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利·寶·閣

Li Bao Ge Group Limited

利寶閣集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8102)

FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 31 MARCH 2017

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

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

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This announcement, for which the directors (the “Directors”) of LI BAO GE 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 Growth Enterprise Market 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.

The board (the “**Board**”) of directors (the “**Directors**”) of Li Bao Ge Group Limited (the “**Company**”, together with its subsidiaries, collectively known as the “**Group**”) is pleased to announce the unaudited consolidated results of the Group for the three months ended 31 March 2017 (the “**Period**”) together with the comparative figures for the corresponding period in 2016 as set out below. This announcement has been reviewed by the audit committee of the Board (the “**Audit Committee**”). Unless otherwise specified, terms used herein shall have the same meanings as those defined in the Company’s prospectus dated 24 June 2016 (the “**Prospectus**”).

FINANCIAL HIGHLIGHTS

For the three months ended 31 March 2017:

- Revenue of the Group amounted to approximately HK\$75.9 million, representing an increase of approximately 5.7% as compared with the corresponding period in 2016.
- Profit attributable to owners of the Company amounted to approximately HK\$7.9 million, representing an increase of approximately 203.4% as compared with the corresponding period in 2016.
- Earnings per share was approximately HK0.99 cents.

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

For the three months ended 31 March 2017

	<i>Note</i>	Three months ended	
		2017	2016
		<i>HK\$'000</i>	<i>HK\$'000</i>
		(unaudited)	(unaudited)
Revenue	3	75,899	71,805
Other income	3	248	93
Other gains and losses		(64)	27
Cost of materials consumed		(21,023)	(21,294)
Employee benefits expense		(15,745)	(16,847)
Depreciation		(2,855)	(3,358)
Other expenses	4	(26,108)	(26,174)
Operating profit		10,352	4,252
Listing expenses		–	(511)
Finance costs	5	(165)	(217)
Profit before income tax		10,187	3,524
Income tax expense	6	(2,247)	(907)
Profit for the period		7,940	2,617
Other comprehensive expense			
Items that may be reclassified subsequently to profit or loss:			
Exchange difference arising from translation of financial statements of foreign operations		(488)	–
Total comprehensive income for the period		7,452	2,617
Profit attributable to:			
Owners of the Company		7,940	2,617
		7,940	2,617
Total comprehensive income attributable to:			
Owners of the Company		7,452	2,617
		7,452	2,617
		<i>HK cent</i>	<i>HK cent</i>
Basis earnings per share		0.99	0.44

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the three months ended 31 March 2017

	Attributable to owners of the Company						Non- controlling interests	Total equity	
	Share capital	Share premium	Capital reserve	Other reserves	Exchange translation reserve	Retained profits			Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	
Balance as at 1 January 2016									
(audited)	–	–	78	34,618	(281)	4,059	38,474	–	38,474
Profit for the period	–	–	–	–	–	2,617	2,617	–	2,617
Currency translation differences	–	–	–	–	–	–	–	–	–
	–	–	–	–	–	–	–	–	–
Total comprehensive income for the period	–	–	–	–	–	2,617	2,617	–	2,617
Waiver of amounts due to ultimate controlling shareholders	–	–	–	7,700	–	–	7,700	–	7,700
Balance as at 31 March 2016									
(unaudited)	–	–	78	42,318	(281)	6,676	48,791	–	48,791
Balance as at 1 January 2017									
(audited)	8,000	55,134	–	42,396	(2,146)	15,407	118,791	–	118,791
Profit for the period	–	–	–	–	–	7,940	7,940	–	7,940
Currency translation differences	–	–	–	–	(488)	–	(488)	–	(488)
	–	–	–	–	(488)	7,940	7,452	–	7,452
Total comprehensive (expense)/ income for the period	–	–	–	–	(488)	7,940	7,452	–	7,452
Balance as at 31 March 2017									
(unaudited)	8,000	55,134	–	42,396	(2,634)	23,347	126,243	–	126,243

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2017

1 GENERAL INFORMATION

Li Bao Ge Group Limited (the “Company”) was incorporated in the Cayman Islands on 1 September 2015 as an exempted company with limited liability under the Companies Law (2013 Revision) of the Cayman Islands. The address of the Company’s registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Listing”) since 30 June 2016 (the “Listing Date”). The Company is an investment holding company and its subsidiaries (collectively, the “Group”) are principally engaged in the operation of a chain of Chinese restaurants in Hong Kong and the People’s Republic of China (“PRC”).

