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**XinXiang Era Group Company Limited**

**新享時代集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8519)**

**ANNOUNCEMENT OF ANNUAL RESULTS  
FOR THE YEAR ENDED 31 DECEMBER 2023**

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG  
LIMITED (THE “STOCK EXCHANGE”)**

**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 and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*This announcement, for which the directors (the “**Directors**”) of XinXiang Era Group Company 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 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.*

## ANNUAL RESULTS

The board of Directors (the “**Board**”) of the Company hereby announces the annual consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2023, together with the comparative figures for the year ended 31 December 2022 as follows, which are presented in Hong Kong dollars (“**HK\$**”):

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Revenue	4	278,542	217,005
Other income	5	1,427	14,422
Other gains and losses		(382)	2,163
Raw materials and consumables used		(74,120)	(60,672)
Staff costs		(103,204)	(91,866)
Depreciation		(28,878)	(34,250)
Property rentals and related expenses		(23,266)	(10,528)
Utility expenses		(7,664)	(6,037)
Advertising and promotion expenses		(8,872)	(8,705)
Other operating expenses		(29,395)	(30,703)
Finance costs	6	(2,926)	(3,185)
Share of results of associates		(551)	(307)
Impairment loss of property, plant and equipment		(3,991)	(5,314)
Impairment loss of right-of-use assets		(5,789)	(3,545)
Impairment loss on financial assets		(384)	(887)
<b>Loss before taxation</b>	7	<b>(9,453)</b>	(22,409)
Income tax credit/(expense)	8	2,835	(591)
<b>Loss for the year</b>		<b>(6,618)</b>	(23,000)
<b>Other comprehensive expense, that will not be reclassified subsequently to profit or loss:</b>			
Remeasurement of provision for long service payment		(127)	–
<b>Total comprehensive expense for the year</b>		<b>(6,745)</b>	(23,000)
<b>Loss for the year attribute to:</b>			
— Owners of the Company		(1,801)	(19,744)
— Non-controlling interests		(4,817)	(3,256)
		<b>(6,618)</b>	(23,000)
<b>Total comprehensive expense for the year attributable to:</b>			
— Owners of the Company		(1,923)	(19,744)
— Non-controlling interests		(4,822)	(3,256)
		<b>(6,745)</b>	(23,000)
<b>Loss per share</b>			(restated)
Basic and diluted (HK cents)	10	<b>(0.31)</b>	(3.40)

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
*AS AT 31 DECEMBER 2023*

	<i>Notes</i>	<b>2023</b> <i>HK\$'000</i>	2022 <i>HK\$'000</i>
<b>Non-current assets</b>			
Property, plant and equipment		7,542	20,364
Right-of-use assets		25,916	23,675
Investments in associates		–	1,317
Financial assets measured at fair value			
through profit or loss		1,131	3,147
Deferred tax assets		5,505	2,327
Deposits	<i>11</i>	12,569	14,107
Pledged bank deposits		5,000	5,000
		<u>57,663</u>	<u>69,937</u>
<b>Current assets</b>			
Inventories		6,027	6,283
Trade and other receivables, deposits and prepayments	<i>11</i>	12,430	9,656
Financial assets measured at fair value			
through profit or loss		–	1,783
Amounts due from related companies		1,065	747
Amounts due from associates		–	531
Current tax recoverable		114	279
Bank balances and cash		10,359	9,341
		<u>29,995</u>	<u>28,620</u>
<b>Current liabilities</b>			
Trade and other payables and accrued charges	<i>12</i>	33,068	33,883
Contract liabilities		4,608	4,962
Amounts due to related companies		2,227	2,399
Amount due to a director		4,105	939
Amount due to an associate		–	94
Bank borrowings	<i>13</i>	4,833	8,191
Current tax payable		816	648
Lease liabilities		20,443	26,126
Reinstatement provision		1,541	2,119
		<u>71,641</u>	<u>79,361</u>
<b>Net current liabilities</b>		<u>(41,646)</u>	<u>(50,741)</u>
<b>Total assets less current liabilities</b>		<u>16,017</u>	<u>19,196</u>

	<b>2023</b> <i>HK\$'000</i>	2022 <i>HK\$'000</i>
<b>Non-current liabilities</b>		
Reinstatement provision	<b>2,504</b>	2,357
Provision for long service payment	<b>813</b>	–
Deferred tax liabilities	<b>672</b>	505
Contract liabilities	<b>8,086</b>	9,082
Lease liabilities	<b>14,769</b>	10,116
	<u><b>26,844</b></u>	<u>22,060</u>
<b>Net liabilities</b>	<u><b>(10,827)</b></u>	<u>(2,864)</u>
<b>Capital and reserves</b>		
Share capital	<b>11,598</b>	11,598
Reserves	<b>(10,823)</b>	(8,900)
	<u><b>775</b></u>	<u>2,698</u>
Equity attributable to owners of the Company	<b>(11,602)</b>	(5,562)
Non-controlling interests	<u><b>(11,602)</b></u>	<u>(5,562)</u>
<b>Total deficit</b>	<u><b>(10,827)</b></u>	<u>(2,864)</u>

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands and registered as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands on 21 August 2015 and the Company's shares (the "Shares") were successfully listed on GEM of The Stock Exchange of Hong Kong Limited on 8 February 2018. Its immediate and ultimate holding company is Central Power Group Limited, a company incorporated in Hong Kong. The address of the Company's registered office and principal place of business are Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands and Office No. 5 on 22nd Floor, Universal Trade Centre, No. 3 Arbuthnot Road, Central, Hong Kong, respectively.

The principal activity of the Group is the operation of restaurants in Hong Kong.

Pursuant to the passing of a special resolution at the extraordinary general meeting held on 22 February 2024, the English name of the Company was changed from "Jia Group Holdings Limited" to "XinXiang Era Group Company Limited" and the Chinese name of the Company was changed from "佳民集團有限公司" to "新享時代集團有限公司" with effect on 29 February 2024.

