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CBK Holdings Limited

漢諾佳池控股有限公司

(formerly known as CBK Holdings Limited 國茂控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8428)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

The board (the “**Board**”) of directors (the “**Directors**”) of CBK Holdings Limited (the “**Company**”) announces the unaudited results of the Company and its subsidiaries for the six months ended 30 September 2024.

This announcement, containing the full text of the 2024 interim report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) in relation to the information to accompany the preliminary announcement of interim results. Printed version of the 2024 interim report of the Company containing the information required by the GEM Listing Rules will be despatched to the shareholders of the Company in due course in the manner as required by the GEM Listing Rules.

By order of the Board
CBK Holdings Limited
CHOW Yik

Chairman and Executive Director

Hong Kong, 28 November 2024

As of the date of this announcement, the executive Directors are Mr. Chow Yik, Mr. Tang Chu Ming and Mr. Chung Man Lai; and the independent non-executive Directors are Mr. Tian Wuchun, Mr. Wong Ching Wan and Mr. Ding Junchen.

This announcement, for which the Directors 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 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 announcement 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 announcement misleading.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at <https://cbkholdings.etnet.com.hk>.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “GEM” AND THE “STOCK EXCHANGE”, RESPECTIVELY)

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

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

香港聯合交易所有限公司GEM(分別為「GEM」及「聯交所」)特色

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

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

香港交易及結算所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。

本報告之資料乃遵照聯交所GEM證券上市規則(「**GEM上市規則**」)而刊載，旨在提供有關漢諾佳池控股有限公司(「**本公司**」)之資料。本公司各董事(「**董事**」)願就本報告之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，確認就其所知及所信，本報告所載資料在各重要方面均屬準確及完整，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive directors

- Mr. Chow Yik (*Chairman*)
(retired as Chairman on 3 May 2024 and succeeded as Chairman on 10 July 2024)
- Mr. Yue Dinglong (*Chairman*)
(redesignated as Chairman and executive director on 3 May 2024 and resigned on 10 July 2024)
- Mr. Tsui Wing Tak
(resigned on 16 September 2024)
- Mr. He Zhiwei (resigned on 3 May 2024)
- Mr. Chung Man Lai
(appointed on 29 August 2024)
- Mr. Tang Chu Ming
(appointed on 16 September 2024)

Independent non-executive directors

- Mr. Zhang Yuhao (resigned on 10 July 2024)
- Mr. Yue Dinglong
(redesignated as Chairman and executive director on 3 May 2024 and resigned on 10 July 2024)
- Ms. Lau Man Kei (retired on 30 September 2024)
- Mr. Tian Wuchun
(appointed on 3 May 2024)
- Mr. Wong Ching Wan
(appointed on 16 September 2024)
- Mr. Ding Junchen
(appointed on 16 September 2024)

COMPLIANCE OFFICER

- Mr. Chow Yik

AUTHORISED REPRESENTATIVES

- Mr. Chow Yik
- Mr. Chan Chiu Hung Alex
(resigned on 30 September 2024)
- Mr. Chung Man Lai
(appointed on 30 September 2024)

董事會

執行董事

- 周翊先生(*主席*)
(於2024年5月3日退任主席及於2024年7月10日繼任為主席)
- 岳鼎龍先生(*主席*)
(於2024年5月3日調任為主席及執行董事及於2024年7月10日辭任)
- 徐永得先生
(於2024年9月16日辭任)
- 何志偉先生(於2024年5月3日辭任)
- 鍾文禮先生
(於2024年8月29日獲委任)
- 鄧柱銘先生
(於2024年9月16日獲委任)

獨立非執行董事

- 張裕豪先生(於2024年7月10日辭任)
- 岳鼎龍先生
(於2024年5月3日調任為主席及執行董事及於2024年7月10日辭任)
- 劉敏琪女士(於2024年9月30日退任)
- 田務春先生
(於2024年5月3日獲委任)
- 王青雲先生
(於2024年9月16日獲委任)
- 丁俊臣先生
(於2024年9月16日獲委任)

合規主任

- 周翊先生

授權代表

- 周翊先生
- 陳釗洪先生
(於2024年9月30日辭任)
- 鍾文禮先生
(於2024年9月30日獲委任)

Corporate Information

公司資料

COMPANY SECRETARY

Mr. Chan Chiu Hung Alex
(resigned on 30 September 2024)
Mr. Chung Man Lai
(appointed on 30 September 2024)

AUDIT COMMITTEE

Mr. Wong Ching Wan (*Chairman*)
(appointed on 16 September 2024 and
succeeded as Chairman on
30 September 2024)
Ms. Lau Man Kei (*Chairman*)
(retired on 30 September 2024)
Mr. Zhang Yuhao (resigned on 10 July 2024)
Mr. Yue Dinglong (retired on 3 May 2024)
Mr. Tian Wuchun
(appointed on 3 May 2024)
Mr. Ding Junchen
(appointed on 16 September 2024)

REMUNERATION COMMITTEE

Mr. Wong Ching Wan (*Chairman*)
(appointed on 16 September 2024 and
succeeded as Chairman on
30 September 2024)
Ms. Lau Man Kei (*Chairman*)
(retired on 30 September 2024)
Mr. Chow Yik
Mr. Zhang Yuhao (resigned on 10 July 2024)
Mr. Yue Dinglong (resigned on 10 July 2024)
Mr. Tian Wuchun
(appointed on 3 May 2024)
Mr. Chung Man Lai
(appointed on 29 August 2024 and
resigned on 8 October 2024)
Mr. Tang Chu Ming
(appointed on 16 September 2024)
Mr. Ding Junchen
(appointed on 16 September 2024)

公司秘書

陳釗洪先生
(於2024年9月30日辭任)
鍾文禮先生
(於2024年9月30日獲委任)

審核委員會

王青雲先生(*主席*)
(於2024年9月16日獲委任及
於2024年9月30日繼任為主席)
劉敏琪女士(*主席*)
(於2024年9月30日退任)
張裕豪先生(於2024年7月10日辭任)
岳鼎龍先生(於2024年5月3日退任)
田務春先生
(於2024年5月3日獲委任)
丁俊臣先生
(於2024年9月16日獲委任)

薪酬委員會

王青雲先生(*主席*)
(於2024年9月16日獲委任及
於2024年9月30日繼任為主席)
劉敏琪女士(*主席*)
(於2024年9月30日退任)
周翊先生
張裕豪先生(於2024年7月10日辭任)
岳鼎龍先生(於2024年7月10日辭任)
田務春先生
(於2024年5月3日獲委任)
鍾文禮先生
(於2024年8月29日獲委任及
於2024年10月8日辭任)
鄧柱銘先生
(於2024年9月16日獲委任)
丁俊臣先生
(於2024年9月16日獲委任)

Corporate Information

公司資料

NOMINATION COMMITTEE

Mr. Chow Yik (*Chairman*)
Ms. Lau Man Kei (retired on 30 September 2024)
Mr. Zhang Yuhao (resigned on 10 July 2024)
Mr. Yue Dinglong (resigned on 10 July 2024)
Mr. Tian Wuchun
(appointed on 3 May 2024)
Mr. Chung Man Lai
(appointed on 29 August 2024 and
resigned on 8 October 2024)
Mr. Tang Chu Ming
(appointed on 16 September 2024)
Mr. Wong Ching Wan
(appointed on 16 September 2024)
Mr. Ding Junchen
(appointed on 16 September 2024)

LEGAL COMPLIANCE COMMITTEE

Mr. Chow Yik (*Chairman*)
Ms. Lau Man Kei (retired on 30 September 2024)
Mr. Zhang Yuhao (resigned on 10 July 2024)
Mr. Yue Dinglong (resigned on 10 July 2024)
Mr. Tian Wuchun
(appointed on 3 May 2024)
Mr. Tang Chu Ming
(appointed on 16 September 2024)
Mr. Wong Ching Wan
(appointed on 16 September 2024)
Mr. Ding Junchen
(appointed on 16 September 2024)

AUDITORS

Forvis Mazars CPA Limited
(formerly known as Mazars CPA Limited)

Certified Public Accountants

PRINCIPAL BANKS

Standard Chartered Bank (HK) Limited
DBS Bank (Hong Kong) Limited

提名委員會

周翊先生(主席)
劉敏琪女士(於2024年9月30日退休)
張裕豪先生(於2024年7月10日辭任)
岳鼎龍先生(於2024年7月10日辭任)
田務春先生
(於2024年5月3日獲委任)
鍾文禮先生
(於2024年8月29日獲委任及
於2024年10月8日辭任)
鄧柱銘先生
(於2024年9月16日獲委任)
王青雲先生
(於2024年9月16日獲委任)
丁俊臣先生
(於2024年9月16日獲委任)

法律合規委員會

周翊先生(主席)
劉敏琪女士(於2024年9月30日退休)
張裕豪先生(於2024年7月10日辭任)
岳鼎龍先生(於2024年7月10日辭任)
田務春先生
(於2024年5月3日獲委任)
鄧柱銘先生
(於2024年9月16日獲委任)
王青雲先生
(於2024年9月16日獲委任)
丁俊臣先生
(於2024年9月16日獲委任)

核數師

富睿瑪澤會計師事務所有限公司
(前稱中審眾環(香港)會計師事務所
有限公司)
執業會計師

主要往來銀行

渣打銀行(香港)有限公司
星展銀行(香港)有限公司

Corporate Information

公司資料

REGISTERED OFFICE

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

註冊辦事處

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A1, 1/F, Eton Building
288 Des Voeux Road, Central
Hong Kong

