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**TASTE • GOURMET  
GROUP LIMITED**  
嗜 • 高美集團有限公司

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

**(Stock code: 8371)**

**INTERIM RESULTS ANNOUNCEMENT  
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024**

**Financial Highlights:**

- Eight new restaurants were opened during the six months ended 30 September 2024.
- Number of customers increased by 27.2% to 2,535,177.
- Average spending per customer decreased slightly from HK\$246.6 to HK\$231.2.
- Revenue increased by approximately 19.3% to HK\$586,177,000.
- Profit attributable to owners of the Company decreased slightly by approximately HK\$2,037,000 or 4.3% to approximately HK\$45,726,000.

The board of directors (the “**Board**”) of the Taste • Gourmet Group Limited (the “**Company**”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the six months ended 30 September 2024 (the “**Interim Results**”). This announcement contains full text of the interim report of the Group for the six months ended 30 September 2024 and the contents were prepared in accordance with the relevant disclosure requirements of the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Interim Results have been reviewed by the Board and the audit committee of the Company.

## **Dividend**

The Board recommended the payment of an interim cash dividend out of the retained profits under reserves of the Company of HK\$0.060 per share to Shareholders whose names are on the register of members of the Company on 10 December 2024.

It is expected that the cheques for cash dividends will be sent by ordinary mail to the Shareholders at their own risk on or about 23 December 2024.

## **Closure of Register of Members**

The register of members of the Company will be closed for from 9 December 2024 to 10 December 2024, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining the shareholders entitled to the interim dividend.

All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 6 December 2024.

This results announcement is published on the websites of the Company at [www.tastegourmet.com.hk](http://www.tastegourmet.com.hk) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). The interim report of the Group for the six months ended 30 September 2024 will be delivered to the shareholders of the Company and will be available at the abovementioned websites in due course.

By Order of the Board  
**WONG Ngai Shan**  
*Chairman and Executive Director*

Hong Kong, 22 November 2024

As at the date of this announcement, the Board comprises:

*Executive Directors:*

WONG Ngai Shan (*Chairman*)  
CHAN Wai Chun (*Chief Executive Officer*)

*Independent Non-executive Directors:*

CHAN Yuen Ting  
TSANG Siu Chun  
WANG Chin Mong

*Non-executive Director:*

YU Man To Gerald Maximillian (*Company Secretary*)

*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’s websites at [www.hkexnews.hk](http://www.hkexnews.hk) and [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at [www.tastegourmet.com.hk](http://www.tastegourmet.com.hk).*



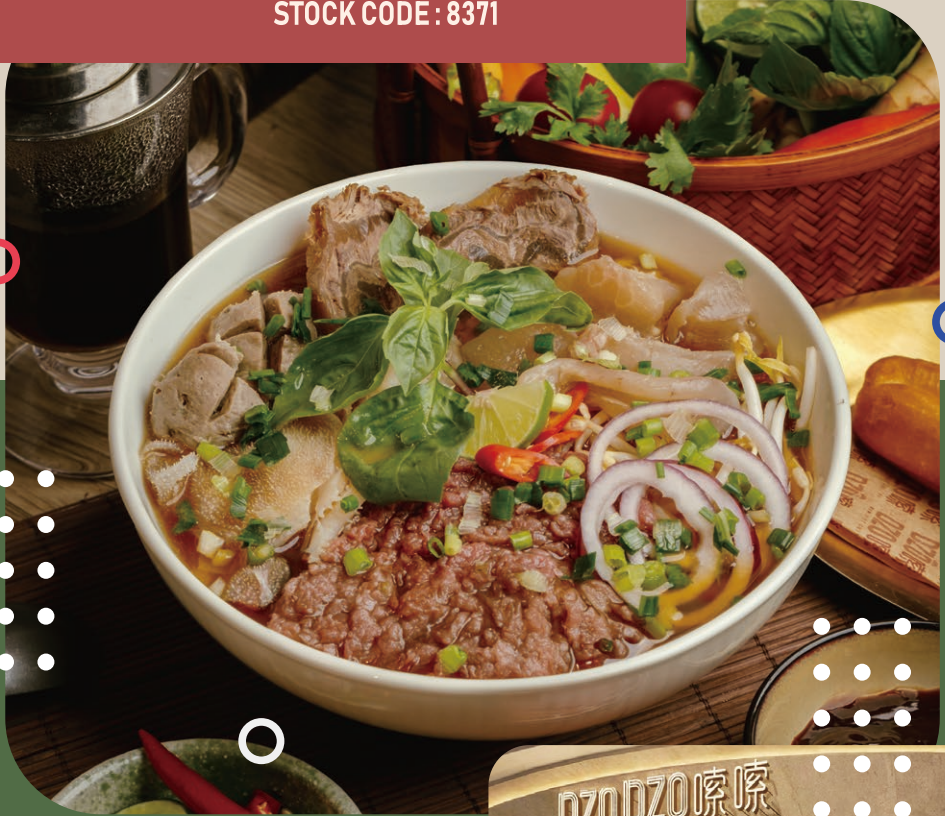
TASTE · GOURMET

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(Incorporated in the Cayman Island with limited liability)

STOCK CODE : 8371



2024/25  
INTERIM REPORT



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. WONG Ngai Shan (*Chairman*)

Ms. CHAN Wai Chun (*Chief Executive Officer*)

#### Non-executive Director

Mr. YU Man To Gerald Maximillian

#### Independent non-executive Directors

Ms. CHAN Yuen Ting

Mr. TSANG Siu Chun

Mr. WANG Chin Mong

### COMPLIANCE OFFICER

Mr. YU Man To Gerald Maximillian

### AUTHORISED REPRESENTATIVES

Mr. WONG Ngai Shan

Mr. YU Man To Gerald Maximillian

### COMPANY SECRETARY

Mr. YU Man To Gerald Maximillian *B.BUS, MBA, FCPA*

### AUDIT COMMITTEE

Mr. WANG Chin Mong (*Chairman*)

Ms. CHAN Yuen Ting

Mr. TSANG Siu Chun

### REMUNERATION COMMITTEE

Mr. TSANG Siu Chun (*Chairman*)

Ms. CHAN Yuen Ting

Mr. WANG Chin Mong

Mr. WONG Ngai Shan

### NOMINATION COMMITTEE

Ms. CHAN Yuen Ting (*Chairman*)

Mr. TSANG Siu Chun

Mr. WANG Chin Mong

### COMPLIANCE COMMITTEE

Ms. CHAN Yuen Ting (*Chairman*)

Mr. TSANG Siu Chun

Mr. WANG Chin Mong

### AUDITORS

Deloitte Touche Tohmatsu

*Registered Public Interest Entity Auditors*

### REGISTERED OFFICE

Cricket Square, Hutchins Drive, PO Box 2681

Grand Cayman KY1-1111, Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 24/F Crawford Tower