## 2. CHANGE IN ACCOUNTING POLICIES

### (a) Adoption of new and amendments to Hong Kong Financial Reporting Standards ("HKFRSs")

In the current year, the Group has applied for the first time the following new or amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") to the Group's financial statements for the annual period beginning on or after 1 January 2023:

HKFRS 17	Insurance contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform — Pillar Two Model Rules

Except for the impact of the adoption of the amendments to HKFRSs that have been summarised in below, the other new and amendments to HKFRSs has no material impact on the Group's accounting policies.

#### *Amendment to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies*

Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 Making Materiality Judgements provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in the financial statements. These amendments have no effect on the measurement or presentation of any items in the consolidated financial statements of the Group but affect the disclosure of accounting policies of the Group.

*New guidance on accounting for the mandatory provident fund - long service payment offsetting mechanism in Hong Kong issued by HKICPA*

In June 2022, Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 ('the Amendment Ordinance') was enacted. The Amendment Ordinance abolishes the use of the accrued benefits derived from employers' mandatory contributions under the mandatory provident fund ('MPF') scheme to offset severance payment ('SP') and long service payment ('LSP') ('the Abolition'). Subsequently, the Government of HKSAR announced that the Abolition will take effect on 1 May 2025 ('the Transition Date'). The following key changes will take effect since the Transition Date:

- Accrued benefits derived from employers' mandatory MPF contributions cannot be used to offset the LSP/SP in respect of the employment period after the Transition Date.
- The pre-transition LSP/SP is calculated using the last month's salary immediately preceding the Transition Date, instead of using the last month's salary of employment termination date.

Due to the complexities of the accounting for the offsetting of accrued benefits derived from an employer's mandatory MPF contributions and its LSP obligation and the accounting for the offsetting mechanism could become material in light of the Abolition, the HKICPA published "Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong" ("**the Guidance**") in July 2023 to provide guidance to account for the offsetting mechanism and the Abolition. The HKICPA concluded that there are two acceptable accounting approaches for the offsetting mechanism, being:

- Approach 1: Account for the amount expected to be offset as a deemed employee contribution towards that employee's LSP benefits in terms of HKAS 19.93(a)
- Approach 2: Account for the employer MPF contributions and the offsetting mechanism as a funding mechanism for the LSP obligation

For the year ended 31 December 2022, the Group's LSP liability before the expected offsetting under the MPF-LSP offsetting mechanism is immaterial. Application of the Guidance had no material effect on the consolidated financial statements of the Group for the year ended 31 December 2022. For the year ended 31 December 2023, based on management's assessment, provision for long service payment of HK\$813,000 was provided as at 31 December 2023.

**(b) New and amendments to HKFRSs that have been issued but are not yet effective**

The following new and amendments to HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current (the “ <b>2020 Amendments</b> ”) <sup>1</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants (the “ <b>2022 Amendments</b> ”) <sup>1</sup>
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements — Classified by the Borrower of a Term Loan that Contains a Repayment on Demand Clause <sup>1</sup>
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements <sup>1</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>1</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2024

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2025

<sup>3</sup> No mandatory effective date determined yet but available for adoption

The directors of the Company anticipate that the application of all above new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

**3. BASIS OF PREPARATION**

**(a) Statement of compliance**

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (hereinafter collectively referred to as the “**HKFRSs**”) issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

**(b) Basis of measurement and going concern assumption**

The consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments that are measured at fair value.

During the year of 2023, despite the gradual recovery of the Group’s business from the COVID-19 pandemic, the operating environment remained challenging in the face of rising global inflation and a slowdown in the local economy. The market sentiment is weak where consumption did not recover as expected and will continue to challenge the economic prospects in 2024.

During the year ended 31 December 2023, the Group still suffered from the weak market sentiment and a net loss of HK\$6,618,000 was incurred. As at 31 December 2023, the Group's current liabilities exceeded its current assets by HK\$41,646,000 and net liabilities of HK\$10,827,000.

For the purpose of assessing the appropriateness of the going concern basis for the preparation of these consolidated financial statements, the directors of the Company have prepared a cash flow forecast covering a period of 15 months from the end of the reporting period of these consolidated financial statements (“**Forecast**”). The past performance and liquidity as well as the future economic outlook have been taken into account in the preparation of the Forecast, which includes the following major measures and assumptions:

- (a) The Group is taking measures to tighten cost controls over staff costs aiming at improving the working capital and cash flow position of the Group; and
- (b) Closely monitoring the future development of catering industry.

In addition to the above, Central Power Group Limited, the immediate holding company of the Company, has undertaken to provide financial support to the Group to enable the Group to have sufficient working capital to meet its liabilities and obligations as and when they fall due and to continue to carry on its business over the period covered by the Forecast. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

In consideration of the Group's current operation and business plan, the directors are satisfied that the Group will be able to meet in full its financial obligations when they fall due in the foreseeable future.

Notwithstanding the above, the going concern of the Group is dependent upon the future outcomes of the above plans that are subject to inherent uncertainties that include (i) the operating costs would not surge to an extent that fail the cost control measures and (ii) the immediate holding company would be able to provide sufficient working capital on a timely basis to the Group when the Group is in need. These indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

Should the Group be unable to operate as a going concern, adjustments would have to be made to reduce the carrying values of the Group's assets to their net realisable amounts, to provide for further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

**(c) Functional and presentation currency**

The consolidated financial statements are presented in Hong Kong dollar (“**HK\$**”), which is also the functional currency of the Company, and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.



#### 4. REVENUE

Revenue represents the consideration expected to be entitled by the Group from catering services of restaurant operations. The Group's revenue from external customers based on their nature are detailed below:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Catering services		
— Fine dining	165,020	152,503
— Mid-market dining	16,750	21,236
— Specialty coffee	—	7,470
— Casual dining	96,772	35,796
	<u>278,542</u>	<u>217,005</u>

The Group applies the practical expedient of HKFRS 15 which allows the Group not to disclose the information of the transaction price allocated to the remaining performance obligation for contract with customers, as the original expected duration of the performance obligation arising from the catering services are all within one year. All revenue is recognised at a point in time for the year.

