

NEW AMANTE GROUP LIMITED 新愛德集團有限公司

(formerly known as BCI Group Holdings Limited (高門集團有限公司))
(前稱BCI Group Holdings Limited (高門集團有限公司))

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

Stock Code 股份代號：8412

2022/23
THIRD QUARTERLY REPORT
第三季度報告



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香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM的定位乃為相較其他在聯交所上市的公司帶有更高投資風險的中小型公司提供上市的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。

由於GEM上市公司一般為中小型公司，在GEM買賣的證券可能會較在聯交所主板買賣的證券承受更大的市場波動風險，同時亦無法保證在GEM買賣的證券會有高流通量的市場。

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This report, for which the directors (“**Directors**”) of New Amante Group Limited (formerly known as “BCI Group Holdings Limited”) (“**Company**”, together with its subsidiaries collectively referred to as the “**Group**”, “**we**”, or “**our**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**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.

The board of Directors (“**Board**”) hereby announces the unaudited condensed consolidated financial statements of the Group for the nine months ended 28 February 2023, together with the unaudited comparative figures for the corresponding period in 2022 as set out herein.

本報告的資料乃根據聯交所GEM證券上市規則（「**GEM上市規則**」）而刊載，旨在提供有關新愛德集團有限公司（前稱「高門集團有限公司」）（「**本公司**」，連同其附屬公司，統稱「**本集團**」或「**我們**」）的資料。本公司董事（「**董事**」）願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料於所有重大方面均屬準確完整，並無誤導或欺詐成分，且並無遺漏任何其他事宜致使本報告內任何陳述或本報告產生誤導。

董事會（「**董事會**」）謹此宣布本集團截至2023年2月28日止九個月的未經審核簡明綜合財務報表，連同2022年同期的未經審核比較數字載列於內文。

Contents 目錄

Financial Highlights 財務摘要	4
Corporate Information 公司資料	5
Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 未經審核簡明綜合損益及其他全面收益表	8
Unaudited Condensed Consolidated Statement of Changes in Equity 未經審核簡明綜合權益變動表	9
Notes to the Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註	10
Management Discussion and Analysis 管理層討論及分析	17
Other Information 其他資料	28
Disclosure of Additional Information 其他資料披露	31

Financial Highlights

財務摘要

The Group's revenue for the nine months ended 28 February 2023 was approximately HK\$44.7 million, representing an increase of approximately 2.1% when compared with that of the corresponding period in 2022.

The Group recorded a loss and total comprehensive expense for the nine months ended 28 February 2023 of approximately HK\$3.3 million (2022: HK\$7.4 million).

The Board does not recommend payment of any dividend for the nine months ended 28 February 2023 (nine months ended 28 February 2022: Nil).

本集團截至2023年2月28日止九個月的收益為約44.7百萬港元，較2022年同期的收益增加約2.1%。

本集團截至2023年2月28日止九個月錄得虧損及全面支出總額約3.3百萬港元（2022年：約7.4百萬港元）。

董事會並不建議派付截至2023年2月28日止九個月的任何股息（截至2022年2月28日止九個月：零）。

DIRECTORS

Executive Directors:

Mr. Wong Chi Yung
(Chairman and chief executive officer)
Ms. Liu Huijing (Vice-chairman)
(appointed on 3 April 2023)
Ms. Lui Lok Yan

Independent Non-executive Directors:

Mr. Hui Wai Hung
Mr. Jiang Qiaowei
Mr. Pong Chun Yu

AUDIT COMMITTEE

Mr. Pong Chun Yu (Chairman)
Mr. Hui Wai Hung
Mr. Jiang Qiaowei

REMUNERATION COMMITTEE

Mr. Pong Chun Yu (Chairman)
Mr. Hui Wai Hung
Mr. Jiang Qiaowei

NOMINATION COMMITTEE

Mr. Jiang Qiaowei (Chairman)
Mr. Hui Wai Hung
Mr. Pong Chun Yu

COMPANY SECRETARY

Ms. Sun Shui

COMPLIANCE OFFICER

Mr. Wong Chi Yung

AUTHORISED REPRESENTATIVES

Mr. Wong Chi Yung
Ms. Sun Shui

董事

執行董事：

王志勇先生
(主席兼行政總裁)
劉惠婧女士(副主席)
(於2023年4月3日獲委任)
雷樂欣女士

獨立非執行董事：

許維雄先生
蔣喬蔚先生
龐振宇先生

審核委員會

龐振宇先生(主席)
許維雄先生
蔣喬蔚先生

薪酬委員會

龐振宇先生(主席)
許維雄先生
蔣喬蔚先生

提名委員會

蔣喬蔚先生(主席)
許維雄先生
龐振宇先生

公司秘書

孫瑞女士

合規主任

王志勇先生

授權代表

王志勇先生
孫瑞女士

Corporate Information

公司資料

REGISTERED OFFICE

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

14/F, Bupa Centre
141 Connaught Road West
Sai Ying Pun, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road, North Point
Hong Kong

PRINCIPAL BANKER

The Hong Kong and Shanghai Banking Corporation Limited
1 Queen's Road Central, Central
Hong Kong

註冊辦事處

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港總辦事處及主要營業地點

香港西營盤
干諾道西141號
保柏中心14樓

開曼群島股份過戶登記總處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角電氣道148號
21樓2103B室

主要往來銀行

香港上海滙豐銀行有限公司
香港
中環皇后大道中1號



Corporate Information 公司資料

AUDITORS

BDO Limited
Certified Public Accountants
25/F., Wing On Centre
111 Connaught Road Central
Hong Kong

STOCK CODE

8412

COMPANY' S WEBSITE

www.new-amante.com

核數師

香港立信德豪會計師事務所
有限公司
執業會計師
香港干諾道中111號
永安中心25樓

股份代號

8412

公司網站

www.new-amante.com

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

未經審核簡明綜合損益及其他全面收益表

For the nine months ended 28 February 2023 截至2023年2月28日止九個月

		For the three months ended		For the nine months ended		
		28 February		28 February		
		截至2月28日止三個月		截至2月28日止九個月		
		2023	2022	2023	2022	
		2023年	2022年	2023年	2022年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	
Notes						
附註						
	Revenue	2	18,339	10,291	44,735	43,820
	Cost of inventories sold		(4,074)	(3,384)	(10,174)	(11,833)
	Other income and gains		807	1,219	2,208	1,725
	Expense related to short term lease		(325)	-	(855)	-
	Advertising and marketing expenses		(3,059)	(1,842)	(6,717)	(7,486)
	Employee benefits expenses		(4,281)	(3,044)	(11,665)	(10,864)
	Depreciation of property, plant and equipment		(1,254)	(442)	(3,291)	(2,580)
	Depreciation of right-of-use assets		(2,018)	(1,772)	(5,563)	(5,317)
	Other expenses		(3,573)	(3,260)	(10,208)	(13,655)
	(Loss)/reversal of loss allowance on trade and other receivables		-	(245)	-	(310)
	Loss on disposal of fixed asset		-	-	(1,402)	-
	Finance cost	3	(187)	(322)	(342)	(909)
	Gain/(loss) before income tax expense		375	(2,801)	(3,274)	(7,409)
	Income tax expense	4	-	-	-	-
	Gain/(loss) and total comprehensive income/(expense) for the period		375	(2,801)	(3,274)	(7,409)
	Gain/(loss) and total comprehensive income/(expense) for the period attributable to:					
	- Owners of the Company		388	(3,192)	(3,316)	(7,812)
	- Non-controlling interests		(13)	391	42	403
			375	(2,801)	(3,274)	(7,409)
				(restated) (經修定)		(restated) (經修定)
	Earning/(loss) per share attributable to owners of the Company					
	- Basic and diluted (HK cents)	6	0.62	(6.23)	(5.40)	(15.25)