2 BASIS OF PREPARATION

The unaudited condensed consolidated financial statements should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2016 (“2016 Annual Report”). The Group’s policies on financial risk management were set out in the financial statements included in the Company’s 2016 Annual Report and there have been no significant changes in the financial risk management policies for the three months ended 31 March 2017.

The unaudited condensed consolidated financial statement is presented in Hong Kong dollars (“HK\$”) which is the same as the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated.

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention.

The accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the three months ended 31 March 2017 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2016.

The HKICPA has issued certain amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 REVENUE AND OTHER INCOME

Revenue from the operation of Chinese restaurants and other income during the periods ended 31 March 2017 and 2016 are as follows:

	Three months ended	
	31 March	
	2017	2016
	HK\$’000	HK\$’000
	(unaudited)	(unaudited)
Revenue		
Revenue from Chinese restaurant operations	75,899	71,805
Other income		
Interest income on short-term bank deposits	115	23
Interest income from deposits placed for life insurance policies	58	39
Miscellaneous income	75	31
Total revenue and other income	76,147	71,898
Total interest income on financial assets not at fair value though profit or less	173	62

The following table presents revenue from external customers for the periods ended 31 March 2017 and 2016 by geographic area:

	Three months ended	
	31 March	
	2017	2016
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Revenue from external customers		
Hong Kong	51,714	50,855
Mainland China	24,185	20,950
	<u>75,899</u>	<u>71,805</u>

4 OTHER EXPENSES

Other expenses include the following items

	Three months ended	
	31 March	
	2017	2016
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Auditors' remuneration	107	–
Operating lease expenses		
– Normal rent for premises	10,397	10,210
– Contingent rent for premises*	1,400	932
Underprovision for reinstatement costs	–	222
	<u>–</u>	<u>222</u>

* The contingent rent refers to the operating rentals based on pre-determined percentage to the restaurant revenue less minimum rentals of the respective leases.

5 FINANCE COSTS

	Three months ended	
	31 March	
	2017	2016
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Interest expense on bank borrowings	158	207
Interest expense on finance lease obligations	7	10
	<u>165</u>	<u>217</u>
Total interest expenses on financial liabilities not at fair value through profit or loss	<u>165</u>	<u>217</u>

6 INCOME TAX EXPENSE

	Three months ended 31 March	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Current tax		
Current tax on profits for the period		
– Hong Kong	989	927
– The PRC	966	120
Underprovided in prior year	74	–
	<u>2,029</u>	<u>1,047</u>
Deferred tax		
Origination and reversal of temporary differences	218	(140)
	<u>218</u>	<u>(140)</u>
Income tax expense	<u>2,247</u>	<u>907</u>

Hong Kong profits tax is calculated at the rate of 16.5% on the estimated assessable profits for the subsidiaries of the Group incorporated in Hong Kong during the three months ended 31 March 2017 and 2016.

According to the PRC Enterprise Corporate Tax Law promulgated by the PRC government, the PRC's statutory income tax rate is 25%. The Company's PRC subsidiaries were subject to income tax at the rate of 25% for the three months ended 31 March 2017 and 2016.

7 DIVIDENDS

Final dividends of HK\$6,800,000 for the year ended 31 December 2016 were declared on 27 March 2017, subject to approval by the Shareholders at the forthcoming annual general meeting of the Company to be held on 24 May 2017. The Board of Directors of the Company does not recommend the payment of any dividend for the three months ended 31 March 2017 (three months ended 31 March 2016: nil).

8 EARNINGS PER SHARE

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

	Three months ended 31 March	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Earnings		
Profit for the period attributable to the owners of the Company	<u>7,940</u>	<u>2,617</u>
Number of shares		
Weighted average number of shares for the purpose of calculating basic earnings per share	<u>800,000,000</u>	<u>600,000,000</u>

The number of shares used for the purpose of calculating basic earnings per share has been retrospectively adjusted for the issue of shares during the reorganisation and capitalisation issue as if the shares had been in issue throughout the entire reporting periods.