99-101 Jervois Street, Sheung Wan, Hong Kong

### PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive, PO Box 2681

Grand Cayman KY1-1111, Cayman Islands

### HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited

17/F Far East Finance Centre

16 Harcourt Road, Hong Kong

### PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking  
Corporation Limited

Bank of China (Hong Kong) Limited

### STOCK CODE

08371

### COMPANY'S WEBSITE

[www.tastegourmet.com.hk](http://www.tastegourmet.com.hk) (Corporate)

[www.tastegourmet.co](http://www.tastegourmet.co) (Restaurants)



# TASTE • GOURMET GROUP LIMITED

## 嚐 • 高美集團有限公司

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

**(Stock code: 8371)**

### INTERIM REPORT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

**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.**

*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 Taste • Gourmet Group Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the 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.*

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## BUSINESS REVIEW

During the six months ended 30 September 2024 (“FY2025 Interim”), the Group opened eight new restaurants: (1) Sankinn at the Metroplaza in Kwai Chung in May 2024; (2) Taipei Rendezvous at Pak Shek Kok in Taipo in May 2024; (3) QUE at the Metroplaza in Kwai Chung in July 2024; (4) Tsukanto at the Metroplaza in Kwai Chung in July 2024; (5) Match 2 at the Harbour City in July 2024; (6) Taipei Canteen at the Tsuen Wan Plaza in Tsuen Wan in August 2024; (7) Dzo Dzo at the New Town Plaza in Shatin in July 2024; and (8) Moments Together at the MixC in Shenzhen Bay in July 2024.

Rakuraku at the Kornhill Plaza in Taikoo was closed in April 2024 as the return from this restaurant was not deemed efficient enough on the number of staff deployed.

The number of restaurants as at 31 March 2024, 30 September 2024 and as at the date of this report are as follows:

By Brands	31.03.2024	30.09.2024	Date of Report
<b>Hong Kong</b>			
Nabe Urawa	10	10	10
QUE	6	7	7
Dab-Pa	6	6	6
Sankinn	4	5	5
Yakiniku Guu	4	4	4
Rakuraku Ramen	3	2	2
Taipei Canteen/Rendezvous	1	3	3
Takano Ramen	3	3	3
Khao San	2	2	2
La'taste	2	2	2
Match 2	1	2	2
Moments Together	2	2	2
Tsukanto	1	2	2
Azure 80	1	1	1
Dzo Dzo	–	1	1
Kyoto Shokudo (Wasyokuya Yamaichi)	1	1	1
Parkview	1	1	1
Tirpse	1	1	1
Urawa	1	1	1
<b>Hong Kong Total</b>	<b>50</b>	<b>56</b>	<b>56</b>
<b>Mainland China</b>			
Moments Together	2	3	3
Same Same	3	3	3
<b>Shanghai Total</b>	<b>5</b>	<b>6</b>	<b>6</b>
<b>Total</b>	<b>55</b>	<b>62</b>	<b>62</b>



By Cuisine/Type	31.03.2024	30.09.2024	Date of Report
Japanese	29	30	30
Chinese	17	22	22
Southeast Asian	7	8	8
Western	2	2	2

<b>Total</b>	<b>55</b>	<b>62</b>	<b>62</b>
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Movement during each period	Full Year 31.03.2024	Six Months 30.09.2024	FY2025 Cumulative
At the Beginning of the Period	42	55	55
New Restaurants	15	8	8
Closed Restaurants	(2)	(1)	(1)

<b>At the End of the Period</b>	<b>55</b>	<b>62</b>	<b>62</b>
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Confirmed leases for the opening of new restaurants are as follows:

Restaurant	Location	Mall Operator	Lease Term (Years)	Expected Commencement Date
Sankinn	Popcorn, Tseung Kwan O	MTR Corporation Limited	3 (Option to renew for another 3)	Q4 2024
Match 2	Hysan Place, Causeway Bay	Hysan Group	3 (Option to renew for another 3)	Q4 2024
Sankinn	New Town Plaza, Shatin	SHK Properties	5	Q1 2025

For details of these leases, please refer to the announcements issued by the Company dated 23 August 2024 and 13 November 2024.

### Significant Investments, Material Acquisitions or Disposals

During FY2025 Interim, there were no significant investments held, material acquisitions or disposals of subsidiaries and affiliated companies. Subsequent to FY2025 Interim, the Group entered into an agreement to acquire a brand "Takano 多賀野" (the "Brand") from the licensor of the Brand (the "Acquisition"). For details of the Acquisition, please refer to the announcement published by the Company dated 22 October 2024.





## Restaurant Operations

During FY2025 Interim, a total of 2,535,177 customers patronised our restaurants, an increase of 542,223 customers or 27.2% when compared to the six months ended 30 September 2023 (“**FY2024 Interim**”). The increase in the number of customers is attributable to: (1) those restaurants opened during the year ended 31 March 2024 (“**FY2024**”) having a full six months of operations; and (2) new restaurants opened during FY2025 Interim. The average spending per customer decreased slightly from HK\$246.6 to HK\$231.2 for FY2025 Interim compared to FY2024 Interim. The key operating information by cuisine are summarized as follows:

	Six Months Ended											
	30.09.2024						30.09.2023					
	Revenue HK\$'000	Number of Seats	Average Daily Sales HK\$	Number of Customers	Average Spending per Customer HK\$	Daily Seating Turnover Rate	Revenue HK\$'000	Number of Seats	Average Daily Sales HK\$	Number of Customers	Average Spending per Customer HK\$	Daily Seating Turnover Rate
<b>Southeast</b>												
Asian	53,073	801	335,293	342,396	155.0	2.7	31,940	597	262,919	219,933	145.2	3.0
Japanese	298,157	2,921	1,655,377	1,280,797	232.8	2.4	247,676	2,706	1,496,475	992,763	249.5	2.2
- Nabe Urawa/ Yakiniku Gyu	168,325	1,622	919,810	601,098	280.0	2.0	139,657	1,712	881,854	466,421	299.4	1.7
- Ramen	33,334	309	198,817	211,582	157.5	4.1	39,059	309	247,438	255,206	153.0	5.2
- Others	96,498	990	536,750	468,117	206.1	2.6	68,960	685	367,183	271,136	254.3	2.1
<b>Chinese</b>	209,835	2,144	1,249,549	816,801	256.9	2.3	183,062	1,751	1,116,252	672,772	272.1	2.3
<b>Western</b>	24,224	209	183,046	95,183	254.5	3.4	27,802	209	225,313	107,486	258.7	4.2
	585,289	6,075	3,423,265	2,535,177	230.9	2.4	490,480	5,263	3,100,959	1,992,954	246.1	2.4
<b>Others</b>	888	-	-	-	-	-	1,049	-	-	-	-	-
	586,177	6,075	3,423,265	2,535,177	231.2	2.4	491,529	5,263	3,100,959	1,992,954	246.6	2.4



## FINANCIAL REVIEW

### Revenue

For FY2025 Interim, the Group recorded revenue of HK\$586,177,000, representing an increase of 19.3% when compared to FY2024 Interim.

