份中擁有記錄於根據證券及期貨條例第352條須存置之登記冊內的權益如下：

Name of Directors	Name of Companies	Capacity	Number of shares and underlying shares 股份及 相關股份數目	Percentage of shareholding 股權百分比
董事姓名	公司名稱	身份		
Mr. Cheung Ka Ho 張家豪先生	the Company 本公司	Interest in a controlled corporation (Note 1) and personal interests 受控制法團權益（附註1）及個人權益	289,288,750	62.21%
Mr. Cheung Ka Kei 張家驥先生	the Company 本公司	Interest in a controlled corporation (Note 1) and personal interests 受控制法團權益（附註1）及個人權益	288,851,250	62.11%
Ms. Wong Tsip Yue, Pauline 王婕妤女士	the Company 本公司	Interest of spouse (Note 2) 配偶權益（附註2）	200,000	0.04%

## Notes:

1. Mr. Cheung Ka Ho and Mr. Cheung Ka Kei, Directors, are the beneficial owners of U Banquet (Cheung's) Holdings Company Limited, the holding company of the Company, and were therefore deemed to have an interest in 285,570,000 shares which U Banquet (Cheung's) Holdings Company Limited were interested. In addition, pursuant to the Sale and Purchase Agreement dated 10 October 2014, Mr. Cheung Ka Ho held 3,718,750 shares and Mr. Cheung Ka Kei held 3,281,250 shares respectively. Please refer to the Circular dated 26 November 2014 for details.
2. Ms. Wong Tsip Yue, Pauline, spouse of Mr. Suen Wa Hing Hornby, was deemed to be interested in the 200,000 shares in which Mr. Suen Wa Hing Hornby is interested for the purpose of the SFO.
3. All interests stated above represent long positions.

During the six months ended 30 June 2015, there were no debt securities issued by the Group at any time. Save as disclosed herein, as at 30 June 2015, none of the Directors or chief executive of the Company or their associates had any interests and short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them has taken or deemed to have taken under the provisions of the SFO); or which were required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules"), to be notified to the Company and the Stock Exchange.

## 附註：

1. 董事張家豪先生及張家驥先生均為U Banquet (Cheung's) Holdings Company Limited的實益擁有人，而U Banquet (Cheung's) Holdings Company Limited為本公司的控股公司，因此張家豪先生及張家驥先生被視為擁有U Banquet (Cheung's) Holdings Company Limited所持285,570,000股股份之權益。此外，根據日期為二零一四年十月十日之買賣協議，張家豪先生及張家驥先生分別持有3,718,750股股份及3,281,250股股份。有關詳情請參閱日期為二零一四年十一月二十六日之通函。
2. 就證券及期貨條例而言，孫華興先生的配偶王婕妤女士被視為於孫華興先生擁有的200,000股股份中擁有權益。
3. 上述權益皆為好倉。

於截至二零一五年六月三十日止六個月，本集團概無於任何時間發行債務證券。除本報告所披露者外，於二零一五年六月三十日，本公司董事或主要行政人員或彼等之聯繫人士概無在本公司或任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之任何權益及淡倉（包括根據證券及期貨條例之有關條文彼等各自被計作或視為擁有之權益或淡倉）；或根據證券及期貨條例第352條須記錄於該條例所指登記冊內之任何權益及淡倉；或根據香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）第5.46至5.67條而須知會本公司及聯交所之任何權益及淡倉。

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

To the best of Director's knowledge, at 30 June 2015, the following shareholders had interests in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

### Long positions in shares of the Company

Name 名稱	Capacity 身份	Number of shares 股份數目	Percentage of shareholding 股權百分比
U Banquet (Cheung's) Holdings Company Limited (Note 1) (附註1)	Beneficial owner 實益擁有人	285,570,000	61.41%
Century Great Investments Limited (Note 2) (附註2)	Beneficial owner 實益擁有人	31,456,000	6.76%

Notes:

- Mr. Cheung Ka Ho and Mr. Cheung Ka Kei, Directors, are the beneficial owners of U Banquet (Cheung's) Holdings Company Limited, the holding company of the Company, and were therefore deemed to have an interest in the shares which U Banquet (Cheung's) Holdings Company Limited were interested. In addition, pursuant to the Sale and Purchase Agreement dated 10 October 2014, Mr. Cheung Ka Ho held 3,718,750 shares and Mr. Cheung Ka Kei held 3,281,250 shares respectively. Please refer to the Circular dated 26 November 2014 for details. Ms. Lam Hoi Yan, spouse of Mr. Cheung Ka Ho and Ms. Lau Lai Mau, spouse of Mr. Cheung Ka Kei, were deemed to be interested in the 289,288,750 shares and 288,851,250 shares in which Mr. Cheung Ka Ho and Mr. Cheung Ka Kei are interested respectively for the purpose of the SFO.

## 主要股東及其他人士於本公司股份、相關股份及債權證中的權益及淡倉

就董事所知悉，於二零一五年六月三十日，以下股東於本公司的股份或相關股份中擁有記錄於根據證券及期貨條例第336條須存置之登記冊內的權益：

### 於本公司股份中的好倉

Name 名稱	Capacity 身份	Number of shares 股份數目	Percentage of shareholding 股權百分比
U Banquet (Cheung's) Holdings Company Limited (Note 1) (附註1)	Beneficial owner 實益擁有人	285,570,000	61.41%
Century Great Investments Limited (Note 2) (附註2)	Beneficial owner 實益擁有人	31,456,000	6.76%

附註：

- 董事張家豪先生及張家驥先生均為 U Banquet (Cheung's) Holdings Company Limited 的實益擁有人，而 U Banquet (Cheung's) Holdings Company Limited 為本公司的控股公司，因此張家豪先生及張家驥先生被視為於 U Banquet (Cheung's) Holdings Company Limited 所持股份中擁有權益。此外，根據日期為二零一四年十月十日之買賣協議，張家豪先生及張家驥先生分別持有 3,718,750 股股份及 3,281,250 股股份。詳情請參閱日期為二零一四年十一月二十六日之通函。根據證券及期貨條例，張家豪先生的配偶林凱欣女士及張家驥先生的配偶劉麗茂女士分別被視作擁有張家豪先生及張家驥先生分別所持 289,288,750 股股份及 288,851,250 股股份之權益。

2. Mr. Law Sai Hung is the beneficial owner of Century Great Investments Limited, which directly held 31,456,000 shares of the Company, and has therefore deemed to have an interest in the shares which Century Great Investments Limited were interested. In addition, Mr. Law held 2,000,000 shares of the Company.

## DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the six months ended 30 June 2015, the Directors are not aware of any business or interest of the Directors, the management of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

## CORPORATE GOVERNANCE

The Company is committed to ensure a high standard of corporate governance in the interests of the shareholders and devotes considerable effort to maintain high level of business ethics and corporate governance practices. The Company has complied with the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules throughout the six months ended 30 June 2015. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the six months ended 30 June 2015, except for certain deviations as specified with considered reasons for such deviations as explained below.

Under Code Provision A.2.1 of the CG Code, the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual.

2. 羅世鴻先生為Century Great Investments Limited 實益擁有人，而Century Great Investments Limited 直接持有本公司31,456,000股股份。因此羅世鴻先生被視作擁有Century Great Investments Limited 所持股份之權益。此外，羅先生持有2,000,000股本公司股份。

## 董事於競爭業務中擁有的權益

截至二零一五年六月三十日止六個月，董事並不知悉本公司董事、管理層及彼等各自之聯繫人士（定義見創業板上市規則）的任何業務或權益會或可能會與本集團業務形成競爭，亦不知悉任何該等人士與本集團具有或可能具有任何其他利益衝突。

## 企業管治

為保障我們股東的利益，本公司致力於確保高標準的企業管治，且盡力維持高水平的業務道德及企業管治常規。本公司於截至二零一五年六月三十日止六個月已遵守創業板上市規則附錄15中的企業管治守則（「企業管治守則」）。於截至二零一五年六月三十日止六個月內，本公司採用企業管治守則中的原則並遵循其中的適用守則條文，惟如下所述因經考慮原因引致的若干偏差除外。