The diluted earnings per share is equal to basic earnings per share as there was no potential dilutive ordinary shares outstanding during the three months ended 31 March 2017 and 2016.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND OPERATIONAL REVIEW

The Group is a Chinese restaurant group recognised for delivering Cantonese cuisine and Chinese banquet and dining services.

Restaurants Operation

For the three months ended 31 March 2017, the Group operated four full-service restaurants in Hong Kong and a full-service restaurant in Shenzhen, the PRC to provide Cantonese cuisine under the brand name of “Star of Canton (利寶閣)”. The Group also operated a Jingchuanhu cuisine restaurant in Hong Kong which was opened at the end of October 2015 under the brand name of “Beijing House (京香閣)”. All of the Group’s restaurants are strategically situated in landmark shopping arcades or commercial complexes at prime locations. The Group maintains a business philosophy of offering quality food and services at reasonable prices under an elegant and comfortable dining environment. All of the Group’s restaurants target at mid-to-high end spending customers.

As at 31 March 2017, the Group had five restaurants in Hong Kong, two of which were located in Sheung Wan (i.e. the Sheung Wan Restaurant and the Beijing House Restaurant) and the remaining three were located in Tsim Sha Tsui (i.e. The One Restaurant), Causeway Bay (i.e. the CWB Restaurant) and Olympian City (i.e. the Olympian Restaurant), respectively. The Group’s restaurant in Shenzhen, the PRC is located in Futian District (i.e. the Shenzhen Restaurant).

FINANCIAL REVIEW

Revenue

For the three months ended 31 March 2017, the Group recorded a total revenue of approximately HK\$75.9 million, representing an increase of approximately 5.7% as compared to approximately HK\$71.8 million for the three months ended 31 March 2016.

The Group’s total revenue for the three months ended 31 March 2017 comprised the aggregate revenue of the five restaurants in Hong Kong of approximately HK\$51.7 million (2016: approximately HK\$50.9 million) and the revenue of the Shenzhen Restaurant of approximately HK\$24.2 million (2016: approximately HK\$20.9 million).

The aggregate revenue of the Group’s restaurants in Hong Kong for the three months ended 31 March 2017 gently increased by approximately 1.7% and was relatively stable as compared to the three months ended 31 March 2016. On the other hand, the increase in revenue of the Shenzhen Restaurant by approximately 15.4% over the periods was mainly due to the continued growth of the Cantonese restaurant industry in Shenzhen, the PRC.

Gross profit and gross profit margin

The Group's gross profit (i.e. revenue minus cost of materials consumed) amounted to approximately HK\$54.9 million for the three months ended 31 March 2017, representing an increase of approximately 8.6% from approximately HK\$50.5 million for the three months ended 31 March 2016, which was in line with the increase in revenue during the Period. Besides, the Group's overall gross profit margin increased from approximately 70.4% for the three months ended 31 March 2016 to approximately 72.3% for the three months ended 31 March 2017, which was mainly due to the overall decline in cost of food ingredients purchased during the Period as compared to the corresponding period in 2016.

Employee benefits expenses

Employee benefit expenses was approximately HK\$15.7 million for the three months ended 31 March 2017 (2016: approximately HK\$16.8 million), representing a decrease of approximately 6.5% as compared to the corresponding period in 2016. Such decrease was mainly due to the improved labour cost control of operational staff of the Sheung Wan Restaurant and the Beijing House (which were opened at the end of October 2015) upon their operations, which were progressively put on track in 2016. Moreover, the Group also enhanced its staff cost control measures during the Period. Going forward, the Group will continue to closely monitor the cost control in respect of staff salaries, and at the same time regularly review the work allocation of the staff in order to improve the work efficiency and maintain a quality standard of service.