Unaudited Condensed Consolidated Statement of Changes in Equity

未經審核簡明綜合權益變動表

For the nine months ended 28 February 2023 截至2023年2月28日止九個月

		Attributable to owners of the Company							
		本公司擁有人應佔							
		Share capital	Share premium	Accumulated loss	Share option reserve	Other reserve	Total	Non-controlling interests	Total
		股本	股份溢價	累計虧損	購股權儲備	其他儲備	總計	非控股權益	總計
		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
Balance at 1 June 2021 (audited)	於2021年6月1日的結餘 (經審核)	9,988	98,650	(121,286)	6,835	2,400	(3,413)	(7,582)	(10,995)
Partial disposal of a subsidiary	部分出售附屬公司	-	-	-	-	2,224	2,224	3,376	5,600
Loss and total comprehensive income for the period	期內虧損及全面收益總額	-	-	(7,812)	-	-	(7,812)	403	(7,409)
Balance at 28 February 2022 (unaudited)	於2022年2月28日的結餘 (未經審核)	9,988	98,650	(129,098)	6,835	4,624	(9,001)	(3,803)	(12,804)
Balance at 1 June 2022 (audited)	於2022年6月1日的結餘 (經審核)	9,988	98,650	(130,157)	6,835	8,662	(6,002)	(7,335)	(13,337)
Placing of shares	配售股份	1,998	3,875	-	-	-	5,873	-	5,873
Right issues share	供股股份	5,992	6,063	-	-	-	12,055	-	12,055
Loss and total comprehensive income for the period	期內虧損及全面收益總額	-	-	(3,316)	-	-	(3,316)	42	(3,274)
Balance at 28 February 2023 (unaudited)	於2023年2月28日的結餘 (未經審核)	17,978	108,588	(133,473)	6,835	8,662	8,610	(7,293)	1,317

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the nine months ended 28 February 2023 截至2023年2月28日止九個月

1) GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands on 19 May 2016 and its registered office is located at Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY 1-1108, Cayman Islands. Its principal place of business in Hong Kong is located at Floor 14, Bupa Centre, 141 Connaught Road West, Sai Ying Pun, Hong Kong. The shares of the Company (“Shares”) were listed on GEM of the Stock Exchange by way of share offer since 7 April 2017.

The Company is an investment holding company. The subsidiaries of the Company are principally engaged in the operation of clubhouse, entertainment and restaurant in Hong Kong.

The unaudited condensed consolidated financial statements for the nine months ended 28 February 2023 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and applicable disclosures by the GEM Listing Rules and the Companies Ordinance in Hong Kong.

The unaudited condensed consolidated financial statements for the nine months ended 28 February 2023 have been prepared under the historical cost basis.

1) 一般資料、編製基準及會計政策

本公司於2016年5月19日根據開曼群島公司法（經修訂）在開曼群島註冊成立為獲豁免有限公司，其註冊辦事處位於Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY 1 - 1108, Cayman Islands，而其香港主要營業地點則位於香港西營盤干諾道西141號保柏中心14樓。本公司股份（「股份」）自2017年4月7日起以股份發售方式於聯交所GEM上市。

本公司為一間投資控股公司。本公司的附屬公司主要於香港經營會所、娛樂及餐廳業務。

截至2023年2月28日止九個月的未經審核簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒布的香港財務報告準則（「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則以及GEM上市規則及香港公司條例的適用披露規定編製。

截至2023年2月28日止九個月的未經審核簡明綜合財務報表乃按歷史成本基準編製。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the nine months ended 28 February 2023 截至2023年2月28日止九個月

1) GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

The unaudited condensed consolidated financial statements for the nine months ended 28 February 2023 are presented in Hong Kong Dollars (“**HK\$**”), which is the same as the functional currency of the Group, and all values are rounded to nearest thousand’s (“**HK\$’ 000**”), except when otherwise indicated.

The principal accounting policies used in the preparation of the unaudited condensed consolidated financial statements for the nine months ended 28 February 2023 are consistent with those applied in the Company’s annual report for the year ended 31 May 2022, except for the adoption of new and amendments to HKFRSs that affect the Group and has adopted the first time for the current period’s unaudited condensed consolidated financial statements.

Adoption of the going concern basis

When preparing the unaudited condensed consolidated quarterly results, the Group’s ability to continue as a going concern has been assessed. These unaudited condensed consolidated quarterly results have been prepared by the Directors on a going concern basis notwithstanding that the Group had net current liabilities and net assets of approximately HK\$10.5 million and HK\$1.4 million as at 28 February 2023 as the Directors considered that:

- (i) as at 28 February 2023, the Group has revolving loan facilities granted by an ex-shareholder for an amount HK\$25 million and by an independent third party for an amount of HK\$20 million, which the Group will utilize to support its liquidity needs;

1) 一般資料、編製基準及會計政策(續)

截至2023年2月28日止九個月的未經審核簡明綜合財務報表乃以與本集團相同的功能貨幣港元(「港元」)呈列，除另有指明者外，所有數值均約整至最接近千位數(「千港元」)。

編製截至2023年2月28日止九個月的未經審核簡明綜合財務報表所採用的主要會計政策與本公司截至2022年5月31日止年度的年報所應用者貫徹一致，惟採納影響本集團且於本期間未經審核簡明綜合財務報表首次採納的新訂香港財務報告準則及香港財務報告準則修訂本則除外。

採用持續經營基準

於編製未經審核簡明綜合季度業績時，已評估本集團持續經營的能力。儘管本集團於2023年2月28日有流動負債淨額及淨資產約10.5百萬港元及1.4百萬港元，惟該等未經審核簡明綜合季度業績由董事按持續經營基準編製，此乃由於董事認為：

- (i) 於2023年2月28日，本集團獲一名前股東及一名獨立第三方分別授出的循環貸款融資，其金額分別為25百萬港元及20百萬港元，本集團將用以支持其流動資金需求；

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

For the nine months ended 28 February 2023 截至2023年2月28日止九個月

1) GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

Adoption of the going concern basis (continued)

- (ii) in August 2022, the Group entered into a loan facility agreement with a licensed money lender in Hong Kong for an amount of HK\$40 million for 18 months (“**Loan Facility**”) and pursuant to the terms of the Loan Facility, funds are exclusively for the Company and made available upon its request;
- (iii) the Directors will strengthen to implement measures aiming at improving the working capital and cash flows of the Group, including close monitoring of the general administrative expenses and operating costs; and
- (iv) different possible outcomes of the COVID-19 pandemic and its impact have been taken into consideration in the cash flow forecast.

After taking into consideration of above factors and funds expected to be generated internally based on the Directors’ estimation on future cash flow of the Group, the Directors are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due in the foreseeable future and consider that it is appropriate for the unaudited condensed consolidated quarterly results to be prepared on a going concern basis since there are no material uncertainties related to events or conditions that may cast significant doubt upon the Group’s ability to continue as a going concern.

1) 一般資料、編製基準及會計政策 (續)

採用持續經營基準 (續)

- (ii) 於2022年8月，本集團與香港一間持牌放債人訂立貸款融資協議，貸款融資金額為40百萬港元，期限為18個月（「**貸款融資**」），根據貸款融資之條款，資金由本公司專有，可應其要求獲取；
- (iii) 董事將加強實施各種措施，以改善本集團之運營資本及現金流量，包括緊密監督一般行政開支及運營成本；及
- (iv) 2019冠狀病毒病疫情可能帶來的不同結果及相應的財務影響已計及現金流量預測。

經計及上述因素及根據董事會對本集團未來現金流量的估計預期將產生的內部資金後，董事信納本集團將擁有充足的財務資源，可在其金融負債於可預見未來到期時償還，並認為未經審核簡明綜合季度業績按持續經營基準編製屬恰當，因為並無有關可能對本集團持續經營能力構成重大疑問之事件或情況之重大不明朗因素。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the nine months ended 28 February 2023 截至2023年2月28日止九個月

1) GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

Adoption of the going concern basis (continued)

The Group has not adopted or early adopted the new and revised HKFRSs (including their consequential amendments) which are relevant to the Group that have been issued but are not yet effective in the preparation of these unaudited condensed consolidated results.