根據企業管治守則守則條文第A.2.1條，主席及行政總裁的角色應予區分及不應由同一人兼任。

During the six months ended 30 June 2015 under review, the Company has not separated the roles of chairman and chief executive officer of the Company. Mr. Cheung Ka Ho was the chairman and also the chief executive officer of the Company responsible for overseeing the operations of the Group during such period. Due to the nature and the extent of the Group's operations and Mr. Cheung Ka Ho's in-depth knowledge and experience in the industry and his familiarity with the operations of the Group, the Board believes that vesting the roles of both chairman and chief executive officer in the same person provides the Group with strong and consistent leadership enabling the Group to operate efficiently. The Board believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises experienced and high-calibre individuals, with 3 of them being independent non-executive Directors. Nevertheless, the Company will continue to look for suitable candidates and will make necessary arrangement pursuant to the requirement under A.2.1 of CG Code as and when necessary.

## DIRECTORS' SECURITIES TRANSACTIONS

The Group had adopted Rules 5.48 to Rules 5.67 Rules of the GEM Listing Rules ("Model Code") as its own code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings.

Having made specific enquiry with all the Directors and all the Directors of the Company had confirmed compliance with the required standard of dealings and the code of conduct for Directors' securities transactions during the six months ended 30 June 2015.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the six months ended 30 June 2015.

於截至二零一五年六月三十日止六個月之回顧期間，本公司並無區分本公司主席與行政總裁的角色。於有關期間，張家豪先生為本公司主席兼行政總裁，負責監管本集團營運。由於本集團的營運性質及範圍，以及張家豪先生於行業的淵博知識及豐富經驗以及其熟諳本集團的業務營運，董事會認為，主席及行政總裁的職務由同一人擔任可為本集團提供強勁及持續領導以使本集團能夠高效營運。董事會認為，董事會的營運可充分保證權力及授權之間的平衡，董事會由資深高素質人士組成，其中三位為獨立非執行董事。此外，本集團將繼續尋求合適候選人，並於必要時根據企業管治守則第A.2.1條的規定作出必要安排。

## 董事進行證券交易

本集團已採納創業板上市規則（「標準守則」）第5.48條至第5.67條，作為其本身之董事進行證券交易之行為守則，其條款不遜於交易規定準則。

經向全體董事作出具體查詢後，本公司全體董事確認於截至二零一五年六月三十日止六個月已遵守董事進行證券交易之交易規定準則及行為守則。

## 購買、出售或贖回本公司上市證券

於截至二零一五年六月三十日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## SHARE OPTION SCHEME

The share option scheme of the Company (“Scheme”) was adopted pursuant to a resolution passed by the Company’s shareholders on 19 November 2013 (“Adoption Date”) for the primary purpose of providing eligible participants an opportunity to have a personal stake in the Company and to motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group. Eligible participants of the Scheme include any employees, any executives, non-executive Directors (including independent non-executive Directors), advisors, consultants of the Company or any of its subsidiaries.

The Scheme became effective on 10 December 2013 (“Listing Date”) and, unless otherwise cancelled or amended, will remain in force for 10 years commencing on the Listing Date, the principal terms of which were summarized in the paragraph headed “Share Option Scheme” in Appendix IV to the Company’s prospectus dated 28 November 2013.

No share options were granted, exercised or cancelled by the Company under the Scheme during the six months ended 30 June 2015 and there were no outstanding share options under the Scheme as at 30 June 2015.

## INTERESTS OF THE COMPLIANCE ADVISER

Save as disclosed herein and confirmed by the Company’s compliance adviser, Quam Capital Limited (“Compliance Adviser”) and its directors, employees and associates had no interest in the share capital of the Company as at 30 June 2015 which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules:

## 購股權計劃

本公司的購股權計劃（「計劃」）乃根據本公司股東於二零一三年十一月十九日（「採納日」）通過的決議案而獲採納，主要旨在向合資格參與者提供機會可於本公司中擁有個人股權，以及激勵、吸引及留任其貢獻對本集團長期發展及盈利尤為重要之合資格參與者。計劃的合資格參與者包括本公司或其任何附屬公司的任何僱員、任何行政人員、非執行董事（包括獨立非執行董事）、顧問及諮詢人。