總部及香港主要營業地點

香港
德輔道中288號
易通商業大廈1樓A1室

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

香港股份過戶及登記分處

聯合證券登記有限公司
香港
北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

主要股份過戶及登記處

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

COMPANY WEBSITE

<https://cbkholdings.etnet.com.hk>

公司網頁

<https://cbkholdings.etnet.com.hk>

STOCK CODE

8428

股份代號

8428

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2024 截至2024年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元 (Restated) (經重列) (Unaudited) (未經審核)
		Notes 附註	(Unaudited) (未經審核)
Continuing operations	持續經營業務		
Revenue	收益	3	11,963 10,132
Cost of inventories sold	已售存貨成本		(4,383) (3,296)
Gross profit	毛利		7,580 6,836
Other revenue, other gain and loss	其他收益、其他收益及虧損	5	5 649
Employee benefit expenses	僱員福利開支		(6,436) (6,288)
Depreciation	折舊		(2,612) (3,396)
Property rentals and related expenses	物業租金及相關開支		(690) (962)
Fuel and utility expenses	燃料及公用設施開支		(698) (381)
Administrative expenses	行政開支		(6,211) (4,044)
Loss on disposal of subsidiaries	出售附屬公司之虧損		(24) -
Finance costs	融資成本	6	(158) (704)
Loss before tax from continuing operations	持續經營業務之 除稅前虧損	7	(9,244) (8,290)
Income tax expenses	所得稅開支	8	- -
Loss for the period from continuing operations	持續經營業務之 期內虧損		(9,244) (8,290)
Discontinued operation	已終止經營業務		
Loss for the period from a discontinued operation	已終止經營業務之 期內虧損	9	(415) (1,112)
Loss for the period	期內虧損		(9,659) (9,402)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2024 截至2024年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元 (Restated) (經重列) (Unaudited) (未經審核)
		Notes 附註	
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Other comprehensive (loss)/ income for the period	期內其他全面(虧損)/收益		
<i>Items that will be reclassified subsequently to profit or loss:</i>	其後將重新分類至損益之 項目：		
Exchange difference on translation of foreign operations	換算海外業務之 匯兌差額	-	(20)
		(9,659)	(9,422)
Loss for the period attributable to:	以下各項應佔期內虧損：		
Owners of the Company	本公司擁有人	(8,962)	(9,247)
Non-controlling interests	非控股權益	(697)	(155)
		(9,659)	(9,402)
Total comprehensive loss for the period attributable to:	以下各項應佔期內 全面虧損總額：		
Owners of the Company	本公司擁有人	(8,962)	(9,267)
Non-controlling interests	非控股權益	(697)	(155)
		(9,659)	(9,422)
From continuing and discontinued operations	來自持續及已終止經營業務		
Loss per share attributable to owners of the Company	本公司擁有人應佔每股虧損		
Basic (HK\$)	基本(港元)	(0.08)	(0.15)
Diluted (HK\$)	攤薄(港元)	(0.08)	(0.15)
From continuing operations	來自持續經營業務		
Loss per share	每股虧損		
Basic (HK\$)	基本(港元)	11 (0.08)	(0.13)
Diluted (HK\$)	攤薄(港元)	(0.08)	(0.13)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 September 2024 於2024年9月30日

			As at 30 September 2024 於2024年 9月30日 HK\$'000 (Unaudited) (未經審核)	As at 31 March 2024 於2024年 3月31日 HK\$'000 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	2,998	2,234
Right-of-use assets	使用權資產		5,120	3,364
Non-current deposits	非即期按金		3,185	2,639
			11,303	8,237
Current assets	流動資產			
Inventories	存貨		-	27
Trade receivables	貿易應收款項	13	531	1,966
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		1,557	2,565
Cash and cash equivalents	現金及現金等價物		2,386	7,796
			4,474	12,354
Current liabilities	流動負債			
Trade payables	貿易應付款項	14	2,766	1,442
Accruals and other payables	應計費用及其他應付款項		4,090	6,277
Amount due to non-controlling interests	應付非控股權益款項		2,676	433
Lease liabilities	租賃負債		2,989	3,827
Interest-bearing borrowings	計息借款		2,200	-
			14,721	11,979
Net current assets (liabilities)	流動資產(負債)淨值		(10,247)	375
Total assets less current liabilities	資產總值減流動負債		1,056	8,612

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 September 2024 於2024年9月30日

			As at 30 September 2024	As at 31 March 2024
			於2024年 9月30日	於2024年 3月31日
		Note 附註	HK\$'000	HK\$'000
			千港元	千港元
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		2,852	749
Deferred tax liabilities	遞延稅項負債		111	111
			2,963	860
Net assets (liabilities)	資產(負債)淨值		(1,907)	7,752
Capital and reserves	資本及儲備			
Share capital	股本	15	1,120	1,120
Reserves	儲備		(2,200)	6,762
Equity attributable to owners of the Company	本公司擁有人應佔權益		(1,080)	7,882
Non-controlling interests	非控股權益		(827)	(130)
Total equity (deficits)	權益(虧絀)總額		(1,907)	7,752

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2023 截至2023年9月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元 (Note a) (附註a)	Exchange reserve 匯兌儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	(Accumulated losses)		Non-controlling interests 非控股權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元	
							Retained earnings (累計虧損) HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元			
At 1 April 2023 (audited)	於2023年4月1日(經審核)	156	-	525	(13)	712	2,216	3,440	(5,887)	(2,291)	
Issue of shares upon rights issue	於供股時發行股份	778	19,828	-	-	-	-	19,828	-	20,606	
Transaction costs attributable to shares issued upon rights issue	於供股時發行股份應佔之交易成本	-	(1,692)	-	-	-	-	(1,692)	-	(1,692)	
Loss for the period	期內虧損	-	-	-	-	-	(9,247)	(9,247)	(155)	(9,402)	
Other comprehensive loss	其他全面虧損										
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>										
Exchange difference on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	(20)	-	-	(20)	-	(20)	
At 30 September 2023 (unaudited)	於2023年9月30日(未經審核)	934	18,136	525	(33)	712	(7,031)	12,309	(6,042)	7,201	

Note:

附註：

- (a) The merger reserve represented the difference between the nominal value of the share capital of the subsidiaries acquired as a result of corporate reorganisation and the nominal value of the share capital of the Company issued in exchange thereof.
- (a) 合併儲備乃指因公司重組所收購附屬公司之股本面值與本公司為交換該等股本而發行之股本面值之差額。

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2024 截至2024年9月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
								(Accumulated losses)		Non-	Total
		Share capital	Share premium	Merger reserve	Exchange reserve	Share option reserve	Retained earnings	Sub-total	controlling interests	equity	
		股本	股份溢價	合併儲備	匯兌儲備	購股權儲備	(累計虧損)	小計	非控股權益	權益總額	
		HK\$'000	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	千港元	
		(Note a) (附註a)									
At 1 April 2024 (audited)	於2024年4月1日(經審核)	1,120	27,904	525	-	712	(22,379)	6,762	(130)	7,752	
Loss for the period	期內虧損	-	-	-	-	-	(8,962)	(8,962)	(697)	(9,659)	
Other comprehensive loss	其他全面虧損										
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>										
Exchange difference on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	-	-	-	-	
At 30 September 2024 (unaudited)	於2024年9月30日(未經審核)	1,120	27,904	525	-	712	(31,341)	(2,200)	(827)	(1,907)	

Note:

附註：

- (a) The merger reserve represented the difference between the nominal value of the share capital of the subsidiaries acquired as a result of corporate reorganisation and the nominal value of the share capital of the Company issued in exchange thereof.
- (a) 合併儲備乃指因公司重組所收購附屬公司之股本面值與本公司為交換該等股本而發行之股本面值之差額。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 September 2024 截至2024年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash used in operating activities	經營活動所用現金淨額	(5,079)	(3,173)
Net cash used in investing activities	投資活動所用現金淨額	(1,907)	(5,006)
Net cash from financing activities	融資活動所得現金淨額	1,576	12,065
Increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)	(5,410)	3,886
Effect of foreign exchange rate changes	外匯匯率變動之影響	-	(88)
Cash and cash equivalents at the beginning of the reporting period	報告期初現金及現金等價物	7,796	2,729
Cash and cash equivalents at the end of the reporting period	報告期末現金及現金等價物	2,386	6,527

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 8 September 2016 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is Unit A1, 1/F, Eton Building, 288 Des Voeux Road, Central, Hong Kong.

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

The principal activity of the Company is investment holding. The principal activity of the Company and its subsidiaries (hereinafter collectively referred to as the "**Group**") is the provision of catering services and sales and processing of food in Hong Kong.

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

1. 一般資料

本公司於2016年9月8日根據開曼群島法例第22章公司法（1961年法例三，經綜合及修訂）在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要營業地點為香港德輔道中288號易通商業大廈1樓A1室。

本公司股份於2017年2月15日（「**上市日期**」）於聯交所GEM上市。

本公司的主要業務為投資控股。本公司及其附屬公司（以下統稱為「**本集團**」）的主要業務為於香港提供餐飲服務及銷售及加工食品。

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

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, Interim Financial Reporting, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and all applicable accounting principles generally accepted in Hong Kong. The financial statements also comply with the applicable disclosure requirements of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) and include the applicable disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 September 2024 are the same as those followed in the preparation of the financial statements for the year ended 31 March 2024.