The unaudited condensed consolidated financial statements have not been audited by the Company's auditor, but have been reviewed by the Company's audit committee.

2) REVENUE

The Group's principal activities are the operations of a club and a bar in Hong Kong.

Revenue (including event income, tips and cloakroom fees) represents the amount received or receivable from the club and bar operations when (a) a customer takes possession of and accepts the food and beverages, (b) a customer simultaneously receives and consumes the benefits of services provided, or (c) other products are delivered to its customer. Payment of the transaction price is due immediately when food, beverages, services or other products are provided to a customer.

The chief operating decision makers are defined as executive Directors. The Group has identified its operating segment based on the regular internal financial information reported to the Company's executive Directors for their decisions about resources allocation and review of performance.

1) 一般資料、編製基準及會計政策(續)

採用持續經營基準(續)

於編製該等未經審核簡明綜合業績時，本集團並無採納或提早採納與本集團相關的已頒布但尚未生效之新訂及經修訂香港財務報告準則(包括其相應修訂)。

未經審核簡明綜合財務報表尚未經本公司核數師審核，惟已由本公司審核委員會審閱。

2) 收益

本集團的主要業務為於香港經營會所及酒吧。

收益(包括活動收入、小費及衣帽間費用)指於(a)客戶佔有及接納食品及飲品；(b)客戶同時接受及使用所提供服務之利益；或(c)交付其他產品予其客戶時，來自會所及酒吧業務的已收或應收款項。交易價格的款項應於食品、飲品、服務或其他產品提供予客戶時立即支付。

主要營運決策者已確定為執行董事。本集團根據向本公司執行董事定期呈報用於資源分配決策及檢討表現的內部財務資料確定營運分部。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the nine months ended 28 February 2023 截至2023年2月28日止九個月

2) REVENUE (continued)

Management determines that the Group is domiciled in Hong Kong, which is the location where the Group principally operates. All revenue of the Group for the current and previous reporting periods has been derived in Hong Kong. All its non-current assets are located in Hong Kong.

In addition, the customers of the Group, based on the locations at which the goods or services were provided, are all located in Hong Kong. No revenue from transactions with a single customer amounts to 10% or more of the Group's revenue.

Revenue from the Group's principal activities during the period under review is as follows:

2) 收益(續)

管理層確定本集團的所在地為香港，即本集團的主要經營地點。本集團於當前及過往報告期間的所有收益均來自香港，而其所有非流動資產均位於香港。

此外，按提供商品或服務所在地劃分，本集團的所有客戶均位於香港。概無與單一客戶進行交易的收益佔本集團收益的10%或以上。

本集團於回顧期內的主要業務收益如下：

	For the three months ended 28 February 截至2月28日止三個月		For the nine months ended 28 February 截至2月28日止九個月	
	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue from contracts with customers:				
Club and entertainment operation				
Sales of food and beverage	15,786	7,866	39,466	37,899
Entrance fees	150	158	386	228
Entertainment income	3	879	9	3,011
Event income	2,134	420	3,851	1,708
Sponsorship income	-	-	329	3
Others	266	968	694	971
	18,339	10,291	44,735	43,820
Timing of revenue recognised:				
At a point in time	18,336	9,412	44,726	40,809
Over time	3	879	9	3,011
Total revenue	18,339	10,291	44,735	43,820

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the nine months ended 28 February 2023 截至2023年2月28日止九個月

3) FINANCE COSTS

3) 融資成本

	For the three months ended 28 February 截至2月28日止三個月		For the nine months ended 28 February 截至2月28日止九個月	
	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Interest on lease liabilities 租賃負債利息	61	181	216	539
Interest on loan from a ex-shareholder 前股東貸款利息	94	141	94	370
Interest on loan from an independent third party 獨立第三方貸款利息	32	-	32	-
Finance costs 融資成本	187	322	342	909

4) INCOME TAX EXPENSE

The Group is subject to income tax on profits arising in or derived from Hong Kong, being its principal place of business.

4) 所得稅開支

本集團須就於香港（其主要營業地點）產生或源自香港的利潤繳納所得稅。

	For the three months ended 28 February 截至2月28日止三個月		For the nine months ended 28 February 截至2月28日止九個月	
	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Current tax: 即期稅項: - Hong Kong Profits Tax - 香港利得稅	-	-	-	-

The Group is subject to income tax on profits arising in or derived from Hong Kong, being its principal place of business.

本集團須就於其主要營業地點香港產生或源自香港的溢利繳納所得稅。

Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of the qualifying group entity will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. Assessable profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

根據兩級制利得稅率制度，合資格集團實體之首二百萬港元之應課稅溢利將按8.25%的稅率徵稅，而超過二百萬港元之應課稅溢利則按16.5%的稅率徵稅。不符合兩級制利得稅率制度之集團實體應課稅溢利將繼續按16.5%的統一稅率徵稅。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the nine months ended 28 February 2023 截至2023年2月28日止九個月

4) INCOME TAX EXPENSE (continued)

Income tax has not been provided as the Group entities did not derive any assessable profits during the period or have sufficient tax loss to offset against the assessable profit for the period (2022: Nil).

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

5) DIVIDEND

No dividends were paid, declared and proposed by the Company during the nine months ended 28 February 2023 and 2022.

6) EARNING/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

4) 所得稅開支(續)

由於本集團實體於期內未產生任何應課稅溢利或有充足的稅項虧損抵銷期內應課稅溢利，因此本公司並未計提所得稅撥備(2022年：無)。

根據開曼群島的法規及規例，本集團毋須於開曼群島司法權區繳納任何稅項。

5) 股息

於截至2023年及2022年2月28日止九個月，本公司概無派付、宣派及建議派付股息。

6) 本公司擁有人應佔每股盈利/(虧損)

	For the three months ended 28 February 截至2月28日止三個月		For the nine months ended 28 February 截至2月28日止九個月	
	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) (restated) (經修定)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) (restated) (經修定)
Gain/(loss) attributable to owners of the Company 本公司擁有人應佔 盈利/(虧損)	388	(3,192)	(3,316)	(7,812)
Weighted average number of ordinary shares for the purpose of calculating basic losses per share (in thousands) (Note) 用以計算每股基本虧損的普通股加權平均數(千股)(附註)	62,167	51,236	61,446	51,236

The effect of all potential ordinary shares are anti-dilutive for the nine months ended 28 February 2023 and 2022. Accordingly, the diluted loss per share is the same as the basic loss per share for the nine months ended 28 February 2023 and 2022.

Note: The weighted average number of ordinary shares was adjusted by Share Consolidation completed on 16 November 2022 and the right issue completed on 27 February 2023.

截至2023年及2022年2月28日止九個月，所有潛在普通股均產生了反攤薄效應。因此，截至2023年及2022年2月28日止九個月，每股攤薄虧損與每股基本虧損相同。

附註：普通股加權平均數是經於2022年11月16日完成的股份合併及於2023年2月27日完成的供股調整。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Club and bar operation

During the nine months ended 28 February 2023, the Group operated a club Faye and a sports-themed bar Paper Street, covering different segments of the club and bar market. Faye provides unparalleled clubbing and vibing experience with a stunning view at the rooftop of California Tower in Lan Kwai Fong. Paper Street the sport-themed bar is conveniently located near MTR station in Sheung Wan and provides a casual and comfortable environment for chilling out. The revenue generated from the operation of club and entertainment business increased by approximately HK\$0.9 million, or approximately 2.1%, from approximately HK\$43.8 million for the nine months ended 28 February 2022 to approximately HK\$44.7 million for the nine months ended 28 February 2023.