#### Segmental information

The Group's revenue is solely derived from the restaurant operations and management of restaurants in Hong Kong. For the purpose of resources allocation and performance assessment, the chief operating decision maker (being the executive directors of the Company) reviews the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

#### Geographical information

Non-current assets (excluding deposits, deferred tax assets and financial assets) of approximately HK\$33,458,000 (2022: HK\$45,356,000) are located in Hong Kong based on the physical location of assets or location of operations.

## 5. OTHER INCOME

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Government grants ( <i>note</i> )	–	10,978
Sponsorship income	254	708
Membership income	208	243
Interest income	101	21
Insurance claim	20	229
Restaurant consultancy service income	229	1,748
Event services charge income	483	468
Others	132	27
	<u>1,427</u>	<u>14,422</u>

*Note:* During the year ended 31 December 2022, the Group recognised government grants of HK\$10,978,000 in respect of COVID-19-related subsidies, of which HK\$5,898,000 relates to Employment Support Scheme and HK\$5,080,000 relates to Subsidy Schemes under Anti-epidemic Fund, both of which were provided by the Government of Hong Kong Special Administrative Region. There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.

## 6. FINANCE COSTS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Interest expenses on lease liabilities	1,822	2,044
Interest on bank borrowings	407	358
Others — Interest accreted on contract liabilities	697	783
	<u>2,926</u>	<u>3,185</u>

## 7. LOSS BEFORE TAXATION

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Loss before taxation has been arrived at after charging/(crediting):		
Auditor's remuneration	1,050	880
Depreciation of property, plant and equipment	9,267	13,040
Depreciation of right-of-use assets	19,611	21,210
	<u>28,878</u>	<u>34,250</u>
Gain on termination of lease	(1,401)	–
Directors' remuneration	2,274	2,054
Provision for long services payment of directors	61	–
Other staff costs:		
Salaries and other benefits	96,372	86,290
Provision for long services payment	625	–
Retirement benefit scheme contributions	3,872	3,522
Total staff costs ( <i>Note</i> )	103,204	91,866
Lease payments in respect of:		
— Short-term lease expenses	1,211	1,246
— Low-value lease expenses	940	790
— Variable lease payment	15,580	3,399
	<u>17,731</u>	<u>5,435</u>
Impairment loss on financial assets:		
— Other receivables	32	–
— Amounts due from related companies	276	285
— Amount due from an associate	76	602
	<u>384</u>	<u>887</u>

*Note:* During year ended 31 December 2023, no share-based payments (2022: HK\$798,000) was recognised and included in the total staff costs.

## 8. INCOME TAX (CREDIT)/EXPENSE

The amount of taxation (credited)/charged to profit and loss represent:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Current tax		
Hong Kong Profits Tax	176	608
Deferred tax	<u>(3,011)</u>	<u>(17)</u>
	<u><u>(2,835)</u></u>	<u><u>591</u></u>

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at 16.5%.

## 9. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year, nor has any dividend been proposed since the end of the reporting period (2022: Nil).

## 10. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
<b>Loss for the purpose of basic and diluted loss per share</b>		
Loss for the year attributable to owners of the Company	<u>1,801</u>	<u>19,744</u>
	2023 '000	2022 '000 (restated)
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>579,890</u>	<u>579,941</u>

The weighted average number of ordinary shares for the purpose of basic and diluted loss per share has been adjusted for the share consolidation which took place on 25 March 2024 as if the share consolidation occurred at the beginning of the earliest period presented (i.e. 1 January 2022).

Diluted loss per share is the same as basic loss per share for the years ended 31 December 2023 and 2022 since their exercise would result in a decrease in loss per share.

## 11. TRADE AND OTHER RECEIVABLES, DEPOSIT AND PREPAYMENTS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Trade receivables from restaurant operations	3,147	1,772
Rental deposits	13,959	15,365
Other deposits	3,520	3,898
Consideration receivable for disposal of subsidiaries	2,200	–
Other receivables	564	1,340
Prepayments and others	1,609	1,388
	<u>24,999</u>	<u>23,763</u>
Total trade and other receivables, deposits and prepayments	<u>24,999</u>	<u>23,763</u>
Analysed as:		
Current	12,430	9,656
Non-current	12,569	14,107
	<u>24,999</u>	<u>23,763</u>

As at 31 December 2023, net amount of trade receivables from contracts with customers amounted to HK\$3,147,000 (2022: HK\$1,772,000).

Usually, there is no credit period for the restaurant operations except for certain customers in which credit period ranging from 4 to 30 days is granted by the Group. The Group's trading terms with its customers are mainly by cash or credit card settlement. The settlement terms with credit card companies are usually within 7 days after the billing date which is also the service rendered date.

The following is an ageing analysis of trade receivables from restaurant operations presented based on the invoice date, which approximated the service rendered date, at the end of the reporting period.

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
0 to 30 days	2,538	1,377
31 to 60 days	93	104
61 to 90 days	82	11
91 to 365 days	434	280
	<u>3,147</u>	<u>1,772</u>

As at 31 December 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$609,000 (2022: HK\$395,000) which are past due as at the reporting date. Out of the past due balances, HK\$434,000 (2022: HK\$280,000) has been past due 90 days or more and is not considered as in default as the amounts are due from counter-parties with good history of repayment. The Group does not hold any collateral over these balances.

During the years ended 31 December 2023 and 2022, no loss allowance has been provided on trade receivables.