Other expenses

Other expenses mainly include, but not limited to, expenses incurred for the Group's restaurant operation, consisting of operating lease expenses, building management fee and air conditioning charges, cleaning and laundry expenses, utility expenses, service fees paid to temporary workers, advertising and promotion. For the three months ended 31 March 2017, other expenses amounted to approximately HK\$26.1 million (2016: approximately HK\$26.2 million) which was relatively stable as compared to the corresponding period in 2016.

Profit attributable to owners of the Company

For the three months ended 31 March 2017, the Group's profit attributable to owners of the Company was approximately HK\$7.9 million, representing a significant increase of approximately 203.4% from approximately HK\$2.6 million for the three months ended 31 March 2016. Such increase was mainly due to the combined net effects of (i) the Sheung Wan Restaurant and the Beijing House Restaurant, which were opened at the end of October 2015, incurred an operating loss of approximately HK\$0.4 million for the three months ended 31 March 2016 while they recorded an aggregate operating profit of approximately HK\$1.4 million for the Period upon their operations being put on track in 2016; (ii) the operating profit of the Shenzhen Restaurant significantly increased by approximately HK\$4.1 million over the periods, mainly as a result of the increase in revenue and hence gross profit generated; (iii) the overall improvement of the Group's gross profit margin from approximately 70.4% to 72.3% over the periods; and (iv) the increase in income tax expense by approximately HK\$1.3 million over the periods.

Securities in Issue

As at 31 March 2017, there were 800,000,000 ordinary shares in issue. There was no movement in the issued share capital of the Company during the three months ended 31 March 2017.

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

On 13 February 2017, Keen Nation Limited, an indirect wholly-owned subsidiary of the Company entered into a sale and purchase agreement with Mr. Tsang Kwok Hong (“**Mr. Tsang**”), independent third party of the Company, in relation to the proposed acquisition of 60% issued shares in Profit Shiner Investment Limited which engages in the operation of a Thai cuisine restaurant in Hong Kong (the “**Proposed Acquisition**”). The Proposed Acquisition is not completed as at the date of this announcement. Please refer to the Company’s announcements dated 13 February 2017 and 17 February 2017, respectively, for further details.

Save as disclosed above, there were no significant investment held, material acquisition or disposal of subsidiaries and affiliated companies during the three months ended 31 March 2017. Save as disclosed in this announcement, there was no plan for material investment or capital assets as at 31 March 2017.

Dividend

The Directors do not recommend any payment of dividend for the three months ended 31 March 2017 (three months ended 31 March 2016: nil).

Prospects

The successful listing of the Group on the GEM of the Stock Exchange marked a major milestone as well as a new chapter of the Company. Nevertheless, due to the uncertainties of the Hong Kong economy, the Directors anticipate that the Group’s business will face various challenges in the foreseeable future. The Group’s key risk exposures and uncertainties are summarised as follows:

- (i) the Group’s future success relies heavily on its ability to constantly offer menu items, creatively-designed banquet and dining services based on the changing market trends and changing tastes, dietary habits, expectations and other preferences of the Group’s target customers. As such, significant costs of surveying and researching customer trends and preferences and to developing and marketing new menu items, banquet and dining services may be required, this may place substantial strain on the Group’s managerial and financial resources;

- (ii) the Group may fail to obtain leases for desirable locations for new restaurants or fail to renew existing leases on commercially acceptable terms, which would have a material adverse effect on the Group's business and future development;
- (iii) the operation of the Group may be affected by the price of the food ingredients, including the price of the imported food ingredients which will be affected by the floating of the foreign currencies; and
- (iv) there may be labour shortages in the future and competition for qualified individuals in the food and beverage industry may be intense.

For other risks and uncertainties facing the Group, please refer to the section headed "Risk Factors" in the Prospectus.

Nonetheless, the management of the Company is confident that the Group can succeed and enhance the shareholders' value, based on the years of experience of the senior management of the Company in managing Chinese restaurant business in Hong Kong and its business strategies as detailed below.