2. 編製基準及主要會計政策

本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」）頒佈之香港會計準則（「香港會計準則」）第34號中期財務報告及所有適用的香港公認會計原則編製。財務報表亦符合公司條例（香港法例第622章）之適用披露規定，並包括GEM上市規則之適用披露規定。未經審核簡明綜合財務報表乃按歷史成本基準編製。

截至2024年9月30日止六個月的未經審核簡明綜合財務報表所採用的會計政策及計算方法與編製截至2024年3月31日止年度的財務報表所採用的會計政策及計算方法相同。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)

In the current interim period, the Group has applied, for the first time, the following amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 April 2024 for the preparation of the Group’s condensed consolidated financial statements:

- Amendments to HKAS 1 – Classification of Liabilities as Current or Non-current;
- Amendments to HKAS 1 – Non-current Liabilities with Covenants;
- Amendments to HKAS 7 and HKFRS 7 – Supplier Finance Arrangements;
- Amendments to HKFRS 16 – Lease Liability in a Sale and Leaseback;
- Amendments to Hong Kong Interpretation 5 (Revised) – Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause.

2. 編製基準及主要會計政策 (續)

應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本中期期間，本集團就編製本集團的簡明綜合財務報表首次應用下列由香港會計師公會頒佈及於2024年4月1日或之後開始的年度期間強制生效的經修訂香港財務報告準則：

- 香港會計準則第1號之修訂本－負債分類為流動或非流動；
- 香港會計準則第1號之修訂本－附帶契諾的非流動負債；
- 香港會計準則第7號及香港財務報告準則第7號之修訂本－供應商融資安排；
- 香港財務報告準則第16號之修訂本－售後租回中的租賃負債；
- 香港詮釋第5號(經修訂)之修訂本－財務報表的呈列－借款人對包含要求償還條款的定期貸款的分類。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

The application of the amendments to HKFRSs in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

The Group has not adopted early any new and amended HKFRSs that are relevant to the Group which have been issued but are not yet effective for the current accounting period.

The interim financial statements have not been reviewed or audited by the Company's independent auditor, but have been reviewed by the Company's audit committee.

2. 編製基準及主要會計政策 (續)

於本期間應用香港財務報告準則之修訂本對本集團於本期間及過往期間的財務表現及狀況及／或本簡明綜合財務報表所載的披露並無重大影響。

本集團並無提早採納任何與本集團相關但已頒佈惟於本會計期間尚未生效的新訂及經修訂香港財務報告準則。

本中期財務報表未經本公司的獨立核數師審閱或審核，惟已經本公司的審核委員會審閱。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

3. REVENUE

3. 收益

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Continuing operations	持續經營業務		
Provision of catering services through restaurant operations in Hong Kong	透過於香港經營餐廳提供餐飲服務	11,963	10,132

The Group's revenue is recognised at a point in time and derived from Hong Kong for the six months ended 30 September 2024 and 2023.

本集團的收益於某個時間點確認及截至2024年及2023年9月30日止六個月均產生自香港。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

4. SEGMENT INFORMATION

Information reported to the directors of the Company, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. It is analysed by different operating divisions and geographical locations. The geographical locations of customers is based on the location at which the service was provided. No operating segments identified by the executive directors have been aggregated in arriving at the reportable segments of the Group. Particulars of the Group's reportable operating segments are summarised as follows: (i) provision of catering services through restaurant operations in Hong Kong; and (ii) sales and processing of food in Hong Kong. Besides, sales and processing of food segment was classified as a discontinued operation during the period as set out in note 9 to the condensed consolidated financial statements.

The Group's management makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the Group's management does not regularly review such information for the purposes of resources allocation and performance assessment.

Non-current assets are all located in Hong Kong at 30 September 2024 and 31 March 2024.

For the six months ended 30 September 2024 and 2023, none of the customers contributed 10% or more of the revenue (continuing operations) of the Group.

4. 分部資料

向本公司董事(即主要營運決策者)匯報以分配資源及評估分部表現的資料著重所交付或提供商品或服務類別。該等資料按不同營運分部及地理位置分析。客戶的地理位置基於提供服務所在地點而定。在達致本集團的可呈報分部時，執行董事並無將任何已識別的營運分部合併。本集團可呈報經營分部之詳情概述如下：(i)透過於香港經營餐廳提供餐飲服務；及(ii)於香港銷售及加工食品。此外，如簡明綜合財務報表附註9所載，期內銷售及加工食品分部已分類為已終止經營業務。

本集團管理層根據各分部的經營業績作出決策。由於本集團管理層並無定期審閱有關資料以分配資源及評估表現，故並無呈列分部資產及分部負債的分析。

於2024年9月30日及2024年3月31日，非流動資產全部位於香港。

截至2024年及2023年9月30日止六個月，並無客戶貢獻本集團收益10%或以上(持續經營業務)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

4. SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue and results by reportable and operating segments and geographical location for the six months ended 30 September 2024 and 30 September 2023 respectively as follows:

4. 分部資料(續)

截至2024年9月30日及2023年9月30日止六個月，按可呈報及經營分部以及地理位置劃分的本集團收益及業績分析如下：

		Continuing operations 持續經營業務	Discontinued operations 已終止經營業務	Total 總計
		Provision of catering services through restaurant operations (Hong Kong) 透過餐廳營運提供餐飲服務(香港)	Sales and processing of food 銷售及加工食品	
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
For the six months ended 30 September 2024	截至2024年9月30日止六個月			
Segment revenue	分部收益	11,963	2,256	14,219
Segment loss	分部虧損	(1,881)	(415)	(2,296)
Unallocated:	未分配：			
Central administrative costs and finance costs	中央行政費用及融資成本			(7,363)
Loss before tax	除稅前虧損			(9,659)
Income tax expenses	所得稅開支			-
Loss for the period	期內虧損			(9,659)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

4. SEGMENT INFORMATION (Continued) 4. 分部資料(續)

	Continuing operations 持續經營業務	Discontinued operations 已終止經營業務	
	Provision of catering services through restaurant operations (Hong Kong) 透過餐廳營運提供餐飲服務(香港)	Sales and processing of food 銷售及加工食品	Total 總計
	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
For the six months ended 30 September 2023	截至2023年9月30日止 六個月		
Segment revenue	分部收益		
Segment loss	分部虧損	10,132	13,695
Unallocated:	未分配:	(2,267)	(3,379)
Central administrative costs and finance costs	中央行政費用及 融資成本		(6,023)
Loss before tax	除稅前虧損		(9,402)
Income tax expenses	所得稅開支		-
Loss for the period	期內虧損		(9,402)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment loss represents the loss earned by each segment without allocation of certain other income, central administrative costs (including directors' emoluments) and certain finance costs. This is the measure reported to the executive directors for the purposes of resource allocation and performance assessment.

營運分部的會計政策與本集團的會計政策相同。分部虧損指各分部取得的虧損，並無分配若干其他收入、中央行政費用（包括董事酬金）及若干融資成本。此乃向執行董事匯報以分配資源及評估表現的衡量基準。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

5. OTHER REVENUE, OTHER GAIN AND LOSS 5. 其他收益、其他收益及虧損

		Six months ended 30 September	
		截至9月30日止六個月	
		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Continuing operations	持續經營業務		
Licensing income	許可收入	–	300
Gain on lease modification	租賃修訂收益	–	348
Bank interest income	銀行利息收入	–	1
Others	其他	5	–
		5	649

6. FINANCE COSTS 6. 融資成本

		Six months ended 30 September	
		截至9月30日止六個月	
		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Continuing operations	持續經營業務		
Interest on lease liabilities	租賃負債利息	158	175
Interest on other borrowings	其他借款利息	–	529
		158	704

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

7. LOSS BEFORE TAX

Loss before tax is arrived at after charging:

7. 除稅前虧損

除稅前虧損乃經扣除以下各項後達致：

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Continuing operations	持續經營業務		
Cost of inventories sold	已售存貨成本	4,383	3,296
Depreciation of property, plant and equipment	物業、廠房及設備折舊	860	1,871
Depreciation of right-of-use assets	使用權資產折舊	1,752	1,525
Employee benefit expenses (including directors' and chief executive's remuneration):	僱員福利開支(包括董事及行政總裁酬金)：		
- Salaries and allowances	- 薪金及津貼	6,290	6,016
- Staff benefits	- 員工福利	11	107
- Retirement benefit scheme contributions	- 退休福利計劃供款	135	165
		6,436	6,288

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

8. INCOME TAX EXPENSES

Hong Kong Profits Tax

Hong Kong profits tax is calculated at tiered rates of 8.25% (2023: 8.25%) on the first HK\$2.0 million and 16.5% (2023: 16.5%) for the remainder on the estimated assessable profits in Hong Kong.

No provision for Hong Kong profits tax has been made for the current and last period as the Group has no assessable profits arising in Hong Kong.

9. DISCONTINUED OPERATIONS

During the current interim period, the Group entered into a sale agreement to dispose of its 100% equity interests in Quick Success Holding Limited (“**Quick Success**”) that carried out all of the Group’s sales and processing of food operations. The purpose of the disposal is to generate cash for the expansion of the Group’s other businesses. The disposal was completed on 13 September 2024, on which date the Group lost control over Quick Success. The Group’s sales and food processing operations are treated as discontinued operations (the “**Discontinued Operations**”).

The results of the Discontinued Operations for the current and last periods ended is set out as below. The comparative figures in the unaudited condensed consolidated statement of profit or loss and other comprehensive income/statement of profit or loss have been restated to re-present the Discontinued Operations.