## 12. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Trade payables	13,677	14,460
Accrued staff related costs	3,842	3,449
Rental, rates and building management fee	3,585	2,516
Restaurant renovation work and repair and maintenance	3,230	3,483
Audit and professional fee	1,921	3,137
Marketing, advertising and promotion	2,569	2,640
Utilities charges	541	550
Receipts in advance	750	750
Other payables	2,953	2,898
	<u>33,068</u>	<u>33,883</u>

The credit period on purchases of goods is 30 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
0 to 30 days	6,825	6,942
31 to 60 days	3,905	4,312
61 to 90 days	1,405	1,679
Over 90 days	1,542	1,527
	<u>13,677</u>	<u>14,460</u>

### 13. BANK BORROWINGS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
<b>Bank borrowings</b>	<u>4,833</u>	<u>8,191</u>
<b>Carrying amounts repayable of the bank borrowings*:</b>		
Within one year	2,000	3,333
More than one year, but not exceeding two years	2,000	2,000
More than two years, but not more than five years	<u>833</u>	<u>2,858</u>
	4,833	8,191
Less: Amounts due within one year or repayable on demand shown under current liabilities	<u>(4,833)</u>	<u>(8,191)</u>
Amount shown under non-current liabilities	<u>–</u>	<u>–</u>

\* The amounts due are based on scheduled repayment dates set out in the loan agreements.

In March 2024, the Group has early repaid the entire amount of HK\$4,833,000. The bank has cancelled the respective loan facility and return the pledged bank deposits of HK\$5,000,000 to the Group in March 2024.

## **EXTRACT OF INDEPENDENT AUDITOR’S REPORT**

The following is the extract of the independent auditor’s report from the external auditor of the Company:

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **Material Uncertainty Related to Going Concern**

We draw attention to Note 3(b) to the consolidated financial statements which indicates that the Group incurred a net loss of HK\$6,618,000 during the financial year ended 31 December 2023. As of that date, the Group’s current liabilities exceeded its current assets by HK\$41,646,000 and the net liabilities were HK\$10,827,000. These conditions, along with other matters as set forth in Note 3(b) to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review and outlook

#### *Business Review*

The Group is a well-known Hong Kong hospitality group with award-winning restaurants. During the year ended 31 December 2023, the Group successfully operated eight brand restaurants, including Duddell's, Andō, Louise, MONO, Estro, 22 Ships, Mak Mak and Chachawan, to offer our customers a wide range of dining options. During the period under review, the government loosened social distancing measures and opened borders for tourists to enter without quarantine. As a result, the Group's business performance has drastically improved compared to the past year.

The Group had a highly successful year, winning numerous awards. We are honoured to be awarded one MICHELIN star for each of the five restaurants respectively for the first time, including Estro, MONO, Duddell's, Louise, and Andō, marking a significant achievement for the Group. Three of our restaurants have been ranked on the year's Asia's 50 Best Restaurants, with MONO ranking #41, Andō, and Estro at #61 and #62, respectively. The three restaurants have also been honoured to be rated among the Tatler Dining 20 list, with MONO receiving "Restaurant of the Year" and "Best Service" awards. Andō, MONO, Estro, and Duddell's have all been awarded South China Morning Post's 100 Top Tables award, a guide that features 100 of the best fine dining restaurants within Hong Kong and Macau. MONO has also championed the Sustainability Hero Award this year. Additionally, Andō, MONO, Estro, Louise, Duddell's and Chachawan have been ranked on this year's OAD 2023 Asia Top Restaurants list. These awards are a testament to the Group's commitment to quality, innovation, and its relentless pursuit of excellence.

Duddell's and Chachawan celebrated their 10th anniversary with a series of anniversary happenings. Due to the return of Art Basel in Hong Kong, business in March has increased due to private events at our venues. Furthermore, with the reopening of borders for business at Duddell's airport outpost has performed exceptionally well with popularity among locals and tourists. Despite the challenging economic environment, the Group will continue to take conservative and prudent business strategies in order to maintain sufficient cash flow and explore other business opportunities to achieve maximum return.

## ***Outlook***

Even though Hong Kong's food and beverage industry has not fully recovered post-pandemic and followed by the subsequent economic downturn, we remain optimistic about its gradual recovery in 2024, driven by an anticipated increase in tourists visiting Hong Kong. We will continue to adapt to the changing landscape and provide exceptional dining experiences to our guests.

## **FINANCIAL REVIEW**

### **Revenue**

For the year ended 31 December 2023, the Group recorded a revenue of approximately HK\$278.5 million (2022: HK\$217.0 million), representing an increase of approximately HK\$61.5 million or 28.4% as compared with the corresponding period of last year which was a result of the loosening of certain social distancing measures and immigration policies at the end of 2022. The revenue of "Duddell's Hong Kong Airport", one of the restaurants of the Group, has resumed operations since late November 2022 and increased revenue of approximately HK\$56.6 million compared with last year.

### **Raw materials and consumables used**

Raw materials and consumables used by the Group include, but are not limited to, vegetables, meat, seafood and frozen food etc. That is one of the major components of the Group's operating expenses which amounted to approximately HK\$74.1 million and HK\$60.7 million for each of the years ended 31 December 2023 and 2022, respectively, representing approximately 26.6% and 28.0% of Group's total revenue for the corresponding periods. Such decrease was mainly due to the cost margin of "Duddell's Hong Kong Airport" being maintained steadily at around 22.6% which is lower than the average compared to other outlets.

## **Staff costs**

Staff costs represented one of the major components of the Group's operating expenses which primarily consisted of Directors' emoluments, salaries and allowance, retirement benefit scheme contributions and other benefits. The staff costs increased by approximately HK\$11.3 million from approximately HK\$91.9 million for the year ended 31 December 2022 to approximately HK\$103.2 million for the year ended 31 December 2023. The increase was mainly due to the relaxation of social distancing measures, absence of unpaid leave in 2023 and business being resumed. Furthermore, the re-opening of "Duddell's Hong Kong Airport" in November 2022 increased salary costs by approximately HK\$12.0 million.