We derive our revenue from the sales of food and beverages at our restaurants in Hong Kong and the People's Republic of China ("PRC"). The following tables sets forth the breakdown of our revenue by cuisine and the number of restaurants in operations by cuisine during the relevant periods.

	Six Months Ended				Changes
	30.09.2024		30.09.2023		
	HK\$'000	% of	HK\$'000	% of	
	(unaudited)	Revenue	(unaudited)	Revenue	
Southeast Asian	53,073	9.1%	31,940	6.5%	66.2%
Japanese	298,157	50.9%	247,676	50.4%	20.4%
Chinese	209,835	35.8%	183,062	37.2%	14.6%
Western	24,224	4.1%	27,802	5.7%	-12.9%
Others	888	0.1%	1,049	0.2%	-15.3%
Total revenue	586,177	100.0%	491,529	100.0%	19.3%

When compared to FY2024 Interim, the increase in revenue is attributable to (1) those restaurants opened during FY2025 having a full six months of operations; and (2) new restaurants opened during FY2025 Interim. However, the increase has been off-set by a slight decrease in the average spending from HK\$246.6 per customer in FY2024 Interim to HK\$231.2 per customer in FY2025 Interim. The decrease in the average spending is mainly due to the increase in the number of new QUE restaurants and the new Taiwanese restaurants which have a lower average spending than the existing restaurants, resulting in the decrease of the overall average spending per customer in FY2025 Interim.

## Major Cost Components

	Six Months Ended				Changes
	30.09.2024		30.09.2023		
	HK\$'000 (unaudited)	% of Revenue	HK\$'000 (unaudited)	% of Revenue	
Raw materials and consumables used	160,111	27.3%	133,556	27.2%	19.9%
Staff costs	183,276	31.3%	142,881	29.1%	28.3%
Depreciation of property, plant and equipment	25,592	4.4%	19,304	3.9%	32.6%
Depreciation of ROU Assets	80,149	13.7%	67,752	13.8%	18.3%
Property rental and related expenses	29,156	5.0%	26,224	5.3%	11.2%
Utilities and cleaning expenses	19,580	3.3%	16,447	3.3%	19.0%
Other expenses	29,347	5.0%	24,154	4.9%	21.5%
Finance costs	8,595	1.5%	6,898	1.4%	24.6%

**Raw materials and consumables used** increased by approximately 19.9% during FY2025 Interim when compared to FY2024 Interim which is in line with the increase in revenue. As a percentage of revenue raw materials and consumables used remained stable at 27.3% due to the Group's effective cost control measures with regards to costs of food materials, including bulk purchases and regularly reviewing and negotiating the price of food materials.

**Staff costs** increased by approximately 28.3% during FY2025 Interim when compared to FY2024 Interim. As a percentage of revenue, staff costs increased from 29.1% to 31.3% when compared to FY2024 Interim. The increase in staff costs is mainly due to more restaurants were in operations during FY2025 Interim. The increase in staff costs as a percentage of revenue is mainly due to the majority of new restaurants were opened in July and August during FY2025 Interim where pre-operating staff costs were incurred.

**Property rental and related expenses** increased by approximately 11.2% during FY2025 Interim when compared to FY2024 Interim. The increase is primarily due to more restaurants were in operations during FY2025 Interim. As a percentage of revenue, property rental and related expenses remained stable at 5.0%. Property rental and related expenses includes expenses such as turnover rents, building management fees and rates, which are mostly fixed expenses in nature.

**Depreciation of property, plant and equipment and Depreciation of ROU Assets** increased by approximately 32.6% and approximately 18.3%, respectively when compared to FY2024 Interim, which is primarily due to more new restaurants were in operations during FY2025 Interim. As a percentage of revenue, depreciation of property, plant and equipment and depreciation of ROU Assets increased from 3.9% to 4.4% and remained stable at 13.7% respectively. The increase in the depreciation of property, plant and equipment as a percentage of revenue is primarily due to (1) those restaurants opened during FY2025 having a full six months of operations; and (2) new restaurants opened during FY2025 Interim.

**Other expenses** include items such as advertising expenses, credit card charges, delivery fees, entertainment expenses, insurance, printing and stationery, medical expenses and repairs and maintenance. Other expenses amounted to approximately HK\$29,347,000, representing an increase of approximately 21.5% when compared to FY2024 Interim, primarily due to more restaurants were in operations during FY2025 Interim. As a percentage of revenue, other expenses remained stable at 5.0%.

### **Net Profit and Profit Attributable to Owners of the Company**

For the six months ended 30 September 2024, net profit and profit attributable to owners of the Company amounted to approximately HK\$45,028,000 and HK\$45,726,000, respectively. Net profit decreased slightly by approximately HK\$3,151,000 or 6.5% and net profit attributable to owners of the Company decreased slightly by approximately HK\$2,037,000 or 4.3%.



## Financial Resources and Position

As at 30 September 2024, the Group did not have any bank borrowings.

Cash and cash equivalents amounted to HK\$185.8 million as at 30 September 2024 which are mostly denominated in Hong Kong Dollars. Although the Group is subject to the exchange rate exposure of the Renminbi through its subsidiary on the Mainland China, the Group's main businesses are still conducted in Hong Kong, therefore the Group does not expect to be exposed to any material foreign exchange risks in the next twelve months.

As at 30 September 2024, the Group was in a net cash position (net debt divided by equity attributable to owners of the Company plus net debt).

## Staff Training and Development

As at 30 September 2024, the Group had a total of 1,615 employees, of which approximately 89.2% are situated in Hong Kong. In addition to offering competitive remuneration packages to employee discretionary bonuses and share options may also be granted to eligible employees based on individual performance.

The Group also encourages its employees to pursue a balanced life and provides a good working environment for its employees to maximise their potential and contribution to the Group.

The remuneration committee of the Company, having regard to the Company's operating results, individual performance and comparable market statistics, decides the emoluments of the Directors. No Director, or any of his associates, and executive, is involved in dealing with his own remuneration.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the schemes is set out under the heading "Share Option Scheme" below.

## Contingent Liabilities

As at 30 September 2024, the Group did not have any significant contingent liabilities.

## Capital Commitments

As at 30 September 2024, the Group's outstanding capital commitments was approximately HK\$1,538,000.



## Interim Dividend

The Board resolved to declare an interim cash dividend of HK\$0.060 per Share for the six months ended 30 September 2024 (2023: HK\$0.055 per Share). The interim dividend will be paid out of the retained earnings under reserves of the Company. Based on the number of shares in issue as at the date of this report, a total amount of approximately HK\$22,770,000 will be distributed.