Going forward, the Group's objective is to become a reputable multi-brand restaurant group with a diverse customer base in Hong Kong and the PRC to provide Cantonese and Jingchuanhu cuisines, Chinese banquet and dining services for large-scale events. The Group will continue to utilise its available resources to implement its business strategies, namely, expansion in Hong Kong with multi-brand strategy, progressive expansion in the PRC market, continuing promotion of brand image and recognition through marketing initiatives, enhancement of existing restaurant facilities and strengthening of staff training aiming to attract more new customers. The Group will also consider the expansion of its catering business into other types of cuisines when opportunities arise, taking into account of the Group's available resources, with the aim of optimizing the return to its Shareholders.

Comparison of Business Objectives with Actual Business Progress

The following is a comparison of the Group's business objectives as set out in the Prospectus with actual business progress up to 31 March 2017:

	Business objectives up to 30 June 2017 as stated in the Prospectus	Actual business progress up to 31 March 2017
1. Progressive expansion in the PRC market	Capital expenditure for the Group's new restaurants to be opened in Shenzhen, the PRC.	<p>(i) In respect of the Shenzhen One Avenue Restaurant, the Group was pending the handover of the restaurant premises by the landlord upon completion of construction of the shopping mall regarding the new restaurant.</p> <p>(ii) The restaurant premises of the Shenzhen Uniwalk Restaurant was handed over in March 2017 and renovation has been commenced.</p> <p>(iii) A number of contracts have been signed for renovation and acquisition of equipment for the Shenzhen Uniwalk Restaurant, with a total contract sum of approximately HK\$27 million.</p>
2. Enhancement of existing restaurant facilities	Refurbishment and acquisition, upgrading or replacement of existing equipment and facilities	The refurbishment, upgrading and replacement of existing equipment facilities for The One Restaurant had been completed.
3. Enhancement of marketing and promotions	Launch of marketing activities for promoting brand image	The promotion of wedding banquet service had been launched through participation in wedding exhibition and other marketing activities including meal sets promotion through media, website's cash coupons and bank credit card promotion.

Use of proceeds from the Listing

The shares of the Company were listed on the GEM of the Stock Exchange on 30 June 2016 with net proceeds received by the Company from the Placing in the amount of approximately HK\$59.1 million after deducting underwriting, commissions and all related expenses.

As at 31 March 2017, the net proceeds from placing were applied as follows:

	Planned use of proceeds as stated in the Prospectus up to 30 June 2017 <i>HK\$'000</i>	Actual use of proceeds up to 31 March 2017 <i>HK\$'000</i>
Progressive expansion in the PRC market	26,000	6,520
Enhancement of existing restaurant facilities	1,500	1,500
Enhancement of marketing and promotions	3,000	2,261

The business objectives as stated in the Prospectus were based on the best estimation of the future market conditions made by the Group at the time of preparing the Prospectus. The use of proceeds was applied in accordance with the actual development of the market.

As at 31 March 2017, approximately HK\$10.3 million out of the net proceeds from the Listing had been used. The unused net proceeds were deposited in licensed banks in Hong Kong.

The Company intends to apply the net proceeds in the manner as stated in the Prospectus. However, the Directors will constantly evaluate the Group's business objectives and may change or modify the Group's plans against the changing market condition to attain sustainable business growth of the Group.

OTHER INFORMATION

Directors' Interests in Competing Business

On 10 January 2017, the Company was notified by Ms. Chan Josephine Wai Sze (“**Ms. Chan**”), being a close associate of Mr. Chan Chun Kit (“**Mr. Chan**”), being an executive Director, that Ms. Chan was being offered by Mr. Tsang to acquire 60% issued shares of Profit Shiner Investment Limited (the “**Business Opportunity**”). Given the business of Profit Shiner Investment Limited may compete with the business of the Group, the Group was given a right of first refusal (the “**Right of First Refusal**”) to take up the Business Opportunity in accordance with the Deed of Non-Competition.

On 13 February 2017 (after trading hours), the Company has resolved to exercise the Right of First Refusal. On the same date, Keen Nation Limited, an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Mr. Tsang, pursuant to which Mr. Tsang has conditionally agreed to sell and Keen Nation Limited has conditionally agreed to acquire, 180,000 ordinary shares of Profit Shiner Investment Limited at the consideration of HK\$1,800,000, which shall be satisfied by internal resources of the Group in the form of cash.