## **Property rentals and related expenses**

Apart from raw materials and consumables used and staff costs, property rentals also represent one of the major components of the Group's operating expenses. Property rentals and related expenses increased by approximately HK\$12.8 million from approximately HK\$10.5 million for the year ended 31 December 2022 to approximately HK\$23.3 million for the year ended 31 December 2023. Such increase was mainly due to the re-opening of "Duddell's Hong Kong Airport" in November 2022 and the payable turnover rent as property rental expenses.

## **Loss attributable to owners of the Company**

As a result of the foregoing, loss attributable to owners of the Company was approximately HK\$1.8 million for the year ended 31 December 2023 representing a decrease in loss by approximately HK\$17.9 million as compared with a loss of approximately HK\$19.7 million for the year ended 31 December 2022. The decrease in loss attributable to owners of the Company was primarily attributable to the increase in revenue and the improvement in cost margin.

## ***Liquidity, Financial Resources and Capital Structure***

The Group finances its operations primarily through cash generated from operating activities and interest-bearing bank borrowings.

The Group recorded net current liabilities of approximately HK\$41.6 million as at 31 December 2023 (2022: net current liabilities HK\$50.7 million).

As at 31 December 2023, the Group's current ratio was approximately 0.4 (2022: 0.4) and the Group's gearing ratio calculated based on the total debt (excluding trade nature balances, tax balances and provision) at the end of the year divided by total deficit at the end of the year was approximately -607.4% (2022: -2,349.4%). The negative figure was mainly due to the Group having incurred a loss during the year.

As at 31 December 2023, the bank borrowings are subject to variable interest rate of the higher of 2.50% per annum over HIBOR or the bank's cost of funds. The weighted average interest rate is 6.59% per annum as at 31 December 2023 (2022: 2.81% per annum).

The capital structure of the Company comprised ordinary shares only. As at 31 December 2023, the Company had 1,159,780,000 ordinary shares in issue. Total equity attributable to owners of the Company amounted to approximately HK\$0.8 million as at 31 December 2023 (2022: HK\$2.7 million).

### **Foreign Currency Exposure Risks**

The Group operated mainly in Hong Kong with most of the Group's transactions settled in Hong Kong dollars. As such, the Group did not have significant exposure to foreign exchange risk during the year.

### **Pledge of Assets**

As at 31 December 2023, the Group's pledged bank deposits in the amount of HK\$5.0 million was pledged as security for the Group's banking facilities (31 December 2022: HK\$5.0 million).

### **Financial Risk Management Objectives and Policies**

#### ***Interest rate risk***

The Group is mainly exposed to cash flow interest rate risk in relation to floating-rate bank borrowing, and fair value interest rate risk in relation to pledged bank deposits and non-interest bearing amounts due from/to related companies and amount due to an associate. The Company is mainly exposed to fair value interest rate risk in relation to non-interest bearing amounts due to subsidiaries.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's bank borrowings.

### ***Credit risk***

As at 31 December 2023, the maximum exposure in relation to credit risk of the Group which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Board considers the credit risk of the Company is immaterial. The Group trades with a large number of individual customers and trading terms are predominately on cash and credit card settlement. In view of the Group's operations, the Group does not have significant credit risk exposure to any single individual customer.

The credit risk on bank balances and pledged bank deposits of the Group is limited because the counterparties are medium to large-sized Hong Kong listed banks. The Group has concentration risk on its liquid funds as the pledged bank deposits and bank balances are placed with one bank in Hong Kong.

### ***Liquidity risk***

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalent deemed adequate by the management of the Group to finance the Group's operations and mitigate the effects of unexpected fluctuations in cash flows.

### **Capital Commitments**

As at 31 December 2023, the Group did not have any capital commitment in respect of property, plant and equipment (31 December 2022: nil).

### **Contingent Liabilities**

As at 31 December 2023, the Group did not have any material contingent liabilities (31 December 2022: nil).

### **Future Plans for Material investment or capital assets**

Save as disclosed herein, as of the date of this announcement, the Group did not have any future plans for material investments or capital assets, material acquisition and disposal of subsidiaries, associates or joint ventures in the coming year.

## **Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Affiliated Companies**

During the year ended 31 December 2023, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies.

### **Use of Proceeds from Placing of New Shares under General Mandate**

#### ***Placing completed on 24 September 2020 (the “Placing I”)***

Reference is made to the announcements issued by the Company on 7 September 2020 and 24 September 2020 in relation to the placing of new shares under the general mandate.

On 7 September 2020, the Group and a placing agent entered into a placing agreement pursuant to which the Group appointed the placing agent to procure altogether not less than six placees (who and whose ultimate beneficial owner(s) are independent of and not connected with the Company and any of its connected persons within the meaning of the GEM Listing Rules) for placing up to aggregate of 171,910,000 placing shares at a placing price of HK\$0.08 per placing share. The closing price for the Company’s shares on 7 September 2020 was HK\$0.096 per share.

The Placing I was completed on 24 September 2020 with gross and net proceeds of approximately HK\$13.8 million (equivalent to approximately HK\$0.08 per placing share) and HK\$13.2 million (equivalent to approximately HK\$0.077 per placing share) as set out in the Company’s announcements dated 7 September 2020 and 24 September 2020. The Company intended to use the proceeds for (i) developing the cloud kitchen business of the Group and upgrading the sales channels of the Group, including “JIA Everywhere”, the online/offline delivery platform of the Group; (ii) investing in potential PRC or overseas food and beverage related investment opportunities; (iii) developing new catering outlets of the Group and for brand management; and (iv) loan repayment.

Use of net proceeds from the Placing I	Planned use of proceeds <i>HK\$ million</i>	Approximate percentage of total net proceeds <i>%</i>	Actual use of net proceeds up to 31 December 2023 <i>HK\$ million</i>	Unused total net proceeds up to 31 December 2023 <i>HK\$ million</i>
Developing the cloud kitchen business and upgrading the sales channels	4.5	34.1%	1.9	2.6
Investing in potential PRC or overseas food and beverage related investment opportunities	2.5	18.9%	2.5	–
Developing new catering outlets	1.2	9.1%	1.2	–
Loan repayment	5.0	37.9%	5.0	–
Total	<u>13.2</u>	<u>100.0%</u>	<u>10.6</u>	<u>2.6</u>

***Placing completed on 18 June 2021 (the “Placing II”)***

Reference is made to the announcements issued by the Company on 25 May 2021 and 18 June 2021 in relation to the placing of new shares under the general mandate.