The interim dividend will be distributed to shareholders of the Company whose names appear on the register of members of the Company at the close of business on Tuesday, 10 December 2024. The register of members of the Company will close from Monday, 9 December 2024 to Tuesday, 10 December 2024 (both days inclusive), during such period no share transfer will be registered. To qualify for the interim dividend, all transfer of shares accompanied by the relevant share certificates must be lodged with the branch register of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Friday, 6 December 2024. It is expected that the cheques for cash dividends will be sent by ordinary mail to the Shareholders at their own risk on or about 23 December 2024.

The current dividend payout policy adopted by the Group is not less than 50% of the profit attributable to owners of the Company.

## Future Prospects

With tourist gradually returning to Hong Kong and the expected reduction in the interest rates, we expect the performance of the Group will improve. We will continue to improve the quality of our food together with the highest standard of services. Value-for-money is the key to our success, customers need to feel that they are getting their money's worth by providing a dining experience that matches their expectation.

As for our expansion, in addition to the committed new leases thus far, we will continue to discuss with shopping mall landlords for new potential locations in Hong Kong and in Mainland China.

## OTHER INFORMATION

### Directors' and Chief Executive's Interests and Short positions in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation

As at 30 September 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

#### Long Positions in Shares

Name of Directors	Capacity/Nature of interest	Interest in Shares	Interest in underlying Shares pursuant to share options	Aggregate Interests	Approximate Percentage of Shareholding
Mr. Wong	Interest in controlled corporation and interest of spouse	260,302,000	–	260,302,000	68.59%
Ms. Chan	Interest in controlled corporation and interest of spouse	260,302,000	–	260,302,000	68.59%
Mr. Yu Man To Gerald Maximilian	Beneficial owner	76,000	950,000	1,026,000	0.27%
Mr. Tsang Siu Chun	Beneficial owner	20,000	–	20,000	0.01%

Notes:

- IKEAB Limited is owned by Mr. Wong as to 70% and Ms. Chan as to 30%. As such Mr. Wong and Ms. Chan are deemed to be interested in the shares of the Company owned by IKEAB Limited by virtue of the SFO.
- Elite China Enterprises Limited ("Elite China") is owned by Mr. Wong as to 50% and Ms. Chan as to 50%. As such Mr. Wong and Ms. Chan are deemed to be interested in 9,984,000 shares of the Company held by Elite China as at 30 September 2024 by virtue of the SFO.
- Mr. Wong is the spouse of Ms. Chan.



Save as disclosed above, as at 30 September 2024, none of the Directors and chief executive of the Company has any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules.

### Directors' Rights to Acquire Shares or Debentures of the Company and Associated Corporation

Pursuant to the Company's share option scheme adopted by the Shareholders on 20 December 2017 (the "SOS"), the Company has granted certain Directors of the Company options to subscribe for shares of the Company, details of which as at 30 September 2024 were as follows:

Name of Directors	Date of Grant	Exercise Period	Exercise Price (HK\$)	Number of Shares Subject to Outstanding Share Options as at 01.04.2024	Number of Shares Subject to Outstanding Share Options as at 30.09.2024	Approximate Percentage of Shareholding
Mr. Yu Man To Gerald Maximilian	29 June 2018	29 June 2019 to 28 June 2028	0.92	105,000	105,000	0.03%
	29 June 2018	29 June 2020 to 28 June 2028	0.92	105,000	105,000	0.03%
	29 June 2018	29 June 2021 to 28 June 2028	0.92	140,000	140,000	0.04%
	9 August 2019	9 August 2020 to 8 August 2029	0.85	90,000	90,000	0.02%
	9 August 2019	9 August 2021 to 8 August 2029	0.85	90,000	90,000	0.02%
	9 August 2019	9 August 2022 to 8 August 2029	0.85	120,000	120,000	0.03%
	16 December 2021	16 December 2022 to 15 December 2031	0.90	90,000	90,000	0.02%
	16 December 2021	16 December 2023 to 15 December 2031	0.90	90,000	90,000	0.02%
	16 December 2021	16 December 2024 to 15 December 2031	0.90	120,000	120,000	0.03%

Notes:

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.
2. These share options represent personal interest held by the Directors as beneficial owners.

Other than the SOS mentioned below, at no time during the period was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the Directors nor the chief executive of the Company, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

### **Interests and Short Position of Substantial Shareholders' and Other Person in the Shares, Underlying Shares and Debentures of the Company and its Associated Corporations**

As at 30 September 2024, the interests and short positions of substantial shareholders and other persons (other than a Director or chief executive of the Company) in the shares and underlying shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

#### **Long Positions in Shares**

<b>Name of Substantial Shareholder</b>	<b>Capacity/Nature of interest</b>	<b>Number of Shares Held</b>	<b>Approximate Percentage of Shareholding</b>
Mr. Wong	Interest in controlled corporation and interest of spouse	260,302,000	68.59%
Ms. Chan	Interest in controlled corporation and interest of spouse	260,302,000	68.59%
IKEAB Limited	Beneficial owner	250,318,000	65.96%

Notes:

1. IKEAB Limited is owned by Mr. Wong as to 70% and Ms. Chan as to 30%. As such Mr. Wong and Ms. Chan are deemed to be interested in the shares of the Company owned by IKEAB Limited by virtue of the SFO.
2. Elite China is owned by Mr. Wong as to 50% and Ms. Chan as to 50%. As such Mr. Wong and Ms. Chan are deemed to be interested in 9,984,000 shares of the Company held by Elite China as at 30 September 2024 by virtue of the SFO.
3. Mr. Wong is the spouse of Ms. Chan.

Save as disclosed above, as at 30 September 2024, the Directors are not aware of any interests and short positions owned by any parties (other than a Director) in the shares and underlying shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO.

### **Purchase, Sale or Redemption of Listed Securities**

During the six months ended 30 September 2024 and up to the date of this report, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### **Share Option Scheme**

Pursuant to the SOS, the Board may, at its sole discretion, invite any director or proposed director (including an independent non-executive director) of any member of our Group, any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in, any member of our Group (an "**Employee**"), any proposed Employee, any full-time or part-time Employee, or a person for the time being seconded to work full-time or part-time for any member of our Group (an "**Executive**"), a consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of our Group, or any advisory, consultancy, professional or other services to any member of our Group, or a close associate (as defined under the GEM Listing Rules) of any of the foregoing persons (together, the "**Eligible Persons**" and each an "**Eligible Person**").

The purpose of the SOS is to motivate Eligible Persons to optimise their future contributions to our Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with Eligible Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group, and additionally in the case of Executives, to enable our Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions.

The exercise price of the share option will be determined at the higher of the average of closing prices of the Shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the option, the closing price of the Shares on the Stock Exchange on the date of grant or the nominal value of the Shares.

The SOS will remain in force for a period of 10 years commencing on 17 January 2018.

The share options under the SOS are exercisable at any time for a period to be determined by the Directors, which shall not be more than 10 years after the date of grant.

