



G.A. Holdings Limited G.A. 控股有限公司

(incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong under the trading name of German Automobiles International Limited)
(Stock Code: 8126)



FIRST QUARTERLY
REPORT **2022**



CHARACTERISTICS OF THE 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 high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risk of investing in such companies and should make the decision to invest only after due and careful consideration.

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

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

The board of directors (the “Board”) of G.A. Holdings Limited is pleased to present the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the three months ended 31 March 2022 together with the comparative figures for the three months ended 31 March 2021, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2022

| | | (Unaudited) Three months ended 31 March | |
|--|---|---|-----------------|
| | | 2022 | 2021 |
| Notes | | <i>HK\$'000</i> | <i>HK\$'000</i> |
| Revenue | 2 | 611,226 | 716,262 |
| Other income | 2 | 13,436 | 11,605 |
| | | 624,662 | 727,867 |
| Changes in inventories | | (46,674) | 2,002 |
| Auto parts and accessories, and motor vehicles purchased | | (478,743) | (618,067) |
| Employee benefit expenses | | (37,547) | (33,018) |
| Depreciation and amortisation | | (15,219) | (15,470) |
| Operating lease charges | | (1,301) | (1,437) |
| Exchange differences, net | | (472) | (687) |
| Other expenses | | (14,672) | (12,735) |
| Profit from operations | | 30,034 | 48,455 |
| Finance costs | | (8,712) | (8,428) |
| Profit before income tax | | 21,322 | 40,027 |
| Income tax expense | 3 | (6,491) | (11,542) |
| Profit for the period | | 14,831 | 28,485 |

| | | (Unaudited) Three months ended 31 March | |
|---|--|---|-------------------------|
| Notes | | 2022 <i>HK\$'000</i> | 2021 <i>HK\$'000</i> |
| Other comprehensive income | | | |
| Item that may be reclassified subsequently to profit or loss: | | | |
| Exchange differences arising from translation of foreign operations | | 5,228 | 6,975 |
| Total comprehensive income for the period | | 20,059 | 35,460 |
| | | <i>HK cents</i> | <i>HK cents</i> |
| Earnings per share | | | |
| Basic and diluted | | 3.11 | 5.98 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 31 March 2022 and 2021

| | Attributable to owners of the Company | | | | | | | Fair value reserve – non- recycling HK\$'000 | Retained profits HK\$'000 | Total equity HK\$'000 |
|--|---------------------------------------|------------------------------|--------------------------------|----------------------------------|------------------------------|------------------------------------|-------|--|---------------------------------|-----------------------------|
| | Share capital HK\$'000 | Share premium HK\$'000 | Capital reserve HK\$'000 | Statutory reserve HK\$'000 | Other reserve HK\$'000 | Translation reserve HK\$'000 | | | | |
| As at 1 January 2021 | 47,630 | 29,522 | 8,623 | 56,310 | (10,735) | 13,666 | 2,502 | 577,114 | 724,632 | |
| Profit for the period | - | - | - | - | - | - | - | 28,485 | 28,485 | |
| Other comprehensive income | | | | | | | | | | |
| Translation differences | - | - | - | - | - | 6,975 | - | - | 6,975 | |
| Total comprehensive income for the period | - | - | - | - | - | 6,975 | - | 28,485 | 35,460 | |
| Transactions with owners | | | | | | | | | | |
| Appropriation to statutory reserve | - | - | - | 2,649 | - | - | - | (2,649) | - | |
| Total transaction with owners | - | - | - | 2,649 | - | - | - | (2,649) | - | |
| As at 31 March 2021 | 47,630 | 29,522 | 8,623 | 58,959 | (10,735) | 20,641 | 2,502 | 602,950 | 760,092 | |
| As at 1 January 2022 | 47,630 | 29,522 | 8,623 | 65,064 | (10,735) | 37,405 | 4,510 | 633,793 | 815,812 | |
| Profit for the period | - | - | - | - | - | - | - | 14,831 | 14,831 | |
| Other comprehensive income | | | | | | | | | | |
| Translation differences | - | - | - | - | - | 5,228 | - | - | 5,228 | |
| Total comprehensive income for the period | - | - | - | - | - | 5,228 | - | 14,831 | 20,059 | |
| Transactions with owners | | | | | | | | | | |
| Appropriation to statutory reserve | - | - | - | 2,011 | - | - | - | (2,011) | - | |
| Total transaction with owners | - | - | - | 2,011 | - | - | - | (2,011) | - | |
| As at 31 March 2022 | 47,630 | 29,522 | 8,623 | 67,075 | (10,735) | 42,633 | 4,510 | 646,613 | 835,871 | |

Notes:

1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company is an investment holding company. The Group is principally engaged in the sales of motor vehicles and provision of car-related technical services, servicing of motor vehicles, sales of auto parts and provision of car rental services.

These unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the functional currency of the Company, unless otherwise stated.

(a) Statement of compliance

The unaudited condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”), Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the unaudited condensed consolidated financial statements include applicable disclosure required by the GEM Listing Rules.

In preparing the unaudited condensed consolidated financial statements, management make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgments made by management in applying the Group’s accounting policies, the key sources of estimation uncertainty, and, except for described below, the accounting policies adopted for the preparation of these unaudited condensed consolidated financial statements of the Group are consistent with those applied to the consolidated financial statements as at and for the year ended 31 December 2021.