Cessation of Mudita and Maximus Studio Operation

The COVID-19 pandemic has posed challenges to the catering and entertainment business of the Group due to the social distancing restrictions imposed by the government. The Group's business operations have been disrupted accordingly. The Group's finance is therefore strained. As such, the Board have terminated the operation of Mudita and Maximus Studio by the end of 2022. The Board considered that the termination is in line with our current strategy to reserve more financial resources to well performing operations, and to potential new businesses. As at the date of this report and based on information currently available, the Board believe that the cessation of the business of Mudita and Maximus Studio will not have any material adverse effect on the operation and financial position of the Group and is in the interests of the Company and the Shareholders as a whole. Neither Mudita nor Maximus has contributed revenue during the period under review.

業務回顧

會所及酒吧業務

於截至2023年2月28日止九個月內，本集團經營一間會所Faye及一間運動主題酒吧Paper Street，覆蓋會所及酒吧市場的不同領域。Faye位於蘭桂坊加州大廈頂樓，景色迷人，提供無可比擬的泡吧及視聽體驗。運動主題酒吧Paper Street位於交通便利的港鐵上環站附近，提供放鬆的休閒及舒適環境。經營會所及娛樂業務所得收益由截至2022年2月28日止九個月約43.8百萬港元增加約0.9百萬港元或約2.1%至截至2023年2月28日止九個月約44.7百萬港元。

終止營運Mudita及Maximus娛樂中心

由於政府施加社交距離限制，2019冠狀病毒病疫情已為本集團餐飲及娛樂業務帶來挑戰。本集團業務營運受到相應干擾，故本集團資金緊張。因此，董事會已於2022年年底終止營運Mudita及Maximus娛樂中心。董事會認為該終止符合我們目前的策略，即為業績良好的業務及潛在新業務儲備更多財務資源。於本報告日期及基於現有資料，董事會認為終止Mudita及Maximus娛樂中心的業務將不會對本集團營運及財務狀況有任何重大不利影響，且符合本公司及股東整體利益。Mudita及Maximus均無於回顧期內貢獻收益。

Management Discussion and Analysis

管理層討論及分析

COVID-19 pandemic

As disclosed in the previous annual and interim reports, the Group noted a continuous impact of COVID-19 pandemic on its club and entertainment operation, which adversely affected the Group's business, financial condition and operating performance. The Group has been actively implementing cost control measures including reprioritisation of work plans to improve liquidity position, and will continue to closely monitor the latest development of the COVID-19 pandemic and respond accordingly based on past experience.

FINANCIAL REVIEW

Revenue

During the reporting period under review, the Group's revenue was generated from the operation of club and entertainment business in Hong Kong. For the nine months ended 28 February 2023, the Group operated one night club and one sports themed bar in Hong Kong.

The Group recognised its revenue from the club and bar operations when (a) the customer takes possession of and accepts the food and beverages, (b) the customer simultaneously receives and consumes the benefits of services provided, or (c) other products are delivered to its customers. Payment of the transaction price is due immediately when food, beverages, services or other products are provided to customers.

2019冠狀病毒病疫情

正如之前的年報和中期報告中所披露，本集團注意到2019冠狀病毒病疫情對其會所及娛樂業務的持續影響，這對本集團的業務、財務狀況和經營表現造成不利影響。本集團一直在積極實施成本控制措施，包括重新調整工作計劃的優先次序以改善流動資金狀況，並將繼續密切關注2019冠狀病毒病疫情的最新發展，並根據以往經驗作出相應反應。

財務回顧

收益

於回顧報告期內，本集團的收益來自於香港經營會所及娛樂業務。截至2023年2月28日止九個月，本集團在香港經營一間晚上會所及一間運動主題酒吧。

本集團於(a)客戶佔有及接納食品及飲品，(b)客戶同時接受及使用所提供服務之利益，或(c)交付其他產品予其客戶時確認會所及酒吧營運收益。交易價格的款項應於食品、飲品、服務或其他產品提供予客戶時立即支付。

Management Discussion and Analysis 管理層討論及分析

The table below sets forth the breakdown of the revenue of club and entertainment operation and restaurant operation for the period under review:

下表載列於回顧期內按會所及娛樂營運以及餐廳營運劃分的收益明細：

	For the three months ended 28 February 截至2月28日止三個月				For the nine months ended 28 February 截至2月28日止九個月			
	2023 2023年		2022 2022年		2023 2023年		2022 2022年	
	HK\$'000 千港元 (unaudited) (未經審核)	% of total revenue 佔總收益 百分比	HK\$'000 千港元 (unaudited) (未經審核)	% of total revenue 佔總收益 百分比	HK\$'000 千港元 (unaudited) (未經審核)	% of total revenue 佔總收益 百分比	HK\$'000 千港元 (unaudited) (未經審核)	% of total revenue 佔總收益 百分比
Club, bar and entertainment operation 會所、酒吧及娛樂營運	18,339	100	10,291	100	44,735	100	43,820	100
Total 總計	18,339	100	10,291	100	44,735	100	43,820	100

The revenue generated from the operation of club and bar business increased by approximately HK\$0.9 million, or approximately 2.1%, from approximately HK\$43.8 million for the nine months ended 28 February 2022 to approximately HK\$44.7 million for the nine months ended 28 February 2023. Such increase was mainly due to (i) relief of restrictions to contain COVID-19 pandemic, (ii) resumption to normalcy to a large extent throughout Hong Kong, and (iii) resumption to normal clearance at border prompting more tourists to visit Hong Kong.

經營會所及酒吧業務所得收益由截至2022年2月28日止九個月約43.8百萬港元增加約0.9百萬港元或約2.1%至截至2023年2月28日止九個月約44.7百萬港元。有關增加主要由於(i)解除對2019冠狀病毒病疫情的限制，(ii)香港在很大程度上恢復正常，及(iii)恢復正常通關，由此促進更多遊客來香港旅遊。

Management Discussion and Analysis

管理層討論及分析

Changes in cost of inventories sold

The changes in cost of inventories sold mainly represented the cost of beverage and food ingredients used in the Group's club and bar operations. The major beverage and food ingredients purchased by the Group include but not limited to liquors, champagne, liqueurs, dried food, etc. The changes in cost of inventories sold, one of the components of the operating expenses, decreased by approximately HK\$1.7 million, or approximately 14.0%, from approximately HK\$11.8 million for the nine months ended 28 February 2022 to approximately HK\$10.2 million for the nine months ended 28 February 2023. Such decrease was mainly due to effective cost control for the nine months ended 28 February 2022.

Other income and gains

The Group's other income increased by approximately HK\$0.5 million, as compared with the corresponding period in 2022, during which the Group obtained (i) subsidies amounting to HK\$0.9 million from the government of Hong Kong and (ii) the outstanding rent in the sum of approximately HK\$0.6 million waived upon termination of our operation in the concerned premises. Such subsidies and rent waived comprised major portion of Group's other income for the reporting period under review.