The total number of Shares in respect of which options may be granted under the SOS is not permitted to exceed 10% of the Shares in issue on the Listing Date without prior approval from the Shareholders. No option may be granted in any 12-month period to any one Eligible Person which if exercised in full would result in the total number of Shares already issued and issuable to him under all the options previously granted to him and the said option exceeding 1% of the number of Shares issued and issuable under all the options which may be granted under the SOS or any other share option schemes at the time it is proposed to grant the relevant options to that employee.

Each grant of share options to a Director, chief executive or substantial Shareholder of our Company or any of their respective associates under the SOS shall be approved by Independent Non-executive Directors of our Company (excluding the Independent Non-executive Director of our Company who is the proposed grantee of the share options). Where any grant of share options to a substantial Shareholder or an Independent Non-executive Director of our Company or any of their respective associates would result in the securities issued and to be issued upon exercise of all share options already granted and which may be granted (including share options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the Shares in issue; and
- (b) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of share options must be approved by our Shareholders.

The Company shall send a circular to our Shareholders containing the information required under Rule 23.04 of the GEM Listing Rules. The relevant Eligible Person, his associates and all core connected persons of our Company shall abstain from voting at such general meeting. Any vote taken at the meeting to approve the grant of such share options must be taken on a poll.

Share options granted under the SOS must be taken up within the time period to be stated on the letter containing the offer of the grant of the share options, upon payment of HK\$1.00 per grant.

As at the date of this report, a total of 40,000,000 shares may be granted under the SOS, representing approximately 10.5% of the issued share capital of the Company.

As at 30 September 2024, the Company had 5,586,000 share options outstanding under the SOS, representing approximately 1.5% of the issued share capital of the Company. Details of the share options outstanding as at the date of this report are as follows:

<b>Option Type</b>	<b>Date of Grant</b>	<b>Exercisable Period</b>	<b>Exercise Price (HK\$)</b>
2018 Options	29 June 2018	29 June 2019 to 28 June 2028	0.92
	29 June 2018	29 June 2020 to 28 June 2028	0.92
	29 June 2018	29 June 2021 to 28 June 2028	0.92
2019 Options	9 August 2019	9 August 2020 to 8 August 2029	0.85
	9 August 2019	9 August 2021 to 8 August 2029	0.85
	9 August 2019	9 August 2022 to 8 August 2029	0.85
2021 Options	16 December 2021	16 December 2022 to 15 December 2031	0.90
	16 December 2021	16 December 2023 to 15 December 2031	0.90
	16 December 2021	16 December 2024 to 15 December 2031	0.90



The following table discloses movements in the share options of the Company during the period:

Eligible Person	Options Type	Date of Grant	Exercisable Period	Exercise Price (HK\$)	Number of Shares subject to the options as at 01.04.2024	Granted during the period	Exercised during the period	Lapsed during the period	Number of Shares subject to the options as at 30.09.2024	Weighted average closing price of Shares immediately before the date on which the options were exercised
<b>Category 1: Directors</b>										
Mr. Yu	2018 Options	29 June 2018	29 June 2019 to 28 June 2028	0.92	105,000	-	-	-	105,000	-
			29 June 2020 to 28 June 2028	0.92	105,000	-	-	-	105,000	-
			29 June 2021 to 28 June 2028	0.92	140,000	-	-	-	140,000	-
	2019 Options	9 August 2019	9 August 2020 to 8 August 2029	0.85	90,000	-	-	-	90,000	-
			9 August 2021 to 8 August 2029	0.85	90,000	-	-	-	90,000	-
			9 August 2022 to 8 August 2029	0.85	120,000	-	-	-	120,000	-
2021 Options	16 December 2021	16 December 2022 to 15 December 2031	0.90	90,000	-	-	-	90,000	-	
		16 December 2023 to 15 December 2031	0.90	90,000	-	-	-	90,000	-	
		16 December 2024 to 15 December 2031	0.90	120,000	-	-	-	120,000	-	
<b>Total for Directors</b>					<b>950,000</b>	-	-	-	<b>950,000</b>	
<b>Category 2: Employees</b>										
	2018 Options	29 June 2018	29 June 2019 to 28 June 2028	0.92	486,000	-	(129,000)	-	357,000	1.42
			29 June 2020 to 28 June 2028	0.92	486,000	-	(129,000)	-	357,000	1.42
			29 June 2021 to 28 June 2028	0.92	648,000	-	(172,000)	-	476,000	1.42
2019 Options	9 August 2019	9 August 2020 to 8 August 2029	0.85	366,000	-	(69,000)	-	297,000	1.42	
		9 August 2021 to 8 August 2029	0.85	366,000	-	(69,000)	-	297,000	1.42	
		9 August 2022 to 8 August 2029	0.85	488,000	-	(92,000)	-	396,000	1.42	
2021 Options	16 December 2021	16 December 2022 to 15 December 2031	0.90	759,000	-	(72,000)	-	687,000	1.42	
		16 December 2023 to 15 December 2031	0.90	789,000	-	(72,000)	-	717,000	1.42	
		16 December 2024 to 15 December 2031	0.90	1,052,000	-	-	-	1,052,000	-	
<b>Total for Employees</b>					<b>5,440,000</b>	-	<b>(804,000)</b>	-	<b>4,636,000</b>	
<b>Total</b>					<b>6,390,000</b>	-	<b>(804,000)</b>	-	<b>5,586,000</b>	

Notes:

- The vesting period of the share options is from the date of grant until the commencement of the exercise period.

No share options were granted during the six months ended 30 September 2024.

During the six months ended 30 September 2024, approximately HK\$23,000 of the Options Fair Value was amortised in the accounts of the Company.



## Corporate Governance

During the six months ended 30 September 2024, the Company had complied with the code provisions as set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules.

## Competing Interests

As at 30 September 2024, none of the Directors or substantial shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete with the business of the Group or have any other conflict of interests with the Group.

## Directors' Securities Transactions

The Company has adopted written guidelines regarding directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rule 5.48 to 5.67 of the GEM Listing Rules. All directors have confirmed, following specific enquiries by the Company, that they have complied with the required standard of dealings during the six months ended 30 September 2024.

## Audit Committee

The Company has an audit committee (the "**Audit Committee**") which was established in accordance with the requirements of the GEM Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal control procedures. As at the date of this report, the Audit Committee comprises Mr. Wang Chin Mong (Chairman of the Audit Committee), Mr. Tsang Siu Chun and Ms. Chan Yuen Ting, all of whom are independent non-executive Directors.

An Audit Committee meeting was held on 22 November 2024 to review the unaudited condensed consolidated quarterly financial statements of the Group for six months ended 30 September 2024 and is of the opinion that such financials complied with the applicable accounting standards, legal and disclosure requirements applicable to the Group.





## Appreciation

On behalf of the Board, I would like to take this opportunity to express my gratitude to all the staff and management team for their contribution during the period. I would also like to express my appreciation to the continuous support of our shareholders and investors.