On 25 May 2021, the Group and a placing agent entered into a placing agreement pursuant to which the Group appointed the placing agent to procure altogether not less than six placees (who and whose ultimate beneficial owner(s) are independent of and not connected with the Company and any of its connected persons within the meaning of the GEM Listing Rules) for placing up to aggregate of 134,280,000 placing shares at a placing price of HK\$0.135 per placing share. The closing price for the Company’s shares on 25 May 2021 was HK\$0.149 per share.

The Placing II was completed on 18 June 2021 with gross and net proceeds of approximately HK\$18.1 million (equivalent to approximately HK\$0.135 per placing share) and HK\$17.5 million (equivalent to approximately HK\$0.1301 per placing share) as set out in the Company’s announcements dated 25 May 2021 and 18 June 2021. The Company intended to use the proceeds for (i) expanding the specialty coffee business; (ii) developing casual dining business; and (iii) investing in PRC and overseas food tech investment opportunities.

Use of net proceeds from the Placing II	Planned use of proceeds <i>HK\$ million</i>	Approximate percentage of total net proceeds %	Actual use of net proceeds up to 31 December 2023 <i>HK\$ million</i>	Unused total net proceeds up to 31 December 2023 <i>HK\$ million</i>
Expanding the specialty coffee business	9.0	51.4%	6.5	2.5
Developing casual dining business	5.3	30.3%	5.3	–
Investing in PRC and overseas food tech investment opportunities	3.2	18.3%	3.2	–
Total	<u>17.5</u>	<u>100.0%</u>	<u>15.0</u>	<u>2.5</u>

The Company intends to continue to apply the proceeds from Placing I and Placing II in a manner consistent with that mentioned above and it is expected that these proceeds will be fully utilized by 31 December 2024. The Directors will continue to evaluate the Group’s operations and financial performance when applying the proceeds.

### Employees and Remuneration Policy

As at 31 December 2023, the Group had a workforce of 380 employees (2022: 388). Total staff costs for the year ended 31 December 2023 were approximately HK\$103.2 million, as compared to the staff cost of HK\$91.9 million for the year ended 31 December 2022.

The emolument policy of the employees of the Group is formulated by the Remuneration Committee (as defined below) with reference to the duties, responsibilities, experience and competence of individual employees. The same policy also applies to the Directors. In addition to salaries and discretionary bonuses relating to the performance of the Group, employee benefits included pension scheme contributions. The emoluments of the Directors are reviewed annually by the remuneration committee of the Company (“**Remuneration Committee**”).

As incentives and rewards for their contributions to the Group, the employees of the Group and all the Directors (including the independent non-executive Directors) may also be granted share options by the Company from time to time pursuant to the share option scheme of the Company adopted on 8 February 2018.



The Group provides various training to its employees to enhance their technical skills and knowledge relevant to the employees' responsibilities. The Group also provides its employees with quality control standards and work safety standards training to enhance their safety awareness.

The employees in Hong Kong are enrolled in the Mandatory Provident Fund under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Monthly contributions are made by the Group which are 5% of the monthly income of the employees as stipulated under the relevant requirements (if applicable), with the maximum contributions of HK\$1,500 monthly.

During the year under review, the Group did not experience any strikes, work stoppages or significant labour disputes which affected its operations in the past and it did not experience any significant difficulties in recruiting and retaining qualified staff. The Directors consider that the Group has maintained good working relationship with its employees.

## **FINAL DIVIDEND**

The Board does not recommend the payment of any final dividend for the year ended 31 December 2023 (2022: Nil).

## **CHANGE OF CONTROLLING SHAREHOLDERS AND THE OFFER**

On 4 December 2023, Giant Mind International Limited and other selling shareholders (the "**Selling Shareholders**") and Central Power Group Limited (the "**Offeror**") entered into the sale and purchase agreement ("**Sale and Purchase Agreement**"), pursuant to which the Selling Shareholders agreed to sell and the Offeror conditionally agreed to acquire 702,020,000 Shares, representing approximately 60.53% of the total issued share capital of the Company at that time, for a total consideration of HK\$54,476,752, representing approximately HK\$0.0776 per Share. Following the completion of the Sale and Purchase Agreement which took place on 13 December 2023, the Offeror had become a controlling shareholder of the Company and was required under the Code on Takeovers and Mergers in Hong Kong to make mandatory unconditional cash offers (i) to acquire all the issued shares of the company at HK\$0.0776 per offer share (the "**Share Offer**"); and (ii) to cancel all outstanding share options (the "**Option Offer**", and together with the Share Offer, the "**Offers**"). The Offers were closed on 9 February 2024. Having made all reasonable enquires and to the best knowledge and belief of the Board, the Offeror received 8 valid acceptances in respect of a total of 172,180,000 Shares under the Share Offer, and held 874,200,000 shares of the Company immediately after the close of Offers on 9 February 2024. The Offeror did not receive any acceptances under the Option Offer. As such, 6,050,000 Share Options which were outstanding at the time automatically lapsed upon close of the Offers. Details of the change of controlling shareholders and the Offers are set out in the announcements dated 4 December 2023, 13 December 2023, 9 February 2024 and the composite document dated 19 January 2024 jointly issued by the Company and the Offeror.