For further details of the Proposed Acquisition and the exercise of Right of First Refusal, please refer to the announcements of the Company dated 13 February 2017 and 17 February 2017, respectively.

Save as disclosed above, during the three months ended 31 March 2017 and up to the date of this announcement, none of the Directors or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

Corporate Governance

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the “**Code**”) in Appendix 15 of the GEM Listing Rules. For the three months ended 31 March 2017, to the best knowledge of the Board, the Company has complied with all the applicable code provisions set out in the Code, except for certain deviations as specified with considered reasons for such deviations as explained below.

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

During the three months ended 31 March 2017, the Company has not separated the roles of chairman and chief executive officer of the Company. Mr. Chan was the chairman and also the chief executive officer of the Company and is responsible for overseeing the operations of the Group during such period. In view of the fact that Mr. Chan has been operating and managing the Group since 1998, the Board believes that it is in the best interests of the Group to have Mr. Chan taking up both roles for effective management and business development. The Board also believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring the consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. Although Mr. Chan performs both roles of chairman and chief executive officer, the division of responsibilities between the two roles is clearly established. While the chairman is responsible for supervising the functions and performance of the Board, the chief

executive officer is responsible for the management of the Group's business. The Board considers that the balance of power and authority for the present arrangement will not be impaired given the appropriate delegation of the power of the Board to the senior management of the Company for the day-to-day management of the Group, and the effective functions of the independent non-executive Directors representing at least one-third of the Board such that no one individual has unfettered power of decisions. This structure will also enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

Code of Conduct for Securities Transactions by Directors

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by Directors in respect of the shares of the Company (the "**Code of Conduct**"). The Company has made specific enquiry to all Directors, and all Directors have confirmed that they have fully complied with the required standard of dealings set out in the Code of Conduct during the three months ended 31 March 2017.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed securities during the three months ended 31 March 2017.

The Company did not redeem any of its listed securities during the three months ended 31 March 2017.

Share Option Scheme

The share option scheme of the Company (the "**Share Option Scheme**") was adopted pursuant to a resolution passed by the Company's shareholders on 16 June 2016 for the primary purpose of providing eligible participants an opportunity to have a personal stake in the Company and to motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group. Eligible participants of the Share Option Scheme include any employees, any executives, non-executive Directors (including independent non-executive Directors), advisors, consultants of the Company or any of its subsidiaries.

The Share Option Scheme became effective on 30 June 2016 (the "**Listing Date**") and, unless otherwise cancelled or amended, will remain in force for 10 years commencing on the Listing Date, the principal terms of which were summarised in the paragraph headed "Share Option Scheme" in Appendix IV to the Prospectus.

No share options were granted, exercised or cancelled by the Company under the Share Option Scheme during the three months ended 31 March 2017 and there were no outstanding share options under the Share Option Scheme as at 31 March 2017.

Compliance Advisor's Interests

As at 31 March 2017, as notified by the Company's compliance advisor, Ample Capital Limited (the "**Compliance Advisor**"), except for the compliance advisor agreement entered into between the Company and the Compliance Advisor dated 20 June 2016, neither the Compliance Advisor nor its directors, employees or its close associates (as defined under the GEM Listing Rules) had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

Audit Committee and Review of Accounts

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

The Audit Committee consists of three independent non-executive Directors, chaired by Prof. Wong Lung Tak Patrick and the other two members are Mr. Tam Tak Kei Raymond and Mr. Liu Chi Keung.

The unaudited first quarterly financial results of the Group for the three months ended 31 March 2017 have been reviewed by the Audit Committee.

By Order of the Board
LI BAO GE GROUP LIMITED
Chan Chun Kit
Chairman and Executive Director

Hong Kong, 11 May 2017

As at the date of this announcement, the executive Directors are Mr. Chan Chun Kit, Mr. Lam Kwok Leung Peter, Mr. Wong Ka Wai and Mr. Chow Yiu Pong David and the independent non-executive Directors are Mr. Liu Chi Keung, Prof. Wong Lung Tak Patrick and Mr. Tam Tak Kei Raymond.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for seven days from the day of its posting and on the website of the Company at <http://www.starofcanton.com.hk>.