By Order of the Board

**WONG Ngai Shan**

*Chairman and Executive Director*

Hong Kong, 22 November 2024

As at the date of this report, the Board comprises:

*Executive Directors:*

WONG Ngai Shan (*Chairman*)

CHAN Wai Chun (*Chief Executive Officer*)

*Non-executive Director:*

YU Man To Gerald Maximilian (*Company Secretary*)

*Independent Non-executive Directors:*

CHAN Yuen Ting

TSANG Siu Chun

WANG Chin Mong



# REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

# Deloitte.

# 德勤

## TO THE BOARD OF DIRECTORS OF TASTE • GOURMET GROUP LIMITED

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

### Introduction

We have reviewed the condensed consolidated financial statements of Taste • Gourmet Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 22 to 40, which comprise the condensed consolidated statement of financial position as of 30 September 2024 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” (“**HKSRE 2410**”) issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



## **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

## **Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

22 November 2024



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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

	NOTES	For the six months ended	
		2024	2023
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
Revenue	3	<b>586,177</b>	491,529
Other income		<b>3,614</b>	3,468
Other gains and losses, net		<b>(579)</b>	(218)
Raw materials and consumables used		<b>(160,111)</b>	(133,556)
Staff costs		<b>(183,276)</b>	(142,881)
Depreciation of property, plant and equipment		<b>(25,592)</b>	(19,304)
Depreciation of right-of-use assets		<b>(80,149)</b>	(67,752)
Property rentals and related expenses		<b>(29,156)</b>	(26,224)
Utilities and cleaning expenses		<b>(19,580)</b>	(16,447)
Other expenses		<b>(29,347)</b>	(24,154)
Finance costs		<b>(8,595)</b>	(6,898)
Profit before tax	4	<b>53,406</b>	57,563
Income tax expense	5	<b>(8,378)</b>	(9,384)
Profit for the period		<b>45,028</b>	48,179
<b>Other comprehensive income (expense):</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operations		<b>544</b>	(1,196)
Total comprehensive income for the period		<b>45,572</b>	46,983

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

	NOTES	For the six months ended	
		30 September 2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Profit (loss) for the period attributable to:			
– Owners of the Company		<b>45,726</b>	47,763
– Non-controlling interests		<b>(698)</b>	416
		<b>45,028</b>	48,179
Total comprehensive income (expense) for the period attributable to:			
– Owners of the Company		<b>46,052</b>	47,045
– Non-controlling interests		<b>(480)</b>	(62)
		<b>45,572</b>	46,983
Earnings per share		<b>HK cents</b>	HK cents
– Basic	7	<b>12.1</b>	12.6
– Diluted	7	<b>12.0</b>	12.5

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2024

		As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	8	<b>157,813</b>	153,209
Right-of-use assets	8	<b>444,098</b>	445,229
Interest in an associate		–	–
Goodwill		<b>2,400</b>	2,400
Intangible assets		<b>493</b>	616
Financial asset at fair value through profit or loss	14	<b>1,875</b>	1,844
Rental and utilities deposits		<b>63,581</b>	55,972
Prepayments and other deposits		<b>1,349</b>	901
Deferred tax assets		<b>5,220</b>	4,120
		<b>676,829</b>	664,291
<b>CURRENT ASSETS</b>			
Inventories		<b>3,130</b>	2,778
Trade and other receivables, prepayments and deposits	9	<b>26,652</b>	22,804
Amount due from a shareholder		<b>107</b>	97
Tax recoverable		<b>1,032</b>	2,211
Cash and cash equivalents		<b>185,767</b>	142,973
		<b>216,688</b>	170,863

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 30 SEPTEMBER 2024

	NOTES	As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
<b>CURRENT LIABILITIES</b>			
Trade and other payables	10	115,592	91,759
Contract liabilities		5,729	3,645
Lease liabilities		147,495	132,930
Tax payable		17,716	7,882
Provision for reinstatement costs		3,013	2,970
		<b>289,545</b>	239,186
<b>NET CURRENT LIABILITIES</b>			
		<b>(72,857)</b>	(68,323)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			
		<b>603,972</b>	595,968
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities		321,786	331,925
Provision for reinstatement costs		19,841	18,494
Provision for long service payments		1,114	1,114
Deferred tax liabilities		2,788	4,224
Deferred income		867	867
		<b>346,396</b>	356,624
<b>NET ASSETS</b>			
		<b>257,576</b>	239,344
<b>CAPITAL AND RESERVES</b>			
Share capital	11	37,950	37,870
Share premium and reserves		212,519	193,887
Equity attributable to owners of the Company		<b>250,469</b>	231,757
Non-controlling interests		7,107	7,587
<b>TOTAL EQUITY</b>			
		<b>257,576</b>	239,344



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

	Attributable to owners of the Company										
	Share capital	Share premium	Special reserve	Other reserve	Share options reserve	Capital redemption reserve	Translation reserve	Retained profits	Sub-total	Non-controlling interests	Total
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
At 1 April 2023 (audited)	37,848	5,588	(300)	313	918	2,872	246	134,667	182,152	7,805	189,957
Profit for the period	-	-	-	-	-	-	-	47,763	47,763	416	48,179
Other comprehensive expense for the period	-	-	-	-	-	-	(718)	-	(718)	(478)	(1,196)
Total comprehensive (expense) income for the period	-	-	-	-	-	-	(718)	47,763	47,045	(62)	46,983
Recognition of equity settled share-based payment	-	-	-	-	51	-	-	-	51	-	51
Lapse of share options	-	-	-	-	(57)	-	-	57	-	-	-
Issuance of shares upon exercise of share options	22	211	-	-	(36)	-	-	-	197	-	197
Dividends recognised as distribution (note 6)	-	-	-	-	-	-	-	(19,692)	(19,692)	-	(19,692)
At 30 September 2023 (unaudited)	37,870	5,799	(300)	313	876	2,872	(472)	162,795	209,753	7,743	217,496

	Attributable to owners of the Company										
	Share capital	Share premium	Special reserve	Other reserve	Share options reserve	Capital redemption reserve	Translation reserve	Retained profits	Sub-total	Non-controlling interests	Total
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
At 1 April 2024 (audited)	37,870	5,799	(300)	313	910	2,872	(369)	184,662	231,757	7,587	239,344
Profit (loss) for the period	-	-	-	-	-	-	-	45,726	45,726	(698)	45,028
Other comprehensive income for the period	-	-	-	-	-	-	326	-	326	218	544
Total comprehensive income (expense) for the period	-	-	-	-	-	-	326	45,726	46,052	(480)	45,572
Recognition of equity settled share-based payment	-	-	-	-	23	-	-	-	23	-	23
Issuance of shares upon exercise of share options	80	800	-	-	(160)	-	-	-	720	-	720
Dividends recognised as distribution (note 6)	-	-	-	-	-	-	-	(28,083)	(28,083)	-	(28,083)
At 30 September 2024 (unaudited)	37,950	6,599	(300)	313	773	2,872	(43)	202,305	250,469	7,107	257,576