## **PUBLIC FLOAT**

Following the close of the Offers on 9 February 2024, a total of 284,580,000 shares of the Company, representing approximately 24.54% of the entire issued share capital of the Company were held by the public. Subsequently, as disclosed in the announcement of the Company dated 15 February 2024, Mr. Wee Keng Hiong Tony (“**Mr. Wee**”) resigned as independent non-executive director of the Company with effect from 15 February 2024, upon which (i) Mr. Wee, ceased to be a core connected person of the Company; (ii) the 1,000,000 Shares held by him were classified as being ‘in public hands’ for the purpose of the GEM Listing Rules; and (iii) as a result, to the best of the Directors’ knowledge, information and belief, 285,580,000 Shares (representing approximately 24.62% of the issued share capital of the Company) were held by the public (as defined in the GEM Listing Rules) immediately following Mr. Wee’s resignation and up to the date of this announcement.

Accordingly, since the close of the Offers, the Company has not been able to comply with the public float requirement as set forth under Rule 11.23(7) of the GEM Listing Rules. The Company had made an application to the Stock Exchange for a temporary waiver (the “**Waiver**”) from strict compliance with the public float requirement under Rule 11.23(7) of the GEM Listing Rules for the period from 9 February 2024 to 11 April 2024 (both days inclusive) (the “**Waiver Period**”). On 11 March 2024, the Stock Exchange has granted the conditional Waiver to the Company for the duration of the Waiver Period. For further details of the Waiver, please refer to the announcement of the Company dated 12 March 2024.

The Offeror will, as soon as practicable after the end of the Black-out Period (as referred to in the announcement of the Company dated 12 March 2024), take appropriate measures to ensure that the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules can be met. Further announcement(s) will be made by the Company regarding the restoration of public float when and as appropriate.

## **EVENTS AFTER REPORTING PERIOD**

### **1) Change of Directors, with effect from 9 February 2024**

- (i) Mr. Kong Linglei has been appointed as an executive Director;
- (ii) Mr. Peng Ben has been appointed as a non-executive Director;
- (iii) Mr. Liu Enyu has been appointed as a non-executive Director and the Chairman of the Board;

- (iv) Ms. Deng Yongling has been appointed as an independent non-executive Director;
- (v) Ms. Mao Xiaobi has been appointed as an independent non-executive Director;
- (vi) Ms. Ma Lina has been appointed as an independent non-executive Director; and
- (vii) Ms. Wong Pui Yain has resigned as Chairlady of the Board.

## **2) Resignation of Directors, with effect from 15 February 2024**

- (i) Ms. Wong Pui Yain has resigned as an executive Director and ceased to be the Chief Executive Officer;
- (ii) Each of Mr. Leung Yuk Lun Ulric, Mr. Devin Nijanthan Chanmugam and Mr. Wee Keng Hiong Tony has resigned as an independent non-executive Director; and
- (iii) Mr. Kong Linglei has been appointed as the Chief Executive Officer.

## **3) Grant of Share Options**

On 21 February 2024, the Board announced that the Company has resolved to grant share options to 30 service providers of the Group, subject to their acceptance, under the share option scheme adopted by the Company on 23 January 2018, to subscribe for a total of 80,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company. For further details on the grants and the grantees, please refer to the announcement of the Company dated 21 February 2024.

## **4) Change of Company name**

Pursuant to a special resolution passed at an extraordinary general meeting held on 22 February 2024 and the issue of the Certificate of Incorporation on Change of Name issued by the Registrar of companies in the Cayman Islands on 29 February 2024, the English name of the Company has been changed from “Jia Group Holdings Limited” to “XinXiang Era Group Company Limited” and the dual foreign name of the Company in Chinese had been changed from “佳民集團有限公司” to “新享時代集團有限公司” with effect from 29 February 2024.

## 5) Share Consolidation and Change in Board Lot Size

On 26 February 2024, the Company announced the proposal of i) the share consolidation pursuant to which every two (2) issued and unissued existing shares of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) consolidated share of HK\$0.02 each (the “**Share Consolidation**”); and ii) the change in board lot size for trading on the Stock Exchange from 10,000 existing shares to 20,000 consolidated shares subject to and upon the Share Consolidation becoming effective (the “**Change in Board Lot Size**”).

The Share Consolidation was approved by shareholders at the extraordinary general meeting of the Company held on 21 March 2024. As such, the Share Consolidation and the Change in Board Lot Size have become effective on 25 March 2024. Immediately after the Share Consolidation, the total number of issued shares of the Company was adjusted from 1,159,780,000 to 579,890,000.

For further information in relation to the Share Consolidation and Change in Board Lot Size, please refer to the announcements of the Company dated 26 February 2024, 21 March 2024 and 22 March 2024 and the circular of the Company dated 1 March 2024.

## **DIRECTORS’ AND CONTROLLING SHAREHOLDERS’ INTEREST IN COMPETING BUSINESS**

During the year ended 31 December 2023, the Directors are not aware of any business and interest of the Directors or the controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the period under review.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES**

During the year ended 31 December 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

## **MODEL CODE FOR SECURITIES TRANSACTIONS**

The Company has adopted a code of conduct for securities transactions and dealing (the “**Code of Conduct**”) by Directors on terms no less exacting than the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Model Code**”). The Company has made specific enquiry of all Directors as to whether they have complied with the required standard set out in the Model Code and the Code of Conduct during the year ended 31 December 2023.

All the Directors have confirmed that they have complied with the required standards set out in the Model Code and the Code of Conduct throughout the year ended 31 December 2023.

## **CORPORATE GOVERNANCE CODE**

The Company has adopted the code provision on Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules (the “**CG Code**”). During the year ended 31 December 2023, the Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly.

Except for the deviations from code provisions C.2.1 of the CG Code (as defined above), the Company has complied with the code provisions set out in the CG Code during the year under review.

Code provision C.2.1 of the CG Code, stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the year under review, Ms. Wong Pui Yain was both the chairperson of the Board and the chief executive officer of the Company. In view of Ms. Wong’s role in day-to-day operations and management of the Group since 2015, the Board believes that it was in the best interest of the Group to have Ms. Wong taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from the code provision C.2.1 of the CG Code was appropriate in such circumstance and the Board is of the view that this management structure was effective for the Group’s operations with sufficient checks and balances in place.