已售存貨成本之變動

已售存貨成本之變動主要指本集團的會所及酒吧所用飲品及食材的成本。本集團採購的主要飲品及食材包括(但不限於)烈酒、香檳、甜酒及乾製食品等。已售存貨成本(經營開支的其中一個組成部分)之變動由截至2022年2月28日止九個月約11.8百萬港元減少約1.7百萬港元或約14.0%至截至2023年2月28日止九個月約10.2百萬港元。該減少主要源於截至2022年2月28日止九個月的有效成本控制。

其他收入及收益

本集團其他收入較2022年同期大幅增加約0.5百萬港元，而於該期間內本集團獲得(i)來自香港政府的補助0.9百萬港元以及(ii)於我們的相關物業終止營運時，約0.6百萬港元的未付租金獲免除。有關補助及獲免除的租金構成本集團回顧報告期內其他收入的主要部分。

Management Discussion and Analysis

管理層討論及分析

Advertising and marketing expenses

Advertising and marketing expenses primarily consisted of advertising and promotional expenses such as the cost of engaging resident and guest DJs and the expenses incurred for engaging a public relations company for the provision of marketing and promotion services to the Group's club and bar operations. The advertising and marketing expenses decreased by approximately HK\$0.8 million, or approximately 10.3%, from approximately HK\$7.5 million for the nine months ended 28 February 2022 to approximately HK\$6.7 million for the nine months ended 28 February 2023. Such an decrease was mainly due to effective cost control and precision in marketing strategy boosting cost effectiveness during the nine months ended 28 February 2023.

Employee benefits expenses

Employee benefits expenses primarily consisted of all salaries and benefits payable to all employees and staff, including the Directors, headquarters staff and operational staff in each outlet. The employee benefits expenses increased by approximately HK\$0.8 million, or approximately 7.4%, from approximately HK\$10.9 million for the nine months ended 28 February 2022 to approximately HK\$11.7 million for the nine months ended 28 February 2023. Such increase was mainly due to the gradual relief of business hours restriction to contain COVID-19 pandemic during the nine months ended 28 February 2023 resulting in increase in wageable hours.

廣告及市場推廣開支

廣告及市場推廣開支主要包括廣告及宣傳開支（如聘請駐場及客席唱片騎師的成本）與聘請公關公司為本集團的會所及酒吧營運提供營銷及推廣服務所產生的開支。廣告及市場推廣開支由截至2022年2月28日止九個月的約7.5百萬港元減少約0.8百萬港元或約10.3%至截至2023年2月28日止九個月的約6.7百萬港元。有關減少主要是由於截至2023年2月28日止九個月期間的有效成本控制及準確的營銷策略，提高了成本效益。

僱員福利開支

僱員福利開支主要包括對所有僱員及員工（包括董事、總部員工及各門店的運作員工）的所有應付薪金及福利。僱員福利開支由截至2022年2月28日止九個月約10.9百萬港元增加約0.8百萬港元或約7.4%至截至2023年2月28日止九個月約11.7百萬港元。有關增加主要是由於截至2023年2月28日止九個月內為遏制2019冠狀病毒疫情之管控措施有所放寬，營業時間限制逐步放寬，導致計薪工時增加。

Management Discussion and Analysis

管理層討論及分析

Depreciation of property, plant and equipment and right-of-use assets

Depreciation represented the depreciation charge for property, plant and equipment (including, among others, leasehold improvements, furniture, fixtures and equipment) and right-of-use assets. Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The total depreciation increased by approximately HK\$1 million, or approximately 12.1%, from approximately HK\$7.9 million for the nine months ended 28 February 2022 to approximately HK\$8.9 million for the nine months ended 28 February 2023. Such increase was due to contribution from newly added furniture fixture and equipment.

Other expenses

Other expenses mainly represented security expenses for the clubs, credit card commissions, repairs and maintenance costs, cleaning expenses, professional fee and entertainment expenses. Such expenses decreased by approximately HK\$3 million, or approximately 22.2%, from approximately HK\$13.7 million for the nine months ended 28 February 2022 to approximately HK\$10.6 million for the nine months ended 28 February 2023. Such decrease was mainly due to appropriate cost control measures implemented during the nine months ended 28 February 2023.

物業、廠房及設備以及使用權資產折舊

折舊指物業、廠房及設備（包括（其中包括）租賃物業裝修、傢具以及裝置及設備）以及使用權資產的折舊費用。物業、廠房及設備的折舊乃於估計可使用年期內按直線法撇銷成本（已扣除預期剩餘價值）計算。折舊總額由截至2022年2月28日止九個月的約7.9百萬港元增加約1百萬港元或約12.1%至截至2023年2月28日止九個月的約8.9百萬港元。有關增加乃由於新添傢具裝置及設備所招致之折舊。

其他開支

其他開支主要指會所保安開支、信用卡手續費、維修及保養成本、清潔費、專業費用及娛樂費用。該等開支由截至2022年2月28日止九個月的約13.7百萬港元減少約3百萬港元或約22.2%至截至2023年2月28日止九個月的約10.6百萬港元。有關減少主要是由於截至2023年2月28日止九個月期間所實施的成本控制措施得宜。

Management Discussion and Analysis

管理層討論及分析

Loss before income tax expense

As a result of the cumulative factors discussed above, the loss before income tax expenses decreased from approximately HK\$7.4 million for the nine months ended 28 February 2022 to approximately HK\$3.3 million for the nine months ended 28 February 2023.

Loss and total comprehensive expense for the period

The loss and total comprehensive expense decreased from approximately HK\$7.4 million for the nine months ended 28 February 2022 to approximately HK\$3.3 million for the nine months ended 28 February 2023. Such a change was due to strong performance of Faye and relief of restriction to contain COVID-19 pandemic during the period under review despite the fact that we did not have revenue from ceased operation during the reporting period under review.

PROSPECTS

The management of the Group is actively reviewing, formulating and adjusting the overall direction, strategy and business of the Group in accordance with the business environment in order to improve the performance of the Group, especially under this difficult situation caused by the COVID-19. As such, the Company has changed its name from BCI Group Holdings Limited to New Amante Group Limited to provide a new corporate image of the Company and better reflects the Group's aspirations and to provide diversification and flexibility to the Group's business.

除所得稅開支前虧損

受上述因素共同影響，除所得稅開支前虧損由截至2022年2月28日止九個月的約7.4百萬港元減少至截至2023年2月28日止九個月的約3.3百萬港元。

期內虧損及全面開支總額

虧損及全面開支總額由截至2022年2月28日止九個月的約7.4百萬港元減少至截至2023年2月28日止九個月的約3.3百萬港元。該變動乃由於於回顧報告期內Faye的強勁表現及解除遏制2019冠狀病毒病疫情的限制，儘管我們於回顧報告期內並無來自終止營運的收益。

前景

本集團管理層正根據業務環境積極審查、制定和調整本集團的整體方向、戰略及業務，以提高本集團的業績，尤其是在2019冠狀病毒病造成的困難情況下。因此，本公司已將名稱由高門集團有限公司更改為新愛德集團有限公司，以提供本公司新的企業形象、並更好地反映本集團的願景，為本集團的業務提供多元化及靈活性。

Management Discussion and Analysis

管理層討論及分析

Besides, as at the date of this report, the Hong Kong government announced the lifting of vaccine pass and the application “Leave Home Safe”, and the resumption of normal travelling clearance at the Hong Kong and Mainland border. It is foreseeable that all industries, especially tourism, entertainment, catering industries, will rebound and it is time for the Group to seize such opportunities not only to resume its entertainment and catering business, but also to expand and develop its principal business. Accordingly, as disclosed in the Company’s announcement on 17 November 2022, the Group has premises located at the prime business and tourist area in Lan Kwai Fong, Central rented for setting up of a high-ended cigar and alcohol lounge, which will be expected to open in May 2023. Besides, the Group has entered into another lease for premises in Wanchai as revealed in announcement dated 21 March 2023. The premises will become our flagship cigar lounge as well as the headquarters of the Group. These are in line with our pre-set strategy revealed in our previous reports.

In the future, the Group intends to expand its business and/or model to more lifestyle-oriented clubs, bar, restaurants and experience stores for people who pursue spiritual, quality and enjoyment of life.

Save as disclosed above, as at the date of this report, the prospects of the Group and the core direction of the Company has not changed materially from the information disclosed in the Company’s annual report published on 31 August 2022 (“**2022 Annual Report**”).