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

	For the six months ended	
	30 September	2023
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Net cash from operating activities:		
Profit before tax	53,406	57,563
Adjustments for:		
Amortisation of intangible assets	123	120
Depreciation of property, plant and equipment	25,592	19,304
Depreciation of right-of-use assets	80,149	67,752
Impairment loss on property, plant and equipment	267	–
Impairment loss on right-of-use assets	333	–
Gain from changes in fair value of financial asset at fair value through profit or loss	(31)	(29)
Finance costs	8,595	6,898
Interest income from bank deposits	(2,327)	(1,792)
Interest income on rental deposits	(742)	(560)
Loss on disposal of property, plant and equipment	10	254
Share-based payment expenses	23	51
Operating cash flows before movements in working capital	165,398	149,561
Increase in trade and other payables	21,700	16,875
Increase in trade and other receivables, prepayments and other deposits and rental and utilities deposits	(5,614)	(6,959)
Other operating activities	1,634	(304)
	183,118	159,173

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

	For the six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Net cash used in investing activities:		
Purchase of property, plant and equipment	(27,240)	(57,028)
Purchase of an intangible asset	–	(90)
Proceeds from disposal of property, plant and equipment	105	25
Payments for rental deposits	(6,249)	(3,882)
Refund of rental deposits	497	–
Repayment from an associate	–	35
Advance to a shareholder	(10)	(3)
Deposits paid for acquisition of property, plant and equipment	(1,349)	–
Interest received	2,327	1,792
	<b>(31,919)</b>	(59,151)
Net cash used in financing activities:		
Interest paid on lease liabilities	(8,595)	(6,898)
Repayments of lease liabilities	(72,586)	(58,053)
Issuance of shares upon exercises of share options	720	197
Dividends paid	(28,083)	(19,692)
	<b>(108,544)</b>	(84,446)
Net increase in cash and cash equivalents	<b>42,655</b>	15,576
Cash and cash equivalents at the beginning of the period	<b>142,973</b>	118,720
Effect of foreign exchange rate changes	<b>139</b>	(854)
Cash and cash equivalents at the end of the period, represented by bank balances and cash	<b>185,767</b>	133,442

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

## 1. BASIS OF PREPARATION

Taste · Gourmet Group Limited (the “**Company**”) (hereinafter its subsidiaries together with the Company collectively referred to as the “**Group**”) was incorporated as an exempted company and registered in the Cayman Islands with limited liability under the Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, and the shares of the Company have been listed on GEM of the Stock Exchange since 17 January 2018.

The condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company.

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“**HKAS 34**”) *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as well as with the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

In preparing the condensed consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the fact that the Group’s current liabilities exceeded its current assets by HK\$72,857,000 as at 30 September 2024. In the opinion of the directors of the Company, the Group will have sufficient funds available for its future operating cash flow. In addition, taking into account of the unutilised available banking facilities amounting to HK\$20,500,000, the directors of the Company are confident that the Group will be able to meet its financial obligations when they fall due in the foreseeable future. Accordingly, the condensed consolidated financial statements have been prepared on a going concern basis.

## 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“**HKFRSs**”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2024 are the same as those presented in the Group’s annual financial statements for the year ended 31 March 2024.

### Application of amendments to HKFRSs

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

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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

### 3. REVENUE AND SEGMENT INFORMATION

Revenue represents amounts received and receivable from restaurant operations, net of discounts, during the periods ended 30 September 2024 and 2023.

The principal activities of the Group are operating restaurants serving different kinds of cuisine in Hong Kong and the People's Republic of China ("PRC") during the periods ended 30 September 2024 and 2023.

The Group's revenue from external customers by type of cuisines is as follow:

	For the six months ended 30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Southeast Asian	53,073	31,940
Japanese	298,157	247,676
Western	24,224	27,802
Chinese	209,835	183,062
Others	888	1,049
	586,177	491,529

Information reported to Mr. Wong Ngai Shan ("Mr. Wong") and Ms. Chan Wai Chun ("Ms. Chan") (collectively as the "Controlling Shareholders"), being the chief operating decision maker ("CODM"), for the purposes of resource allocation and performance assessment, focuses on the operating results of the Group by location of operation. The CODM has determined that the Group has only two reportable segments for the restaurants serving different kinds of cuisine in Hong Kong and the PRC, each of which is considered a separate operating segment by the CODM.

### 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment:

	For the six months ended 30 September 2024			For the six months ended 30 September 2023		
	Hong Kong HK\$'000 (unaudited)	The PRC HK\$'000 (unaudited)	Total HK\$'000 (unaudited)	Hong Kong HK\$'000 (unaudited)	The PRC HK\$'000 (unaudited)	Total HK\$'000 (unaudited)
Revenue from external sales	555,185	30,992	586,177	468,703	22,826	491,529
Segment profit (loss)	62,163	(1,006)	61,157	61,515	2,996	64,511
Unallocated other gains and losses, net			31			29
Unallocated expenses			(7,782)			(6,977)
Profit before tax			53,406			57,563

Segment profit (loss) represents the profit (loss) earned by the reportable segment excluding unallocated other gains and losses, net (i.e. gain from changes in fair value of financial asset at fair value through profit or loss ("FVTPL")) and without allocation of central administration costs. This is the measure reported to CODM for the purposes of resource allocation and performance assessment.

The CODM makes decisions according to operating results of each segment. No analysis of segment assets and segment liabilities is presented as the CODM does not regularly review such information for the purposes of resource allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

The Group's customer base is diversified and no individual customer had contributed more than 10% of the Group's revenue during the relevant periods.

## 4. PROFIT BEFORE TAX

	For the six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Profit before tax has been arrived at after charging (crediting):		
Share-based payment expenses (included in staff costs)	23	51
Amortisation of intangible assets (included in other expenses)	123	120
Gain from changes in fair value of financial asset at FVTPL (included in other gains and losses, net)	(31)	(29)
Government subsidies (included in other income)	–	(563)
Impairment loss on property, plant and equipment	267	–
Impairment loss on right-of-use assets	333	–
Loss on disposal of property, plant and equipment (included in other gains and losses, net)	10	254

## 5. INCOME TAX EXPENSE

	For the six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
The tax charge (credit) comprises Hong Kong Profits Tax:		
– Current tax	10,860	9,788
– Deferred taxation	(2,482)	(404)
	<b>8,378</b>	9,384



## 6. DIVIDENDS

	For the six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Dividends for ordinary shareholders of the Company recognised as distribution during the period:		
2024 Final – HK7.4 cents (2023: 2023 Final – HK5.2 cents) per share	<b>28,083</b>	19,692

Subsequent to the end of the current interim period, the directors of the Company has declared that an interim dividend of HK6.0 cents per share, in aggregate amount of approximately HK\$22,770,000, will be paid to the shareholders of the Company whose names appear on the register of members of the Company on 10 December 2024.