8. 所得稅開支

香港利得稅

香港的估計應課稅溢利首2.0百萬港元按8.25% (2023年：8.25%) 的稅率繳納香港利得稅，而餘下應課稅溢利則按16.5% (2023年：16.5%) 的稅率繳納香港利得稅。

由於本集團並無於香港產生應課稅溢利，故於本期間及上一期間並無作出香港利得稅撥備。

9. 已終止經營業務

於本中期期間，本集團訂立出售協議，出售其於速達控股有限公司（「速達」）的100%股權，速達負責本集團所有食品銷售及加工業務。出售事項的目的是賺取現金以擴展本集團的其他業務。出售事項已於2024年9月13日完成，本集團於該日失去對速達的控制權。本集團的銷售及食品加工業務被視為已終止經營業務（「已終止經營業務」）。

已終止經營業務於本期間及過往期間的業績載列如下。未經審核簡明綜合損益及其他全面收益表／損益表的比較數字已予以重列，以重新呈列已終止經營業務。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

9. DISCONTINUED OPERATIONS (Continued)

9. 已終止經營業務(續)

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	2,256	3,563
Cost of inventories sold	已售存貨成本	(2,137)	(2,950)
Gross profit	毛利	119	613
Depreciation	折舊	(31)	(1,001)
Property rentals and related expenses	物業租金及相關開支	(501)	(15)
Fuel and utility expenses	燃料及公用設施開支	-	(174)
Administrative expenses	行政開支	(2)	(530)
Finance costs	融資成本		
- interest on lease liabilities	-租賃負債利息	-	(5)
Loss before tax	除稅前虧損	(415)	(1,112)
Income tax expenses	所得稅開支	-	-
Loss for the period	期內虧損	(415)	(1,112)
Loss from the Discontinued Operation for the period attributable to:	以下各項應佔期內已終止經營業務之虧損：		
Owners of the Company	本公司擁有人	(415)	(1,112)
Non-controlling interests	非控股權益	-	-
		(415)	(1,112)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

9. DISCONTINUED OPERATIONS (Continued)

The loss per share information of the Discontinued Operations is as follows:

9. 已終止經營業務(續)

已終止經營業務之每股虧損資料如下：

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss per share for the Discontinued Operations	已終止經營業務之每股虧損	(0.00)	(0.02)
Basic (HK\$)	基本(港元)	(0.00)	(0.02)
Diluted (HK\$)	攤薄(港元)	(0.00)	(0.02)

The basic and diluted loss per share for the Discontinued Operations are calculated by dividing the loss for the period of the Discontinued Operations by the weighted average number of ordinary shares of basic loss per share computation and weighted average number of ordinary shares for diluted loss per share computation respectively.

已終止經營業務之每股基本及攤薄虧損乃按期內已終止經營業務虧損分別除以用於計算每股基本虧損之加權平均普通股數目及用於計算每股攤薄虧損之加權平均普通股數目計算。

10. DIVIDEND

The Board does not recommend the payment of dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: nil).

10. 股息

董事會不建議就截至2024年9月30日止六個月派付任何股息(截至2023年9月30日止六個月：無)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

11. LOSS PER SHARE

11. 每股虧損

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Continuing operations	持續經營業務		
Loss attributable to owners of the Company for the purpose of calculating basic and diluted loss per share	用於計算每股基本及攤薄虧損之本公司擁有人應佔虧損	(8,547)	(8,135)
		As at 30 September 於9月30日	
		2024 2024年 '000 千股 (Unaudited) (未經審核)	2023 2023年 '000 千股 (Unaudited) (未經審核)
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share (Note)	用於計算每股基本及攤薄虧損之加權平均普通股數目(附註)	111,972	61,866

Note:

The weighted average number of ordinary shares for the period ended 30 September 2023 have been adjusted for the share consolidation and the rights issue completed on 20 July 2022 and 14 June 2023, respectively.

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

附註：

截至2023年9月30日止期間的加權平均普通股數目已就分別於2022年7月20日及2023年6月14日完成的股份合併及供股作出調整。

由於概無潛在攤薄已發行普通股，故每股攤薄虧損與每股基本虧損相同。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2024, the Group acquired property, plant and equipment of approximately HK\$2.3 million (six months ended 30 September 2023: HK\$5.0 million).

13. TRADE RECEIVABLES

The following is an aging analysis of trade receivables, presented based on the invoice dates, which approximates the respective revenue recognition dates and net of allowance for doubtful debts:

12. 物業、廠房及設備

於截至2024年9月30日止六個月，本集團購入物業、廠房及設備約2.3百萬港元(截至2023年9月30日止六個月：5.0百萬港元)。

13. 貿易應收款項

以下為按發票日期(與相關收益確認日期相近)呈列的貿易應收款項(扣除呆賬撥備)賬齡分析：

		As at 30 September 2024 於2024年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於2024年 3月31日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	531	208
31-60 days	31至60日	-	-
61-90 days	61至90日	-	1,732
90-180 days	90至180日	-	17
Over 180 days	超過180日	-	9
		531	1,966

Trade receivables are neither past due nor impaired, with good credit quality and have no default of payment in the past.

貿易應收款項並無逾期或減值，且信貸質素良好及過往無拖欠記錄。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

14. TRADE PAYABLES

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

14. 貿易應付款項

以下為按發票日期呈列的貿易應付款項賬齡分析：

		As at 30 September 2024 於2024年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於2024年 3月31日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	2,766	1
31-60 days	31至60日	-	-
61-90 days	61至90日	-	-
Over 90 days	超過90日	-	1,441
		2,766	1,442

The average credit period granted by suppliers are between 30 days and 90 days.

供應商授予的平均信貸期為30日至90日之間。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

15. SHARE CAPITAL

15. 股本

	No. of shares	Amount
	股份數目	金額
	'000	HK\$'000
	千股	千港元

Ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股

Authorised:	法定：		
At 1 April 2024 and 30 September 2024	於2024年4月1日及 2024年9月30日	10,000,000	100,000

	No. of shares (Approximate)	Amount (Approximate)
	股份數目 (概約)	金額 (概約)
	'000	HK\$'000
	千股	千港元

Issued and fully paid:	已發行及繳足：		
At 31 March 2024, 1 April 2024 and 30 September 2024	於2024年3月31日、 2024年4月1日及 2024年9月30日	111,972	1,120

16. DISPOSAL OF SUBSIDIARIES

16. 出售附屬公司

- (a) On 29 August 2024, the Group disposed of its 100% equity interests in Goldy Glory Limited (“**Goldy Glory**”), an indirect wholly-owned subsidiary, to an independent third party at a cash consideration of HK\$200,000. The disposal was completed on 29 August 2024.

Details of the consideration received for the disposal of Goldy Glory and the assets and liabilities of Goldy Glory at the date of disposal are summarised as follows:

- (a) 於2024年8月29日，本集團向一名獨立第三方出售其於一間間接全資附屬公司金榮輝有限公司（「**金榮輝**」）之100%股權，現金代價為200,000港元。出售事項已於2024年8月29日完成。

出售金榮輝所收代價及金榮輝於出售日期之資產及負債詳情概述如下：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

16. DISPOSAL OF SUBSIDIARIES (Continued)

(a) (Continued)

16. 出售附屬公司(續)

(a) (續)

		HK\$'000 千港元 (Unaudited) (未經審核)
Consideration received, satisfied by:	已收代價，由以下方式支付：	
Cash received	已收現金	200
Net assets disposed of:	出售的資產淨值：	
Property, plant and equipment	物業、廠房及設備	475
Right-of-use assets	使用權資產	1,021
Non-current deposits	非即期按金	335
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	6
Cash and bank balances	現金及銀行結餘	266
Accruals and other payables	應計費用及其他應付款項	(309)
Lease liabilities	租賃負債	(1,044)
Other borrowing	其他借款	(500)
Net assets at the date of disposal	於出售日期之資產淨值	250
Consideration	代價	(200)
Loss on disposal of Goldy Glory	出售金榮輝之虧損	50
Net cash outflows on disposal of Goldy Glory	出售金榮輝之現金流出淨額	
Cash consideration received	已收現金代價	200
Less: Cash and bank balances disposed of	減：出售的現金及銀行結餘	(266)
		(66)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

16. DISPOSAL OF SUBSIDIARIES (Continued)

- (b) On 13 September 2024, the Group disposed of its 100% equity interests in Quick Success, an indirect wholly-owned subsidiary, to an independent third party at a cash consideration of HK\$1,070,000. Quick Success principally engaged in food processing business in Hong Kong which was classified as the Discontinued Operations. For details, please refer to note 9 to the condensed consolidated financial statements. The disposal of Quick Success was completed on 13 September 2024.