此外，香港政府於本報告日已宣佈取消疫苗通行證及應用程式「安心出行」，而香港與內地之間的通關亦已恢復正常。可以預見，所有行業（尤其是旅遊、娛樂、餐飲業）將會復甦，本集團是時候把握良機恢復其娛樂及餐飲業務，並同時擴展及發展其主營業務。因此，誠如本公司日期為2022年11月17日的公告中所披露，本集團擁有位於中環蘭桂坊一處商業及旅遊區的物業，租賃用於設立高端雪茄貴賓廂房，預計將於2023年5月開業。此外，誠如日期為2023年3月21日的公告中所披露，本集團已就灣仔的物業訂立另一份租賃。該物業將成為我們的旗艦雪茄貴賓層以及本集團總部。這等舉措皆符合我們在之前的報告中透露的預先設定策略。

本集團日後擬將其業務及／或模式擴展至更多生活方式導向型的會所、酒吧、餐廳及體驗店，以服務追求精神、品質及生活享樂的人群。

除上述披露外，於本報告日期，本集團的前景及本公司的核心方向與2022年8月31日刊發的本公司年報（「**2022年報**」）所披露的資料相比並無重大變化。

Management Discussion and Analysis

管理層討論及分析

PRINCIPAL RISKS AND UNCERTAINTIES

There are certain risks involved in the operations of the Group's business. Set forth below are some of the major risks that could materially and adversely affect the Group.

- 1) In order to expand and diversify our outlet network, we expect to establish more clubs, bars and restaurants in Hong Kong. Except for the highly competitive food and beverage, and entertainment industry in Hong Kong, our success to branch out is also subject to a number of risks and uncertainties, including identification of suitable locations and/or securing of leases on reasonable terms, timely acquisition of necessary governmental approvals and licences, ability to hire quality personnel, timely completion decoration and renovation works, acquisition of sufficient customer demand, securing of adequate suppliers and inventory that meet our quality standards on timely basis, reduction in potential cannibalisation effects between the locations of our outlets and the general economic conditions. The costs incurred in expansion plans may place substantial strain on our managerial, operational and financial resources. As such, we cannot assure that we can always operate the expand outlets network on a profitable basis or that any new outlet will reach the planned operating levels. If any new outlet experiences prolonged delays in breaking even or achieving our desired level of profitability or operate at a loss, our operational and financial resources could be strained and our overall profitability could be affected.

主要風險及不確定因素

本集團的業務營運涉及若干風險。可能對本集團造成重大不利影響的若干主要風險載列如下。

- 1) 我們預期在香港開設更多會所、酒吧及餐廳，以擴大及多元化開拓門店網絡。除了因為香港餐飲及娛樂行業的競爭相當激烈，我們能否成功擴展亦受多項風險及不確定因素所限制（包括物色合適位置及／或以合理條款訂立租約、及時取得必要的政府批文和牌照、能否招募高質素人員、及時完成裝潢和整修工程、獲取充足的客戶需求、及時覓得足夠的供應商及符合我們質量標準的存貨、降低我們鄰近門店間的潛在同質化影響及整體經濟狀況）。擴張計劃所產生的成本可能對我們的管理、營運及財務資源構成沉重壓力。因此，我們無法保證所經營的已擴展門店網絡能一直賺取盈利或任何新門店將達致計劃營運水平。倘任何新門店遲遲未能實現收支平衡或達致我們理想的盈利水平甚或錄得經營虧損，則可能會導致我們的營運及財務資源緊張，並可能影響我們的整體盈利能力。

Management Discussion and Analysis

管理層討論及分析

- 2) As we lease or license all of the properties on which our outlets operate, we are exposed to the fluctuations in the commercial real estate market. There is no objective way for us to accurately predict the rental rates in the commercial real estate market in Hong Kong, and our substantial lease liabilities expose us to potentially significant risks, including vulnerability to adverse economic conditions such as COVID-19 impact, limited ability to obtain additional financing and reduced cash available for other purposes. Any non-renewal (whether as a result of the landlord's or licensor's or our decision) or termination of any of our leases or licence or substantial increased rentals or licence fees could cause us to close down the relevant outlet or the need to relocate to another site, depending on our business needs or performance from time to time. In such events, we could face a drop in sales, write off leasehold improvements, and could incur relocation costs for renovation, removal and resources allocation, which could in turn result in financial strain in our operations and diversion of management resources.
- 2) 由於我們門店經營所在的全部物業均為租賃或特許物業，故我們面對商業房地產市場波動的風險。我們並無準確預測香港商業房地產市場租金水平的客觀方法，故我們的大量租賃負債可能使我們面臨重大風險，包括使我們更易受不利經濟狀況（如2019冠狀病毒病影響）影響、限制我們取得額外融資的能力及減少我們可用於其他用途的現金。任何不續約或不續許可（不論是業主或許可人抑或我們自行約定），或終止我們的任何租約或許可，或租金或許可費用大幅上漲均可能導致我們關閉相關門店或需將其遷至別處，視乎我們不時的業務需求或表現而定。在該等情況下，我們可能面臨銷售額下跌、撤銷租賃物業裝修以及可能因整修、拆除及資源配置產生搬遷成本，進而導致我們的營運資金緊張及管理資源分散。
- 3) For each of the nine months ended 28 February 2023 and 2022, our purchases from our largest supplier accounted for approximately 47.4% and 33.5% of our total purchases, respectively. We make purchases from our largest supplier under individual purchase order, and have not entered into any long term contract with it. If our largest supplier for any reason reduces the volume supplied to us or cease to supply to us, we will need to find alternative suppliers on similar sale terms and conditions acceptable to us. If we fail to do so in a timely manner, the operations of our clubs will be interrupted, our costs may increase and our business, financial conditions, results of operations and growth prospects may therefore be materially and adversely affected.
- 3) 截至2023年及2022年2月28日止各九個月，來自最大供應商的採購量分別佔我們總採購量約47.4%及33.5%。我們根據個別採購訂單向最大供應商作出採購，且並無訂立任何長期合約。倘最大供應商因任何理由削減對我們的供應量或停止向我們供應，則我們將需按我們可接受的相似銷售條款及條件物色替代供應商。倘我們未能及時物色替代供應商，則我們的會所將會中斷營運，成本或會上升，而我們的業務、財務狀況、經營業績及發展前景可能因而受到重大不利影響。

Management Discussion and Analysis

管理層討論及分析

To address the above risks and uncertainties, the Directors will closely monitor the progress of the expansion plan and to operate the expanded network on a profitable basis. The Directors will continue to review and evaluate the business objective and strategy and make timely execution by taking into account the business risks and market uncertainties.

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES

The Group did not carry out any material acquisition nor disposal of any subsidiaries for the nine months ended 28 February 2023.

DIVIDENDS

No dividend has been paid or declared by the Company, or by any of the companies now comprising the Group for the respective nine months period ended 28 February 2022 and 2023.

為了應對上述風險及不確定因素，董事將密切監察擴張計劃的進度及以按盈利基準經營已擴展網絡。董事將繼續檢討及評估業務目標與策略，並於考慮業務風險及市場不確定因素後及時執行有關目標與策略。

重大收購及出售附屬公司

截至2023年2月28日止九個月，本集團並無進行任何重大收購或出售任何附屬公司。

股息

截至2022年及2023年2月28日止九個月期間，本公司或本集團現時旗下任何公司概無派付或宣派股息。

Other Information 其他資料

SHARE CONSOLIDATION

On 7 October 2022, the Board proposed to implement the Share Consolidation on the basis that every twenty (20) issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.20 each. The Share Consolidation was completed on 16 November 2022. After completion of the Share Consolidation, the issue share capital of the Company is 59,928,000 shares of HK\$0.2 each, the authorised share capital of the Company is 500,000,000 shares of HK\$0.2 each.