With effect from 9 February 2024, Ms. Wong Pui Yain resigned as the chairperson of the Board and Mr. Liu Enyu has been appointed as the chairman of the Board. With effect from 15 February 2024, Mr. Kong Linglei has been appointed as the Chief Executive Officer of the Company (the “**CEO**”) following the resignation of Ms. Wong Pui Yain as the executive director and CEO on 15 February 2024.

Following the above changes, the Company has since fully complied with the Code provision C.2.1 of the CG Code, i.e. the roles of chairman and chief executive were separated by the Company.

## CHANGES OF DIRECTORS' INFORMATION

Upon specific enquiry by the Company and following confirmations from Directors, save as disclosed as follows, there is no change in the information of the Directors required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules since the Company's last published annual report.

<b>Directors</b>	<b>Changes in Positions held with the Company</b>
Ms. Wong Pui Yain	<ul style="list-style-type: none"><li>• Resigned as the chairperson of the Board on 9 February, 2024</li><li>• Ceased to be member of the Remuneration Committee and the Legal Compliance Committee on 15 February, 2024</li><li>• Ceased to be the chairperson of Nomination Committee on 15 February, 2024</li><li>• Resigned as executive director and ceased to be the Chief Executive Officer on 15 February, 2024</li></ul>
Ms. Wan Suet Yee Cherry	<ul style="list-style-type: none"><li>• Resigned as the chairperson of the Legal Compliance Committee on 15 February, 2024</li></ul>
Mr. Leung Yuk Lun Ulric	<ul style="list-style-type: none"><li>• Resigned as the Independent non-executive director on 15 February, 2024</li><li>• Ceased to be the chairperson of the Audit Committee on 15 February, 2024</li><li>• Ceased to be the member of the Legal Compliance Committee and Nomination Committee on 15 February, 2024</li></ul>
Mr. Devin Nijanthan Chanmugam	<ul style="list-style-type: none"><li>• Resigned as the Independent non-executive director on 15 February, 2024</li><li>• Ceased to be member of the Audit Committee and Nomination Committee on 15 February, 2024</li><li>• Ceased to be the chairman of Remuneration Committee on 15 February, 2024</li></ul>
Mr. Wee Keng Hiong Tony	<ul style="list-style-type: none"><li>• Resigned as the Independent non-executive director on 15 February, 2024</li><li>• Ceased to be the member of Remuneration Committee and Audit Committee on 15 February, 2024</li></ul>

## Directors

## Changes in Positions held with the Company

- |                   |  |
|-------------------|--|
| Mr. Kong Linglei  | <ul style="list-style-type: none"><li>• Appointed as an executive director on 9 February, 2024</li><li>• Appointed as the Chief Executive Officer on 15 February, 2024</li><li>• Appointed as the chairperson of the Legal Compliance Committee on 15 February, 2024</li></ul>   |
| Mr. Peng Ben      | <ul style="list-style-type: none"><li>• Appointed as a Non-executive Director on 9 February, 2024</li></ul>  |
| Mr. Liu Enyu      | <ul style="list-style-type: none"><li>• Appointed as a Non-executive Director and chairman of the Board on 9 February, 2024</li><li>• Appointed as the chairperson of the Nomination Committee on 15 February, 2024</li></ul>  |
| Ms. Deng Yongling | <ul style="list-style-type: none"><li>• Appointed as an Independent non-executive Director on 9 February, 2024</li><li>• Appointed as the chairperson of the Audit Committee on 15 February, 2024</li><li>• Appointed as the member of Legal Compliance Committee, Nomination Committee and Remuneration Committee on 15 February, 2024 respectively</li></ul> |
| Ms. Ma Lina       | <ul style="list-style-type: none"><li>• Appointed as an Independent non-executive Director on 9 February, 2024</li><li>• Appointed as the chairperson of the Remuneration Committee on 15 February, 2024</li><li>• Appointed as the member of Audit Committee and Nomination Committee on 15 February, 2024 respectively</li></ul>                             |
| Ms. Mao Xiaobi    | <ul style="list-style-type: none"><li>• Appointed as an Independent non-executive Director on 9 February, 2024</li><li>• Appointed as the member of the Audit Committee, Remuneration Committee and Legal Compliance Committee on 15 February, 2024 respectively</li></ul>   |

## **ANNUAL GENERAL MEETING**

The notice of the annual general meeting (“**AGM**”) will be published on the Company’s website and the Stock Exchange’s website and sent to the Shareholders in due course once the date of the forthcoming AGM has been determined.

## **AUDIT COMMITTEE**

The Company has established an audit committee on 23 January 2018 (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. 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 processes and internal control procedures of the Group. The Audit Committee currently comprises three independent non-executive Directors, namely Ms. Deng Yongling (Chairperson), Ms. Mao Xiaobi and Ms. Ma Lina (all directors were appointed on 9 February, 2024).

The Audit Committee has reviewed this announcement and the consolidated results of the Group for the financial year ended 31 December 2023 and the effectiveness of internal control procedures and risk management systems of the Group.

## **SCOPE OF WORK OF AUDITOR**

The figures in respect of the consolidated financial statements as set out in this results announcement have been agreed by the Group’s independent auditor, BDO Limited, to the amounts set out in the consolidated financial statements for the year ended 31 December 2023. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by BDO Limited on this results announcement.

By Order of the Board  
**XinXiang Era Group Company Limited**  
**Liu Enyu**  
*Chairperson and Non-executive Director*

Hong Kong, 25 March 2024



*As at the date of this announcement, the executive Directors are Mr. Kong Linglei and Ms. Wan Suet Yee Cherry, Non-executive Directors are Mr. Liu Enyu (chairman) and Mr. Peng Ben and Independent Non-executive Directors are Ms. Deng Yongling, Ms. Mao Xiaobi and Ms. Ma Lina.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 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 “Latest Listed Company Information” page of the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting and be posted on the website of the Company at [www.xinxiangera.com](http://www.xinxiangera.com).*