Details of the consideration received for the disposal of Quick Success and the assets and liabilities of Quick Success at the date of disposal are summarised as follows:

16. 出售附屬公司(續)

- (b) 於2024年9月13日，本集團向一名獨立第三方出售其於一間間接全資附屬公司速達之100%股權，現金代價為1,070,000港元。速達主要於香港從事食品加工業務(被分類為已終止經營業務)。有關詳情，請參閱簡明綜合財務報表附註9。速達的出售已於2024年9月13日完成。

出售速達所收代價及速達於出售日期之資產及負債詳情概述如下：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

16. DISPOSAL OF SUBSIDIARIES (Continued)

(b) (Continued)

16. 出售附屬公司(續)

(b) (續)

		HK\$'000 千港元 (Unaudited) (未經審核)
Consideration received, satisfied by:	已收代價，由以下方式支付：	
Cash received	已收現金	1,070
Net assets disposed of:	出售的資產淨值：	
Property, plant and equipment	物業、廠房及設備	143
Trade receivables	貿易應收款項	1,411
Deposits, prepayments and other receivables	按金、預付款項及 其他應收款項	302
Amount due from a related company	應收一間關聯公司款項	1,200
Bank overdrafts	銀行透支	(243)
Trade payables	貿易應付款項	(1,437)
Accruals and other payables	應計費用及其他應付款項	(120)
Lease liabilities	租賃負債	(212)
Net assets at the date of disposal	於出售日期之資產淨值	1,044
Consideration	代價	(1,070)
Gain on disposal of Quick Success	出售速達之收益	(26)
Net cash inflows on disposal of Quick Success	出售速達之現金流入淨額	
Cash consideration received	已收現金代價	1,070
Less: Bank overdrafts disposed of	減：出售的銀行透支	243
		1,313

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

17. EVENT AFTER THE REPORTING PERIOD

(a) Disposal of a subsidiary

On 14 October 2024, the Group disposed of its 100% equity interests in Smart Sky Enterprises Limited (“**Smart Sky**”), an indirect wholly-owned subsidiary, which mainly holds 54.17% equity interests in Character Creative Asia Limited (“**Character Creative**”), to an independent third party at a cash consideration of HK\$1. Both Smart Sky and Character Creative (collectively as the “**Smart Sky Group**”) are currently inactive. The disposal of Smart Sky Group will enable the Directors delegate more effort on the active restaurant operations and save maintenance cost on inactive companies. For details, please refer to the announcement of the Company dated 14 October 2024.

(b) Change of company name

On 30 September 2024, the Board proposed to change the dual foreign name in Chinese of the Company from “國茂控股有限公司” to “漢諾佳池控股有限公司” (the “**Change of Company Name**”). The English name of the Company will remain unchanged. The Board considered that the Change of Company Name will provide the Company with a new corporate image which will enable the Company to capture potential business opportunities for its future development and is in the best interests of the Company and the shareholders of the Company (“**Shareholders**”) as a whole.

17. 報告期後事項

(a) 出售一間附屬公司

於2024年10月14日，本集團向一名獨立第三方出售其於一間間接全資附屬公司俊天企業有限公司（「俊天」，其主要持有創德亞洲有限公司（「創德」）54.17%股權）之100%股權，現金代價為1港元。俊天及創德（統稱「俊天集團」）目前均處於不活動狀態。出售俊天集團將讓董事將更多精力集中於活躍的餐廳營運，並節省不活動公司的維護成本。有關詳情，請參閱本公司日期為2024年10月14日之公告。

(b) 更改公司名稱

於2024年9月30日，董事會建議將本公司之中文雙重外文名稱由「國茂控股有限公司」更改為「漢諾佳池控股有限公司」（「更改公司名稱」）。本公司之英文名稱將維持不變。董事會認為更改公司名稱將為本公司帶來全新企業形象，其將為本公司之未來發展捕捉潛在商機及符合本公司及本公司股東（「股東」）之整體最佳利益。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2024 截至2024年9月30日止六個月

17. EVENT AFTER THE REPORTING PERIOD (Continued)

(b) Change of company name (Continued)

Subsequent to the passing of the special resolution in relation to the Change of Company Name by the Shareholders at the extraordinary general meeting (the “EGM”) on 30 October 2024, the Registrar of Companies in Cayman Islands had approved the change of dual foreign name in Chinese of the Company from “國茂控股有限公司” to “漢諾佳池控股有限公司”, and the new dual foreign name in Chinese of the Company has been entered into the register of companies maintained by the Registrar of Companies in Cayman Islands in place of the former dual foreign name in Chinese of the Company with effect from 31 October 2024. The English name of the Company will remain unchanged as “CBK Holdings Limited”. The Change of Company Name has become effective from 31 October 2024.

The Chinese stock short name of the Company for trading in the Shares on the Stock Exchange will be changed from “國茂控股” to “漢諾佳池” with effect from 9:00 a.m. on 2 December 2024. The Shares remain being traded on the Stock Exchange under the existing English stock short name.

For details, please refer to the announcement of the Company dated 30 September 2024, the circular of the Company dated 14 October 2024, the announcement of the Company dated 30 October 2024 in relation to the poll results of the EGM dated 30 October 2024, and the announcement of the Company dated 25 November 2024.

17. 報告期後事項(續)

(b) 更改公司名稱(續)

股東於2024年10月30日舉行之股東特別大會(「股東特別大會」)上通過有關更改公司名稱之特別決議案後，開曼群島公司註冊處處長已批准本公司中文雙重外文名稱由「國茂控股有限公司」更改為「漢諾佳池控股有限公司」，及本公司新中文雙重外文名稱已記入開曼群島公司註冊處處長存置之公司登記冊以取代本公司前中文雙重外文名稱，自2024年10月31日起生效。本公司之英文名稱「CBK Holdings Limited」將維持不變。更改公司名稱自2024年10月31日起生效。

本公司於聯交所買賣股份之中文股份簡稱將由「國茂控股」更改為「漢諾佳池」，自2024年12月2日上午九時正起生效。股份以現時英文股份簡稱繼續於聯交所買賣。

有關詳情，請參閱本公司日期為2024年9月30日之公告、本公司日期為2024年10月14日之通函、本公司日期為2024年10月30日之公告(內容有關日期為2024年10月30日之股東特別大會投票表決結果)及本公司日期為2024年11月25日之公告。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND PROSPECT

For the six months ended 30 September 2024, the global economy was still in a stage of gradual recovery, but the overall situation remained complex and changeable, with many uncertain factors. Although the severe impact period brought by the COVID-19 pandemic has passed, the aftermath of the pandemic and the adjustment of the world economic structure still affected the catering industry pattern where the Company is located to a certain extent. Consumer confidence and behavior were in a state of dynamic change, which was both a challenge and an opportunity for the Company's business operations.

On 29 April 2024, the Group as lessee and an independent third party as lessor entered into a provisional tenancy agreement in respect of the lease of a site in Causeway Bay for a term of three years commencing from 1 July 2024 to 30 June 2027 with an option to renew for a further three years. The Group carried out this leasing transaction with the aim of adapting to market changes. The Group originally planned to open a new restaurant in Yau Tsim Mong to offer Japanese style cuisine. However, as the identified premises in Yau Tsim Mong were leased out and the management of the Company has considered the macro-economic situation and competitive advantages of the Company and believed that Chinese cuisine has more potential in the local market. Therefore, the site in Causeway Bay has been leased to carry out the Chinese cuisine business, providing customers with diversified catering choices and further enhancing the Company's competitiveness and market share in the catering service market.

業務回顧及前景

截至2024年9月30日止六個月，全球經濟仍處於逐步復甦階段，但整體形勢依舊複雜多變，存在諸多不確定性因素。儘管已度過新冠疫情帶來的嚴峻衝擊時期，但疫情的後續餘波以及世界經濟結構調整等仍在一定程度上影響本公司所處的餐飲行業格局。消費者消費信心和行為處於動態變化之中，對本公司的業務運營既是挑戰也是機遇。

於2024年4月29日，本集團（作為承租人）與獨立第三方（作為出租人）就租賃銅鑼灣場地訂立臨時租賃協議，自2024年7月1日起至2027年6月30日止為期三年，可選擇進一步續租三年。本集團進行此項租賃交易，旨在適應市場變化。本集團原計劃於油尖旺開設新餐廳，以提供日式料理。然而，位於油尖旺的已識別物業已租出，而本公司管理層考慮到宏觀經濟形勢及本身競爭優勢，認為中式料理在本地市場更具潛力。因此，租賃銅鑼灣場地用於開展中式料理業務，為顧客提供多元化餐飲選擇，進一步提升本公司的餐飲服務市場的競爭力 and 市場份額。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND PROSPECT (Continued)

On 29 August 2024, the Group disposed of its 100% equity interests in Goldy Glory Limited, an indirect wholly-owned subsidiary, to an independent third party at a cash consideration of HK\$200,000. Goldy Glory Limited is mainly holding the right-of-use assets and lease liabilities in relation to a leased office premise previously used as the Company's principal place of business in Hong Kong. The disposal of Goldy Glory Limited will generate cost saving effect to the Group and reduce future monthly cash outflow.

On 13 September 2024, the Group disposed of its 100% equity interests in Quick Success Holding Limited ("**Quick Success**"), an indirect wholly-owned subsidiary, to an independent third party at a cash consideration of HK\$1,070,000. Quick Success principally engaged in food processing business in Hong Kong. Quick Success was disposed after the Directors' careful evaluation of the cost of resources spent and the return obtained from Quick Success. After the disposal of Quick Success, the Group no longer engaged in food processing business. The Group will focus on carrying out its restaurant operations and actively solicit any opportunities on expansion of its catering service business. For details, please refer to note 9 to the condensed consolidated financial statements.

業務回顧及前景(續)

於2024年8月29日，本集團以現金代價200,000港元向一名獨立第三方出售其於金榮輝有限公司(一家間接全資附屬公司)之100%股權。金榮輝有限公司主要持有先前用作本公司香港主要營業地點的租賃辦公室物業的使用權資產及租賃負債。出售金榮輝有限公司將會節約本集團的成本，降低未來每月現金流出。

於2024年9月13日，本集團以現金代價1,070,000港元向一名獨立第三方出售其於速達控股有限公司(「速達」，一家間接全資附屬公司)之100%股權。速達主要於香港從事食品加工業務。速達於董事審慎評估所花費資源成本及自速達獲取的回報後被出售。於出售速達後，本集團將不再從事食品加工業務。本集團將專注於餐廳營運，並積極尋求任何擴展餐飲服務業務的機會。有關詳情，請參閱簡明綜合財務報表附註9。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND PROSPECT (Continued)

Going forward, the Group will strive to continuously create a better dining experience by designing and offering more and different cuisines to provide customers with a comprehensive and high-quality dining experience.