For details of abovementioned Share Consolidation, please refer to the circular of Company dated 20 October 2022 and the announcements of the Company dated 7 October 2022, 10 October 2022 and 14 November 2022.

股份合併

於2022年10月7日，董事會建議按每二十(20)股本公司股本中每股0.01港元已發行及未發行的股份合併為一(1)股每股0.20港元的合併股份。股份合併已於2022年11月16日完成。於完成股份合併，本公司已發行股份為59,928,000股(每股面值0.20港元)，法定股本為500,000,000股(每股面值0.20港元)。

有關上述股份合併的詳情，請參閱本公司日期為2022年10月20日的通函及本公司日期為2022年10月7日、2022年10月10日及2022年11月14日的公告。

SHARE OPTION SCHEME

The Company has adopted a share option scheme of the Company (“**Scheme**”) on 14 March 2017. The terms of the Scheme are in accordance with the provisions of Chapter 23 of the pre-amended GEM Listing Rules.

Details of the terms principal of the Scheme and other information in relation to the share options granted are set out in the section headed “SHARE OPTION SCHEME” on pages 67 to 69 of the 2022 Annual Report.

During the three months ended 28 February 2023, no share option has been granted, exercised, cancelled or lapsed. Thus, there are no changes to the movement of the share options as disclosed on pages 44 to 47 of the 2022/23 interim report.

購股權計劃

本公司於2017年3月14日採納一項購股權計劃（「**該計劃**」）。該計劃條款乃根據修訂前的GEM上市規則第23章條文制定。

有關該計劃之主要條款及與所授出購股權有關的其他資料詳情載於2022年報第67頁至69頁「購股權計劃」一節。

於2023年2月28日止三個月期間，概無購股權獲授出、行使、註銷或失效。因此，2022/23中期報告第44至47頁中所披露的購股權變動並無變動。

Other Information 其他資料

RIGHT ISSUE ON THE BASIS OF ONE (1) RIGHT SHARE FOR EVERY TWO (2) SHARES (“RIGHTS ISSUE”)

In order to provide working capital to support the setting up and operation of new lounge in Lan Kwai Fong as well as routine operation of the Group, the Company raised funding by way of Rights Issue held on the record date on 12 January 2023 at the subscription price of HK\$0.42 per Rights Share for a total of 29,964,000 Rights Shares upon the terms and conditions of the underwriting agreement entered by the Company and the underwriter on 28 December 2022 (“**Underwriting Agreement**”).

All the conditions precedent under the Underwriting Agreement have been fulfilled and the Right Issue was completed on 27 February 2023. For details of the Right Issue, please refer to the announcements of the Company dated 28 December 2022, 12 January 2023, 3 February 2023 and 24 February 2023.

The proceeds from Right Issue was HK\$12.5 million, and the net proceeds from the Right Issue are approximately HK\$12.1 million which has been utilised as in the following manner as at the date of this report:–

Uses of the net proceeds	所得款項淨額用途	Allocation of net proceeds 所得款項淨額的分配 HK\$ million 百萬港元	Utilised net proceeds 已動用的所得款項淨額 HK\$ million 百萬港元	Unutilised net proceeds 未動用的所得款項淨額 HK\$ million 百萬港元
Renovation and other costs and expenses for setting up lounge at the leased premises at Lan Kwai Fong (any surplus will be utilised as general working capital of the Group)	於蘭桂坊租用物業上設立會所的整修及其他成本及開支(其中盈餘將撥作本集團一般營運資金)	4.0	1.2	2.8
Rent payment relating to leasing of the premises at Lan Kwai Fong for the first year	支付首年租用蘭桂坊物業之租金	1.8	0.2	1.6
General working capital of the Group	本集團一般營運資金	6.3	6.3	0.0
		12.1	7.7	4.4

按每持有兩(2)股現有股份可獲發一(1)股作為基準的供股(「供股」)

為了提供營運資金以支持蘭桂坊新貴賓廂房的設立及經營以及本集團的日常營運，本公司已於記錄日期2023年1月12日根據本公司與包銷商於2022年12月28日訂立的包銷協議(「**包銷協議**」)項下條款及條件，以每股供股股份0.42港元的認購價發行合共29,964,000股供股股份的供股方式籌集資金。

包銷協議項下的所有先決條件均已達成，供股已於2023年2月27日完成。有關供股的詳情，請參閱本公司日期為2022年12月28日、2023年1月12日、2023年2月3日及2023年2月24日的公告。

供股所得款額為約12.5百萬港元，而供股的所得款項淨額為約12.1百萬港元，於本報告日期已按以下方式獲動用：

Disclosure of Additional Information 其他資料披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES OF THE COMPANY

Save as disclosed below, as at 28 February 2023, none of the Directors or chief executive of the Company or their associates had any interests and short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the rule 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange:

董事及最高行政人員於本公司股份中之權益

除下文所披露者外，於2023年2月28日，本公司董事或最高行政人員或彼等的聯繫人概無於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益及淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視為擁有的權益或淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所指登記冊內的任何權益及淡倉；或(c)根據GEM上市規則第5.46條須知會本公司及聯交所的任何權益及淡倉：

Long positions in shares of the Company

於本公司股份中的好倉

Name of Directors 董事姓名	Capacity/ Nature of Interest 身份／權益性質	Number of shares and underlying shares 股份及相關股份數目	Percentage of shareholding 股權百分比
Mr. Jiang Qiaowei 蔣喬蔚先生	Beneficial owner 實益擁有人	20,000 ⁽²⁾	0.02%
Mr. Hui Wai Hung 許維雄先生	Beneficial owner 實益擁有人	20,352 ^{(1), (2) & (3)}	0.02%
Mr. Pong Chun Yu 龐振宇先生	Beneficial owner 實益擁有人	20,352 ^{(1), (2) & (3)}	0.02%

(1) Options granted to the Directors.

(1) 向董事授出的購股權。

(2) Figures adjusted upon Share Consolidation.

(2) 股份合併調整後數字。

(3) Figures adjusted upon completion of Right Issue.

(3) 供股完成後經調整的數字。

Disclosure of Additional Information 其他資料披露

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES OF THE COMPANY

Save as disclosed below, as at 28 February 2023, to the best knowledge of the Directors or chief executive of the Company, no person (other than a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company, as recorded in the register maintained by the Company pursuant to section 336 of the SFO:

Long positions in shares of the Company

Name 姓名／名稱	Capacity/Nature of Interest 身份／權益性質	Number of shares 股份數目	Percentage of shareholding 股權百分比
Mr. Yuan Lin 苑林先生	Beneficial owner 實益擁有人	3,888,000	4.33%
	Interest of controlled corporation ⁽¹⁾ 受控法團權益 ⁽¹⁾	12,075,000	13.43%
	Interest of spouse ⁽²⁾ 配偶權益 ⁽²⁾	200,000	0.22%
Mr. Wang Ling 王寧先生	Beneficial owner 實益擁有人	15,261,761	16.98%

Notes:

- (1) Shares held by Zhongcai Herui Industry Development Co Limited, a company held as to 90% by Mr. Yuan Lin.
- (2) Shares held by Ms. Chen Fan, the spouse of Mr. Yuan Lin.