計劃已於二零一三年十二月十日（「上市日期」）生效，除非另行撤銷或經修訂，否則將自上市日期開始有效期為期十年，其主要條款概述於本公司日期為二零一三年十一月二十八日之招股章程附錄四「購股權計劃」一段。

於截至二零一五年六月三十日止六個月內，計劃項下概無購股權獲授出、行使或被本公司註銷，而於二零一五年六月三十日，計劃項下概無未行使的購股權。

## 合規顧問之權益

除以下所披露並已獲本公司合規顧問確認外，於二零一五年六月三十日，華富嘉洛企業融資有限公司（「合規顧問」）及其董事、僱員及聯繫人士概無於本公司之股本中擁有根據創業板上市規則第6A.32條須知會本公司之權益：

- Financial adviser agreement entered into between the Company and the Compliance Adviser in relation to the acquisition of the entire issued share capital of Billion Treasure Property Development Limited as disclosed in the announcement of the Company dated 10 October 2014; and
- Financial adviser agreement entered into between the Company and the Compliance Adviser in relation to the Transfer of Listing as disclosed in the announcement of the Company dated 15 April 2015.
- 本公司與合規顧問就收購億采物業發展有限公司全部已發行股本訂立之財務顧問協議（如本公司日期為二零一四年十月十日之公告所披露）；及
- 本公司與合規顧問就轉板上市訂立之財務顧問協議（如本公司日期為二零一五年四月十五日之公告所披露）。

## AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The Audit Committee performs, amongst others, review financial information of the Group; review relationship with and terms of appointment of the external auditors; and review the Company's financial reporting system, internal control system and risk management system.

The existing Audit Committee of the Company consists of three independent non-executive Directors of the Company, chaired by Mr. Wong Sui Chi and the other two members are Mr. Chung Kong Mo <sup>JP</sup> and Ms. Wong Tsip Yue, Pauline.

## 審核委員會

本公司已設立審核委員會（「審核委員會」），並訂有符合創業板上市規則第5.28至5.33條及企業管治守則的書面職權範圍。審核委員會履行（其中包括）審閱本集團的財務資料；審閱與外部核數師關係及委任期限；及審閱本公司財務報告系統、內部控制系統及風險管理系統。

本公司現任審核委員會由本公司三名獨立非執行董事組成，主席為黃瑞熾先生及其他兩名成員為鍾港武先生太平紳士及王婕妤女士。



The unaudited interim financial results of the Group for the six months ended 30 June 2015 have been reviewed by the Audit Committee.

By Order of the Board  
**U Banquet Group Holding Limited**  
**Cheung Ka Ho**  
*Chairman and Executive Director*

Hong Kong, 10 August 2015

*As at the date of this report, the executive Director is Mr. Cheung Ka Ho, Mr. Cheung Ka Kei and Mr. Kan Yiu Pong and the independent non-executive Directors are Mr. Chung Kong Mo JP, Ms. Wong Tsip Yue, Pauline and Mr. Wong Sui Chi.*

*This report will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for seven days from the day of its posting and on the website of the Company at [www.u-banquetgroup.com](http://www.u-banquetgroup.com).*

截至二零一五年六月三十日止六個月之本集團未經審核中期財務業績已經審核委員會審閱。

承董事會命  
**譽宴集團控股有限公司**  
主席兼執行董事  
**張家豪**

香港，二零一五年八月十日

於本報告日期，執行董事為張家豪先生、張家驥先生及簡耀邦先生，而獨立非執行董事為鍾港武先生太平紳士、王婕妤女士及黃瑞熾先生。

本報告將由其刊登日期起計最少七日於創業板網站[www.hkgem.com](http://www.hkgem.com)的「最新公司公告」網頁刊載。本報告亦將於本公司網站[www.u-banquetgroup.com](http://www.u-banquetgroup.com)刊載。



**U BANQUET GROUP HOLDING LIMITED**  
譽宴集團控股有限公司