The Group will also make consistent efforts to determine the root causes for the less-than-expected operating performance of certain restaurants and operations and exert every effort to improve and optimise the situation. The management will consider any potential opportunities to cut loss and continue to strive to control the rising operating cost on manpower, utilities and food.

As at 30 September 2024, the Group had operated one Korean BBQ and hotpot restaurant under the brand “一韓燒” at San Po Kong, one Japanese hotpot restaurant under the brand “鮮入圍煮” at Whampoa and one Chinese cuisine restaurant at Causeway Bay.

業務回顧及前景(續)

展望未來，本集團將致力於不斷透過設計及提供更多不同菜餚創造更好的用餐體驗，為顧客提供全面及優質用餐體驗。

本集團亦將持續努力找出若干餐廳及業務的經營業績不及預期的根本原因，並盡一切努力改善及優化該狀況。管理層將考慮任何減少虧損的潛在機會及竭盡全力在人力資源、設施及食品方面控制不斷攀升的經營成本。

於2024年9月30日，本集團以品牌「一韓燒」在新蒲崗經營一間韓式燒烤及火鍋餐廳、以品牌「鮮入圍煮」在黃埔經營一間日式火鍋餐廳以及在銅鑼灣經營一間中式料理餐廳。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Continuing Operations

Revenue

Our revenue for the six months ended 30 September 2024 slightly increased by approximately HK\$1.9 million to approximately HK\$12.0 million (six months ended 30 September 2023: approximately HK\$10.1 million).

Cost of inventories sold

Our cost of inventories sold for the six months ended 30 September 2024 is approximately HK\$4.4 million (six months ended 30 September 2023: approximately HK\$3.3 million).

The cost of inventories sold of catering service as a percentage of revenue of catering service increased by approximately 4.1% to approximately 36.6% for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately 32.5%).

Gross profit and gross profit margin

Our gross profit for the six months ended 30 September 2024 increased by approximately HK\$0.8 million to approximately HK\$7.6 million (six months ended 30 September 2023: approximately HK\$6.8 million).

The gross profit margin for the six months ended 30 September 2024 slightly decreased to 63.4% (six months ended 30 September 2023: approximately 67.5%).

財務回顧

持續經營業務

收益

我們的收益於截至2024年9月30日止六個月略微增加約1.9百萬港元至約12.0百萬港元(截至2023年9月30日止六個月：約10.1百萬港元)。

已售存貨成本

截至2024年9月30日止六個月的已售存貨成本約為4.4百萬港元(截至2023年9月30日止六個月：約3.3百萬港元)。

截至2024年9月30日止六個月，餐飲服務已售存貨成本佔餐飲服務收益百分比增加約4.1%至約36.6%(截至2023年9月30日止六個月：約32.5%)。

毛利及毛利率

截至2024年9月30日止六個月的毛利增加約0.8百萬港元至約7.6百萬港元(截至2023年9月30日止六個月：約6.8百萬港元)。

截至2024年9月30日止六個月的毛利率略微減少至63.4%(截至2023年9月30日止六個月：約67.5%)。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Other revenue, other gain and loss

Our other revenue, other gain and loss decreased by approximately HK\$644,000 to approximately HK\$5,000 for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$649,000). The decrease was primarily due to the no licensing income and no gain on lease modification in the current period.

Employee benefit expenses

Our employee benefit expenses for the six months ended 30 September 2024 increased by approximately HK\$0.1 million to approximately HK\$6.4 million (six months ended 30 September 2023: approximately HK\$6.3 million). The slight increase in the staff costs of catering service was mainly due to the difficulties on retaining and recruiting staff with experiences on food and beverages industry.

Depreciation

Our depreciation for the six months ended 30 September 2024 decreased by approximately HK\$0.8 million to approximately HK\$2.6 million (six months ended 30 September 2023: approximately HK\$3.4 million).

Property rentals and related expenses

Our property rentals and related expenses decreased by approximately HK\$0.3 million to approximately HK\$0.7 million for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$1.0 million).

財務回顧(續)

其他收益、其他收入及虧損

截至2024年9月30日止六個月的其他收益、其他收入及虧損減少約644,000港元至約5,000港元(截至2023年9月30日止六個月:約649,000港元)。減少乃主要由於本期間並無許可收入亦無租賃修訂收益。

僱員福利開支

截至2024年9月30日止六個月的僱員福利開支增加約0.1百萬港元至約6.4百萬港元(截至2023年9月30日止六個月:約6.3百萬港元)。餐飲服務的員工成本略微增加主要由於挽留及招聘有餐飲業經驗的員工困難重重所致。

折舊

截至2024年9月30日止六個月的折舊減少約0.8百萬港元至約2.6百萬港元(截至2023年9月30日止六個月:約3.4百萬港元)。

物業租金及相關開支

截至2024年9月30日止六個月的物業租金及相關開支減少約0.3百萬港元至約0.7百萬港元(截至2023年9月30日止六個月:約1.0百萬港元)。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Fuel and utility expenses

Our fuel and utility expenses was stable at HK\$0.7 million for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$0.6 million).

Administrative expenses

Our administrative expenses for the six months ended 30 September 2024 increased by approximately HK\$2.2 million to approximately HK\$6.2 million (six months ended 30 September 2023: approximately HK\$4.0 million). The increase was mainly due to the increase in marketing and advertising expenses of approximately HK\$2.1 million during the current period.

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

As a result of the cumulative effect of the above factors, the Group had loss and total comprehensive loss for the six months ended 30 September 2024 attributable to owners of our Company is approximately HK\$9.0 million (six months ended 30 September 2023: approximately HK\$9.3 million).

FOREIGN CURRENCY EXPOSURE

During the six months ended 30 September 2024, most of the transactions of the Group are denominated in HK\$. The Group is not exposed to significant foreign exchange exposure.

CAPITAL COMMITMENTS

As at 30 September 2024, the Group did not have any material capital commitments (As at 31 March 2024, the Group had capital commitments of approximately HK\$4.2 million).

財務回顧(續)

燃料及公用設施開支

截至2024年9月30日止六個月的燃料及公用設施開支保持穩定，為0.7百萬港元(截至2023年9月30日止六個月：約0.6百萬港元)。

行政開支

截至2024年9月30日止六個月的行政開支增加約2.2百萬港元至約6.2百萬港元(截至2023年9月30日止六個月：約4.0百萬港元)。增加主要由於本期間的營銷及推廣開支增加約2.1百萬港元所致。

本公司擁有人應佔期內虧損及全面虧損總額

由於上述因素的累積影響，本集團截至2024年9月30日止六個月的本公司擁有人應佔虧損及全面虧損總額約為9.0百萬港元(截至2023年9月30日止六個月：約9.3百萬港元)。

外幣風險

截至2024年9月30日止六個月，本集團大部分交易以港元計值。本集團並無面臨任何重大外匯風險。

資本承擔

於2024年9月30日，本集團並無任何重大資本承擔(於2024年3月31日，本集團的資本承擔約4.2百萬港元)。

Management Discussion and Analysis

管理層討論與分析

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The capital of the Group comprised only ordinary shares. As at 30 September 2024, the total number of issued shares of the Company was 111,971,512. Detail of the movements in the Company's share capital are set out in note 15 to the condensed consolidated financial statements for the financial period.

As at 30 September 2024, the Group's borrowings comprised (i) lease liabilities of approximately HK\$5.8 million (31 March 2024: HK\$4.6 million); (ii) a borrowing of principal amount of approximately HK\$1.2 million (31 March 2024: nil); and (iii) a bond of principal amount of approximately HK\$1.0 million (31 March 2024: nil). The borrowing was unsecured and non-interest-bearing. The bond was unsecured, unguaranteed, carried coupon interest rate at 7.5% p.a. and will be matured in February 2025. The Group's gearing ratio, calculated by dividing total liabilities by total assets, was approximately 112.1% (31 March 2024: 62.4%). The increase in gearing ratio is mainly resulted from the increase in amount due to non-controlling interests and interest-bearing borrowings at the period end date.

資本架構、流動資金及財務資源

本集團的股本僅由普通股組成。於2024年9月30日，本公司的已發行股份總數為111,971,512股。本公司之股本變動詳情載於本財政期間的簡明綜合財務報表附註15。

於2024年9月30日，本集團之借款包括(i)租賃負債約5.8百萬港元(2024年3月31日：4.6百萬港元)；(ii)本金額約1.2百萬港元(2024年3月31日：無)的借款；及(iii)本金額約1.0百萬港元(2024年3月31日：無)的債券。借款為無抵押及不計息。債券為無抵押、無擔保及按票面年利率7.5%計息，且將於2025年2月到期。本集團之負債比率(按負債總額除以資產總值計算)約為112.1%(2024年3月31日：62.4%)。負債比率增加主要由於期末當日應付非控股權益款項及計息借款增加所致。

Management Discussion and Analysis

管理層討論與分析

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES (Continued)

As at 30 September 2024, current assets amounted to approximately HK\$4.5 million (as at 31 March 2024: approximately HK\$12.3 million) of which approximately HK\$2.4 million (as at 31 March 2024: approximately HK\$7.8 million) was cash and cash equivalents and approximately HK\$2.1 million (as at 31 March 2024: approximately HK\$4.5 million) was trade receivables, and deposits, prepayments and other receivables. Current liabilities amounted to approximately HK\$14.7 million as at 30 September 2024 (as at 31 March 2024: approximately HK\$12.0 million), of which approximately HK\$9.5 million was trade payables, accruals and other payables and amount due to a non-controlling interest (as at 31 March 2024: approximately HK\$8.2 million) and approximately HK\$5.2 million was lease liabilities and interest-bearing borrowings (as at 31 March 2024: approximately HK\$3.8 million).