主要股東於本公司股份之權益

除下文所披露者外，於2023年2月28日，就本公司董事或最高行政人員所知，概無人士（除本公司董事或最高行政人員外）於本公司股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條存置的登記冊內的權益或淡倉：

於本公司股份中的好倉

Name 姓名／名稱	Capacity/Nature of Interest 身份／權益性質	Number of shares 股份數目	Percentage of shareholding 股權百分比
Mr. Yuan Lin 苑林先生	Beneficial owner 實益擁有人	3,888,000	4.33%
	Interest of controlled corporation ⁽¹⁾ 受控法團權益 ⁽¹⁾	12,075,000	13.43%
	Interest of spouse ⁽²⁾ 配偶權益 ⁽²⁾	200,000	0.22%
Mr. Wang Ling 王寧先生	Beneficial owner 實益擁有人	15,261,761	16.98%

附註：

- (1) 股份由中財和銳產業發展有限公司（為一間由苑林先生持有90%之公司）持有。
- (2) 股份由陳昉女士（為苑林先生之配偶）持有。

Disclosure of Additional Information

其他資料披露

DIRECTORS'S SECURITIES TRANSACTIONS

The Group adopted rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries with all the Directors, all Directors have confirmed that they have complied with the required standard of dealings set out in the code of conduct for Directors' securities transactions during the nine months ended 28 February 2023.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 28 February 2023.

DIRECTORS' INTERESTS IN CONTRACTS

For the nine months ended 28 February 2023, no Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party.

CHANGE IN DIRECTORS' INFORMATION

Save as disclosed below or in the 2022 Annual Report or in the 2022/23 interim report or otherwise in this report, there is no other information required to be disclosed pursuant to rule 17.50A of the GEM Listing Rules:

Mr. Ng Shing Chun Ray has resigned and ceased to be executive Director with effect from 3 April 2023; and

Ms. Liu Huijing has been appointed and designated as executive Director and vice-chairman of the Board with effect from 3 April 2023.

董事進行證券交易

本集團已採納GEM上市規則第5.48至5.67條作為其本身有關董事進行證券交易的操守守則。經向全體董事作出具體查詢後，全體董事已確認，彼等於截至2023年2月28日止九個月期間一直遵守有關董事進行證券交易的操守守則所載交易必守標準。

購買、出售或贖回本公司上市證券

截至2023年2月28日止九個月內，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。

董事於合約的權益

截至2023年2月28日止九個月，概無董事直接或間接於本公司或其任何附屬公司所訂立且對本集團業務屬重大的任何合約中擁有重大實益權益。

董事會資料變更

除於下文或2022年報或2022/23中期報告中或本報告中所披露者外，並無其他根據GEM上市規則第17.50A條規定須予披露的資料：

吳承浚先生已辭任及不再擔任執行董事，自2023年4月3日起生效；及

劉惠婧女士已獲委任及任命為執行董事兼董事會副主席，自2023年4月3日起生效。

Disclosure of Additional Information 其他資料披露

CORPORATE GOVERNANCE PRACTICES

The Company endeavors to adopt prevailing best corporate governance practices and has applied the Corporate Governance Code (“CG Code”) as contained in Appendix 15 of the GEM Listing Rules. The Board has reviewed the Company’s corporate governance practices and has formed the opinion that the Company throughout the nine months ended 28 February 2023 and up to the date of this report, has complied with the CG Code except for the following deviations.

Pursuant to the code provision C.2.1 of the CG Code, which stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Accordingly, following the appointment of Mr. Wong Chi Yung, the chairman of the Board, as the chief executive officer of the Company, there is a deviation from the code provision C.2.1 by the Company.

Notwithstanding the aforesaid deviation, the Board considers that the present structure will not impair the balance of power and authority between the Board and the management of the Group as the Board assumes collective responsibility on the decision-making process of the Company’s business strategies and operation. Nevertheless, the Company will continue to review its operation and seek to re-comply with the code provision C.2.1 of the CG Code by splitting the roles of chairman and chief executive officer at a time when it is appropriate to increase the independence of corporate governance of the Group.

企業管治常規

本公司努力採用現行最佳企業管治常規，並應用了GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）。董事會已審閱本公司企業管治常規並表示除下述偏離外，本公司已於截至2023年2月28日止九個月整個期間及直至本報告日期遵守企業管治守則。

根據企業管治守則的守則條文第C.2.1條的規定，主席及行政總裁的角色應有區分，而且不應由一人同時兼任。因此，緊隨董事會主席王志勇先生獲委任為本公司行政總裁後，本公司於守則條文第C.2.1條的規定有所偏離。

儘管存在上述偏離，董事會認為現時架構不會影響董事會與本公司管理層之間的權力及授權平衡，因董事會對本公司業務策略及營運的決策過程共同承擔責任。儘管如此，本公司將繼續審視其營運，在合適時候區分主席及行政總裁的角色以增加本集團企業管治的獨立性，尋求重新遵守企業管治守則的守則條文第C.2.1條的規定。

Disclosure of Additional Information 其他資料披露

Pursuant to code provision D.1.2 of the CG Code, the management of the Company should provide monthly updates to the Board to enable the Board and each Director to discharge their duties. However, given that companies listed on the GEM board are required to prepare quarterly financial results, and that no material changes in the Group's business operation or performance between months have been noted in the past, the Company considers that providing quarterly updates to the Board is sufficient for the Board and each Director to discharge their responsibilities. In the event there are any significant updates to be provided, the Company will update the Board as early as practicable for discussion and resolution.

Information on corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 29 to 46 of the 2022 Annual Report.

EVENTS AFTER REPORTING PERIOD

In the past few years, the entertainment and catering business of the Group had been severely affected by the Covid pandemic. However, given that the epidemic situation has subsided steadily, the Group not only intends to resume its entertainment and catering business, but it also wants to seize the opportunity to expand and develop its principal business. Accordingly, the Group has entered into another lease for premises in Wanchai as revealed in announcement dated 31 March 2023. The premises will become our flagship cigar lounge as well as the headquarters of the Group. The premises has been rented for a total consideration of approximately HK\$6.1 million for a term of 2 years and 9 months commencing on 15 March 2023. For details please refer to announcement of the Company dated 21 March 2023.

根據企業管治守則的守則條文第D.1.2條，本公司管理層應每月向董事會提供月度更新資料，以使董事會及每位董事都能履行職責。然而，鑒於GEM上市公司須按規定編製季度財務業績，且根據以往經驗，本集團的業務經營或表現在各月間並無重大變化，本公司認為向董事會提供季度更新資料足以讓董事會及每位董事履行其職責。倘有任何重要的資料更新，本公司會於可行情況下儘早向董事會提供，以便進行討論及通過決議。

本公司採納的企業管治常規資料載於2022年報第29至46頁的企業管治報告內。

報告期後事項

於過去幾年，本集團的娛樂及餐飲業務受到冠狀病毒病疫情的嚴重影響。然而，鑑於疫情逐漸消退，本集團不單計劃恢復娛樂及餐飲業務，還將同時把握機會擴大及發展其主要業務。因此，誠如日期為2023年3月31日的公告所披露，本集團已就灣仔的物業訂立另一份租賃。該物業將成為我們的旗艦雪茄貴賓層以及本集團總部。該物業以代價6.1百萬港元租下，租期自2023年3月15日起為期2年9個月。詳情請參閱本公司日期為2023年3月21日之公告。

Disclosure of Additional Information

其他資料披露

REVIEW OF THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The audit committee of the Company had reviewed the unaudited financial statements of the Group for the nine months ended 28 February 2023 with the management of the Company and is of the view that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

The unaudited quarterly financial statements of the Group for the nine months ended 28 February 2023 were approved and authorised for issue by the Board on 14 April 2023.

審閱未經審核簡明綜合財務報告

本公司審核委員會已與本公司管理層審閱本集團截至2023年2月28日止九個月的未經審核財務報表，並認為有關業績的編製符合適用的會計準則、GEM上市規則的要求以及其他適用的法律要求，並已作出充分披露。

董事會於2023年4月14日批准並授權刊發本集團截至2023年2月28日止九個月的未經審核季度財務報表。

NEW AMANTE GROUP LIMITED
新愛德集團有限公司

(formerly known as BCI Group Holdings Limited(高門集團有限公司))
(前稱BCI Group Holdings Limited(高門集團有限公司))