## 7. EARNINGS PER SHARE

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

	<b>For the six months ended</b>	
	<b>30 September</b>	
	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Unaudited)
<b>Earnings</b>		
Earnings for the purposes of basic and diluted earnings per share – profit for the period attributable to owners of the Company	<b>45,726</b>	47,763
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	<b>379,438</b>	378,680
Effect of dilutive potential ordinary shares:		
Share options	<b>2,071</b>	2,514
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<b>381,509</b>	381,194

## 8. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

- (a) During the six months ended 30 September 2024, the Group acquired property, plant and equipment of HK\$30,097,000 (six months ended 30 September 2023: HK\$61,087,000) and written off property, plant and equipment with carrying amounts of HK\$115,000 (six months ended 30 September 2023: HK\$275,000).

## 8. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (CONTINUED)

(b) During the six months ended 30 September 2024 and 2023, the Group entered into several new lease agreements and lease modifications for its restaurants with lease terms ranged from 1 to 6 years. Leases of shops are either with only fixed lease payments or contain variable lease payments that are based on 9% to 15% of monthly sales and minimum monthly lease payments that are fixed over the lease terms, whichever is higher. On lease commencement or modified, the Group recognised right-of-use assets of HK\$78,834,000 (six months ended 30 September 2023: HK\$94,008,000) and lease liabilities of HK\$76,451,000 (six months ended 30 September 2023: HK\$88,861,000).

## 9. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

The revenue from sales of food and beverages are generally on cash or credit card settlement. The Group allows a credit period of 30 days to its trade receivables arising from sales of food and beverages through food delivery service agents.

As at 30 September 2024 and 31 March 2024, the Group's trade receivables include receivables from financial institutions in relation to the payments settled by credit cards by customers of which the settlement period is normally within 2 days from the trade date, and receivables from the food delivery service agents or other payment channels of which the settlement period is within 30 days from the invoice date.

All trade receivables as at 30 September 2024 of HK\$5,639,000 (31 March 2024: HK\$5,969,000) are aged within 30 days as at the end of each reporting date with no impairment loss being recognised. All trade receivables are not past due and settled subsequent to the end of the reporting period. None of the trade receivables are past due but not impaired as at 30 September 2024 and 31 March 2024.

## 10. TRADE AND OTHER PAYABLES

	<b>As at 30 September 2024 HK\$'000 (Unaudited)</b>	As at 31 March 2024 HK\$'000 (Audited)
Trade payables		
– aged within 30 days (based on invoice date)	<b>26,582</b>	23,121

The credit period granted by suppliers on purchase of goods is 0 to 30 days. No interest is charged by the trade creditors.

## 11. SHARE CAPITAL

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.1 each		
Authorised:		
At 1 April 2023 (audited), 30 September 2023 (unaudited), 31 March 2024 (audited) and 30 September 2024 (unaudited)	1,000,000,000	100,000
Issued and fully paid:		
At 1 April 2023 (audited)	378,476,000	37,848
Issuance of shares upon exercise of share options (Note)	220,000	22
At 30 September 2023 (unaudited) and 31 March 2024 (audited)	378,696,000	37,870
Issuance of shares upon exercise of share options (Note)	804,000	80
At 30 September 2024 (unaudited)	379,500,000	37,950

Note:

During the six months ended 30 September 2024, the subscription rights attaching to 804,000 share options were exercised at the average subscription price of HK\$1.09 per share, resulting in the issue of 804,000 shares for a total cash consideration of HK\$720,000. An amount of HK\$160,000 was transferred from the share options reserve to share premium upon the exercise of the share options.

During the six months ended 30 September 2023, the subscription rights attaching to 220,000 share options were exercised at the average subscription price of HK\$1.06 per share, resulting in the issue of 220,000 shares for a total cash consideration of HK\$197,000. An amount of HK\$36,000 was transferred from the share options reserve to share premium upon the exercise of the share options.

## 12. CAPITAL COMMITMENTS

	As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
Contracted for but not provided:		
– Acquisition of property, plant and equipment	1,538	4,133

### 13. RELATED PARTY TRANSACTIONS

Apart from details of the balances with related parties disclosed in the condensed consolidated statement of financial position and other details disclosed elsewhere in the condensed consolidated financial statements, the Group also entered into the following transactions with related parties during the periods:

Name of related parties	Nature of transactions	For the six months ended	
		30 September	
		2024	2023
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
Controlling shareholders	Payments relating to short-term leases (Note)	345	82
Close members of the family of controlling shareholders	Payments relating to short-term leases (Note)	10	–
United Mind Limited*	Management fee income	–	10

\* This related party is an associate of the Group.

Note: During the six months ended 30 September 2024 and 2023, the Group has entered into short-term lease agreements for leases of car park spaces for one year and warehouse for eight months.

#### Compensation of key management personnel

The remuneration of senior management personnel including executive directors' remuneration during the periods is as follows:

	For the six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Short-term benefits	3,821	3,563
Post-employment benefits	63	55
	3,884	3,618

## 14. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

### Fair value measurement and valuation processes

In estimating the fair value of an asset, the Group uses market-observable data to the extent it is available. For instruments with significant unobservable inputs under Level 3, the Group performed discounted cash flow to derive the present value of the financial asset. The management of the Group reports the findings to the directors of the Company every half year to explain the cause of fluctuations in the fair value of the asset.

The following table gives information about how the fair value of this financial asset is determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are based on quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### Fair value measurement of the Group's financial asset that is measured at fair value on a recurring basis

Financial asset	Fair value as at		Fair value hierarchy	Valuation techniques and key input
	30 September 2024	31 March 2024		
	HK\$'000 (Unaudited)	HK\$'000 (Audited)		
Financial asset at FVTPL	<b>1,875</b>	1,844	Level 3	With reference to the adjusted cash value provided by counterparty which represents the premium paid to the policies adjusted by net yield with reference to the expected return rate of 4.4% (31 March 2024: 4.4%)

Note: The significant unobservable input is expected return rate and assuming other inputs were held constant, if the expected return rate increases, the fair value of the policies increases and vice versa. In the opinion of the directors of the Company, the change of expected return rate of the policies is insignificant based on historical record and no sensitivity is prepared.

There is no transfer between Level 1, 2 and 3 for both periods.

## 14. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

### Reconciliation of Level 3 fair value measurements of financial asset

	HK\$'000
At 1 April 2023 (audited)	1,785
Net gains in profit or loss	29
<hr/>	
At 30 September 2023 (unaudited)	1,814
<hr/>	
At 1 April 2024 (audited)	1,844
Net gains in profit or loss	31
<hr/>	
At 30 September 2024 (unaudited)	1,875

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

## 15. EVENT AFTER THE END OF THE REPORTING PERIOD

In October 2024, the Group has entered into a sales and purchase agreement with an independent third party to acquire a trademark with a consideration of Japanese Yen (“JPY”) 54,000,000 (equivalent to HK\$2,764,000) and paid initial deposit of JPY10,000,000 (equivalent to HK\$512,000). Such transaction is not yet completed up to the date of this report.