As at 30 September 2024, the Group's current ratio and quick ratio were 0.30 and 0.30 respectively (as at 31 March 2024: 1.03 and 1.03 respectively).

CONTINGENT LIABILITIES

As at 30 September 2024, the Group did not have any material contingent liabilities (31 March 2024: nil).

PLEDGE OF ASSETS

As at 30 September 2024, the Group did not have any mortgage or charge over its assets liabilities (31 March 2024: nil).

資本架構、流動資金及財務資源 (續)

於2024年9月30日，流動資產約為4.5百萬港元(於2024年3月31日：約12.3百萬港元)，其中約2.4百萬港元(於2024年3月31日：約7.8百萬港元)為現金及現金等價物及約2.1百萬港元(於2024年3月31日：約4.5百萬港元)為貿易應收款項以及按金、預付款項及其他應收款項。於2024年9月30日的流動負債約為14.7百萬港元(於2024年3月31日：約12.0百萬港元)，其中約9.5百萬港元為貿易應付款項、應計費用及其他應付款項及應付非控股權益款項(於2024年3月31日：約8.2百萬港元)及約5.2百萬港元為租賃負債及計息借款(於2024年3月31日：約3.8百萬港元)。

於2024年9月30日，本集團的流動比率及速動比率分別為0.30及0.30(於2024年3月31日：分別為1.03及1.03)。

或然負債

於2024年9月30日，本集團並無任何重大或然負債(2024年3月31日：無)。

資產抵押

於2024年9月30日，本集團並無將其資產負債作任何按揭或抵押(2024年3月31日：無)。

Management Discussion and Analysis

管理層討論與分析

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

As at 30 September 2024, the Company did not have any significant investments, material acquisitions and disposals of subsidiaries and associated companies.

EMPLOYEES AND REMUNERATION POLICIES

Our employee's remuneration is determined with reference to market terms and in accordance with the performance, qualification and experience of each individual employee. Discretionary bonuses, based on each individual employee's performance, are paid to employees as recognition and in reward for their contributions. Other fringe benefits such as medical insurance, retirement benefits and other allowances are offered to all our employees.

重大投資、重大收購及出售附屬公司及聯屬公司

於2024年9月30日，本公司並無任何重大投資、重大收購及出售附屬公司及聯營公司。

僱員及薪酬政策

本集團僱員薪酬乃經參考市場條款，以及按個別僱員的表現、資歷及經驗而釐定。僱員根據個別僱員表現獲發酌情花紅，以表揚及獎勵彼等的貢獻。本集團亦向所有僱員提供其他附加福利，例如醫療保險、退休福利及其他津貼。

Management Discussion and Analysis

管理層討論與分析

EVENTS AFTER THE REPORTING PERIOD

Disposal of a subsidiary

On 14 October 2024, the Group disposed of its 100% equity interests in Smart Sky Enterprises Limited (“**Smart Sky**”), an indirect wholly-owned subsidiary, which mainly holds 54.17% equity interests in Character Creative Asia Limited (“**Character Creative**”), to an independent third party at a cash consideration of HK\$1. Both Smart Sky and Character Creative (collectively as the “**Smart Sky Group**”) are currently inactive. The disposal of Smart Sky Group will enable the Directors delegate more effort on the active restaurant operations and save maintenance cost on inactive companies. For details, please refer to the announcement of the Company dated 14 October 2024.

Change of company name

On 30 September 2024, the Board proposed to change the dual foreign name in Chinese of the Company from “國茂控股有限公司” to “漢諾佳池控股有限公司” (the “**Change of Company Name**”). The English name of the Company will remain unchanged. The Board considered that the Change of Company Name will provide the Company with a new corporate image which will enable the Company to capture potential business opportunities for its future development and is in the best interests of the Company and the shareholders of the Company (“**Shareholders**”) as a whole.

報告期後事項

出售一間附屬公司

於2024年10月14日，本集團向一名獨立第三方出售其於一間間接全資附屬公司俊天企業有限公司(「**俊天**」，其主要持有創德亞洲有限公司(「**創德**」)54.17%股權)之100%股權，現金代價為1港元。俊天及創德(統稱「**俊天集團**」)目前均處於不活動狀態。出售俊天集團將讓董事將更多精力集中於活躍的餐廳營運，並節省不活動公司的維護成本。有關詳情，請參閱本公司日期為2024年10月14日之公告。

更改公司名稱

於2024年9月30日，董事會建議將本公司之中文雙重外文名稱由「國茂控股有限公司」更改為「漢諾佳池控股有限公司」(「**更改公司名稱**」)。本公司之英文名稱將維持不變。董事會認為更改公司名稱將為本公司帶來全新企業形象，其將為本公司之未來發展捕捉潛在商機及符合本公司及本公司股東(「**股東**」)之整體最佳利益。

Management Discussion and Analysis

管理層討論與分析

EVENTS AFTER THE REPORTING PERIOD (Continued)

Subsequent to the passing of the special resolution in relation to the Change of Company Name by the Shareholders at the extraordinary general meeting (the “EGM”) on 30 October 2024, the Registrar of Companies in Cayman Islands had approved the change of dual foreign name in Chinese of the Company from “國茂控股有限公司” to “漢諾佳池控股有限公司”, and the new dual foreign name in Chinese of the Company has been entered into the register of companies maintained by the Registrar of Companies in Cayman Islands in place of the former dual foreign name in Chinese of the Company with effect from 31 October 2024. The English name of the Company will remain unchanged as “CBK Holdings Limited”. The Change of Company Name has become effective from 31 October 2024.

The Chinese stock short name of the Company for trading in the Shares on the Stock Exchange will be changed from “國茂控股” to “漢諾佳池” with effect from 9:00 a.m. on 2 December 2024. The Shares remain being traded on the Stock Exchange under the existing English stock short name.

For details, please refer to the announcement of the Company dated 30 September 2024, the circular of the Company dated 14 October 2024, the announcement of the Company dated 30 October 2024 in relation to the poll results of the EGM dated 30 October 2024, and the announcement of the Company dated 25 November 2024.

Save as disclosed above, there are no material events undertaken by the Company or the Group subsequent to 30 September 2024 and up to the date of this report.

報告期後事項(續)

股東於2024年10月30日舉行之股東特別大會(「股東特別大會」)上通過有關更改公司名稱之特別決議案後，開曼群島公司註冊處處長已批准本公司中文雙重外文名稱由「國茂控股有限公司」更改為「漢諾佳池控股有限公司」，及本公司新中文雙重外文名稱已記入開曼群島公司註冊處處長存置之公司登記冊以取代本公司前中文雙重外文名稱，自2024年10月31日起生效。本公司之英文名稱「CBK Holdings Limited」將維持不變。更改公司名稱自2024年10月31日起生效。

本公司於聯交所買賣股份之中文股份簡稱將由「國茂控股」更改為「漢諾佳池」，自2024年12月2日上午九時正起生效。股份以現時英文股份簡稱繼續於聯交所買賣。

有關詳情，請參閱本公司日期為2024年9月30日之公告、本公司日期為2024年10月14日之通函、本公司日期為2024年10月30日之公告(內容有關日期為2024年10月30日之股東特別大會投票表決結果)及本公司日期為2024年11月25日之公告。

除上文所披露者外，於2024年9月30日後及直至本報告日期，本公司或本集團並無重大事項。

Other Information

其他資料

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

The interests of the directors in the share options of the Company are detailed in the “SHARE OPTION” stated below.

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

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

董事於本公司購股權中的權益詳情載於下文所述之「購股權」。

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

Other Information

其他資料

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

So far as the Directors are aware of, as at the date of this report, the following persons/entities (other than Directors and chief executive of the Company) had interests or short positions in the shares and underlying shares, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO (the “**Substantial Shareholders’ Register**”), or who were directly or indirectly interested in 5% or more of the issued voting shares of the Company:

主要股東於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

據董事所知，於本報告日期，下列人士／實體（本公司董事及最高行政人員除外）於股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或記錄於根據證券及期貨條例第336條須存置的本公司登記冊（「**主要股東登記冊**」）的權益或淡倉，或直接或間接於本公司具表決權已發行股份中擁有5%或以上的權益：

Long positions in the ordinary shares of the Company

本公司普通股的好倉

Name of substantial shareholders	Capacity/Nature of interest	Number of issued ordinary shares held	Approximate percentage of the issued share capital of the Company (Note 1) 本公司已發行股本的 概約百分比 (附註1)
主要股東姓名	身份／權益性質	持有的已發行 普通股數目	
Mr. Wu Rong*	Beneficial owner	28,860,000 (Note 1)	25.77%
吳榮先生*	實益擁有人	28,860,000(附註1)	25.77%
Mr. Zhou Lei*	Beneficial owner	15,110,000 (Note 1)	13.49%
周雷先生*	實益擁有人	15,110,000(附註1)	13.49%

Other Information

其他資料

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

Long positions in the ordinary shares of the Company (Continued)

Note:

1. The percentage is calculated based on 111,971,512 Shares in issue as at the date of this report.

* *English name is for identification purpose only.*

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

COMPETING BUSINESS

None of the Directors or the controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) had an interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group or any other conflicts of interest which any such person has or may have with the Group during the six months ended 30 September 2024.

主要股東於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉(續)

本公司普通股的好倉(續)

附註：

1. 百分比乃按於本報告日期已發行股份111,971,512股計算。

除上文所披露者外，於本報告日期，董事並不知悉任何人士(本公司董事或最高行政人員除外)於股份或相關股份中擁有任何根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉或記錄於根據證券及期貨條例第336條須存置的主要股東登記冊的權益或淡倉。

競爭業務

本公司董事或控股股東或任何彼等各自之緊密聯繫人(定義見GEM上市規則)於截至2024年9月30日止六個月概無於對本集團業務構成或可能構成直接或間接競爭之任何業務中擁有權益，而任何該等人士與本集團之間亦不存在或可能存在于任何其他利益衝突。

Other Information

其他資料

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The issued shares of the Company were listed on GEM of the Stock Exchange on the Listing Date. Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company after the Listing Date and up to six months ended 30 September 2024.

CORPORATE GOVERNANCE CODE

For the six months ended 30 September 2024, the Directors consider that the Company has complied with the code provisions set out in the Corporate Governance Code (the “**CG Code**”) as set out in Part 2 of Appendix C1 to the GEM Listing Rules except for the following deviation from the Code provisions:

- Code provision C.2.1 stipulated that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The post of the chief executive of the Company has remained vacant since 23 November 2020 and as at the date of this report. The duties of chief executive have been performed by other executive Directors. As there is a clear division of responsibilities of each Director, the vacancy of the post of chief executive did not have any material impact on the operations of the Group. Nevertheless, the Board will review the current structure from time to time and if a candidate with suitable knowledge, skill and experience is identified, the Board will make an appointment to fill the post of chief executive as appropriate.

購買、出售或贖回上市證券

本公司已發行股份已於上市日期在聯交所GEM上市。於上市日期後至截至2024年9月30日止六個月，本公司及其任何附屬公司均無購買、出售或贖回任何本公司上市證券。

企業管治守則

截至2024年9月30日止六個月，董事認為本公司已遵守載於GEM上市規則附錄C1第二部分的企業管治守則（「**企業管治守則**」）所載守則條文，惟以下偏離守則條文的情況除外：

- 守則條文第C.2.1條規定，主席及行政總裁的角色應該予以分開，不應由同一人士擔任。自2020年11月23日以來及於本報告日期，本公司行政總裁的職位一直空缺。行政總裁的職責已由其他執行董事履行。由於各董事均明確職責分工，故行政總裁職位的空缺對本集團的運營並無產生任何重大影響。儘管如此，董事會將不時檢討目前的架構。倘物色到具有適當知識、技能及經驗的候選人，董事會將酌情作出委任，以填補行政總裁的職位。

Other Information

其他資料

DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, the Company confirms that the Directors have complied with such required standard of dealings and the Company's code of conduct regarding Directors' securities transactions for the six months ended 30 September 2024.

SHARE OPTION

Share option scheme

In accordance with Chapter 23 of GEM Listing Rules, the Company has refreshed the share option scheme conditionally adopted by the resolutions in writing of all the shareholders passed on 20 January 2017, as approved by the shareholders of the Company at the extraordinary general meeting held on 27 May 2022 ("**Share Option Scheme**").

董事進行證券交易

本公司採納有關董事進行證券交易之行為守則，其條款與GEM上市規則第5.48至5.67條所規定的交易標準同樣嚴謹。經向所有董事作出具體查詢，本公司確認董事於截至2024年9月30日止六個月一直遵守規定交易標準及本公司有關董事進行證券交易之行為守則。

購股權

購股權計劃

根據GEM上市規則第23章，經本公司股東於2022年5月27日舉行的股東特別大會上批准後，本公司已更新全體股東於2017年1月20日通過書面決議案有條件採納的購股權計劃（「**購股權計劃**」）。

Other Information

其他資料

SHARE OPTION (Continued)

Share option scheme (Continued)

The movements of the Company's Share Option Scheme during the six months ended 30 September 2024 are as follows:

購股權(續)

購股權計劃(續)

於截至2024年9月30日止六個月，本公司購股權計劃變動如下：

Name of Director	Position/capacity	Date of grant	Exercise price per share option (Note 1)	Exercise period	Number of share options		
					Number of share options as at 1 April 2024 (Note 1) 於2024年4月1日之購股權數目 (附註1)	cancelled during the period ended 30 September 2024 截至2024年9月30日止期間註銷之購股權數目	Number of share options as at 30 September 2024 於2024年9月30日之購股權數目
董事姓名	職位/職能	授出日期	每份購股權行使價 (附註1)	行使期	(附註1) 購股權數目	購股權數目	購股權數目
Mr. Chow Yik	Chairman and Executive Director	10.1.2022	HK\$3.954	10.1.2022-9.1.2032	224,455	-	224,455
周翊先生	主席兼執行董事	2022年1月10日	3.954港元	2022年1月10日至2032年1月9日	224,455	-	224,455
Mr. Tsui Wing Tak (Note 2)	Executive Director (resigned on 16 September 2024)	10.1.2022	HK\$3.954	10.1.2022-9.1.2032	224,454	-	224,454
徐永得先生 (附註2)	執行董事 (於2024年9月16日辭任)	2022年1月10日	3.954港元	2022年1月10日至2032年1月9日	224,454	-	224,454
					448,909	-	448,909

Notes:

附註：

- Following the share consolidation on 20 July 2022 and the Rights Issues completed on 13 June 2023, adjustments have been made to the exercise prices of the granted share options and the number of the granted share options.
- Mr. Tsui Wing Tak resigned as an executive Director of the Company on 16 September 2024. According to the principal terms of the Share Option Scheme, the 224,454 share options will be forfeited on 17 December 2024.

- 繼於2022年7月20日進行股份合併及供股於2023年6月13日完成後，已對已授出購股權的行使價及已授出購股權的數目作出調整。
- 徐永得先生於2024年9月16日辭任本公司執行董事。根據購股權計劃的主要條款，224,454份購股權將於2024年12月17日獲沒收。

Other Information

其他資料

SHARE OPTION (Continued)

Share option scheme (Continued)

Save as disclosed above, no share option lapsed or was granted, exercised or cancelled by the Company under the Share Option Scheme during the six months ended 30 September 2024 and there was no share option outstanding under the Share Option Scheme as at 30 September 2024.

AUDIT COMMITTEE

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

The Audit Committee currently consists of three independent non-executive Directors namely Mr. Wong Ching Wan, Mr. Tian Wuchun and Mr. Ding Junchen. The chairman of the Audit Committee is Mr. Wong Ching Wan, who has appropriate professional qualifications and experience in accounting matters.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2024 and is of the view that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

購股權(續)

購股權計劃(續)

除上文所披露者外，截至2024年9月30日止六個月內，概無購股權根據購股權計劃而失效或本公司概無根據購股權計劃授出、行使或註銷任何購股權，而於2024年9月30日，購股權計劃項下亦無尚未行使購股權。

審核委員會

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

審核委員會現時由三名獨立非執行董事組成，即王青雲先生、田務春先生及丁俊臣先生。審核委員會主席為王青雲先生，彼於會計事宜方面擁有適當專業資格及經驗。

審核委員會已審閱本集團截至2024年9月30日止六個月的未經審核簡明綜合財務報表，認為有關業績已遵守適用會計準則、GEM上市規則項下規定及其他適用法例規定，並已作出充足披露。

Other Information

其他資料

FORWARD LOOKING STATEMENTS

There can be no assurance that any forward-looking statements regarding the business development of the Group set out in this Management Discussion and Analysis or any of the matters set out therein are attainable, will actually occur or will be realised or are complete or accurate. Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and not to place undue reliance on the information disclosed herein. Any holder of securities or potential investor of the Company who is in doubt is advised to seek advice from professional advisors.

By order of the Board
CBK Holdings Limited
CHOW Yik
Chairman and Executive Director

Hong Kong, 28 November 2024

As of the date of this report, the executive Directors are Mr. Chow Yik, Mr. Chung Man Lai and Mr. Tang Chu Ming; and the independent non-executive Directors are Mr. Tian Wuchun, Mr. Wong Ching Wan and Mr. Ding Junchen.

This report will remain of the website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting. This report will also be published and remains on the website of the Company at <https://cbkholdings.etnet.com.hk>.

前瞻性陳述

概不保證本管理層討論與分析所載有關本集團業務發展之任何前瞻性陳述或本報告所載之任何事宜可獲達成、將會實際發生或將會實現或屬完整或準確。本公司股東及／或潛在投資者於買賣本公司證券時務請審慎行事，且不應過度依賴本報告所披露之資料。任何本公司證券持有人或潛在投資者如有疑問，務請尋求專業顧問之意見。

承董事會命
漢諾佳池控股有限公司
主席兼執行董事
周翊

香港，2024年11月28日

於本報告日期，執行董事為周翊先生、鍾文禮先生及鄧柱銘先生；以及獨立非執行董事為田務春先生、王青雲先生及丁俊臣先生。

本報告將自刊發日期起計最少一連七天載於聯交所網站 www.hkexnews.hk 的「最新上市公司公告」一頁，亦將刊載於本公司的網站 <https://cbkholdings.etnet.com.hk> 內。