(b) Adoption of new or revised HKFRSs

The Group has adopted all the new and revised HKFRSs that are relevant to its operations and effective for its accounting year beginning on 1 January 2022.

The adoption of the new and revised HKFRSs has no material impact on how the results for the current and prior periods have been prepared and presented.

The Group has not early adopted those new or revised HKFRSs that have been issued by HKICPA but are not yet effective.

2. REVENUE AND OTHER INCOME

The Group recognised revenue by category as follows:

| | (Unaudited) Three months ended 31 March | |
|---|---|------------------|
| | 2022 HK\$'000 | 2021 HK\$'000 |
| Revenue | | |
| Sales of motor vehicles | 452,208 | 533,216 |
| Servicing of motor vehicles and sales of auto parts | 150,426 | 172,781 |
| Technical fee income | 2,551 | 2,863 |
| Car rental income | 6,041 | 7,402 |
| | 611,226 | 716,262 |

| | (Unaudited) Three months ended 31 March | |
|---|---|------------------|
| | 2022 HK\$'000 | 2021 HK\$'000 |
| Other income | | |
| Bank interest income | 387 | 692 |
| Consultant service income | 8,142 | 7,584 |
| Commission income | 887 | 1,268 |
| Gain on disposal of property, plant and equipment | 2,201 | 1,116 |
| Financial guarantee income | 622 | 59 |
| Government grants | 557 | 160 |
| Sundry income | 640 | 726 |
| | 13,436 | 11,605 |

3. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax has been made for the three months ended 31 March 2022 and 2021 as there were no assessable profits for both periods. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rate of tax prevailing in the countries in which the Group operates.

The income tax provision in respect of operations in the People's Republic of China (the "PRC") is calculated at the applicable rates on the estimated assessable profits for the period based on the unification of the income tax rates for domestic-invested and foreign-invested enterprises at 25% (2021: 25%).

Income tax in respect of operations in Singapore has not been provided for the three months ended 31 March 2022 and 2021 as the Company's Singapore subsidiary has no assessable profits for both periods.

The Group has no material unprovided deferred taxation for the period (2021: nil).

| | (Unaudited) Three months ended 31 March | |
|---|---|------------------|
| | 2022 HK\$'000 | 2021 HK\$'000 |
| Current tax – Overseas Charge for the period | (6,704) | (11,748) |
| Current tax – total | (6,704) | (11,748) |
| Deferred tax | 213 | 206 |
| Total income tax expense | (6,491) | (11,542) |

4. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the unaudited profit attributable to owners of the Company for the three months ended 31 March 2022 of profit of HK\$14,831,000 (2021: HK\$28,485,000) and on the weighted average number of 476,300,000 (2021: 476,300,000) ordinary shares in issue during the period.

Diluted earnings per share for the three months ended 31 March 2022 and 2021 are the same as the basic earnings per share as there were no dilutive potential ordinary shares during the relevant period.



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the three months ended 31 March 2022, China experienced a new wave of COVID infections and prompted the government to take actions to contain the spread in many cities. Lockdowns and restrictions in various cities have damped the market and the economy. The Group's car sales and after sales services experienced slowdown since the month of March 2022 with significantly lower revenue and profit.

FINANCIAL REVIEW

Revenue

The unaudited consolidated revenue for the three months ended 31 March 2022 decreased by 14.7% from HK\$716,262,000 for the three months ended 31 March 2021 to HK\$611,226,000 for the three months ended 31 March 2022.

1. Sales of motor vehicles

For the three months ended 31 March 2022, revenue generated from the sales of motor vehicles decreased by 15.2% from HK\$533,216,000 for the three months ended 31 March 2021 to HK\$452,208,000 for the three months ended 31 March 2022 mainly due to China's measures implemented for the control of COVID-19 epidemic during the three months ended 31 March 2022.

2. Servicing of motor vehicles and sales of auto parts

Revenue generated from servicing of motor vehicles and sales of auto parts decreased by 12.9% from HK\$172,781,000 for the three months ended 31 March 2021 to HK\$150,426,000 for the three months ended 31 March 2022. mainly due to the above-mentioned reason.

3. Technical fee income

The Group received technical fee income from Xiamen Zhong Bao Automobiles Co., Ltd.* (“Xiamen Zhong Bao”) for providing management consulting and technical assistance in relation to the PRC locally assembled BMW motor vehicles sold by Xiamen Zhong Bao.

Technical fee income for the three months ended 31 March 2022 was approximately HK\$2,551,000, decreased by 10.9% as compared to HK\$2,863,000 for the corresponding period in 2021 since there was a decrease in number of locally assembled BMW sold by Xiamen Zhong Bao during the three months ended 31 March 2022 due to COVID-19 related measures in the PRC during the first quarter of 2022.

4. Car rental business

The income from car rental business in Hong Kong for the three months ended 31 March 2022 was HK\$6,041,000, representing a decrease of 18.4% compared to the corresponding period in 2021 which was mainly due to decrease in long-term customers amidst general business uncertainties resulting from the COVID-19 epidemic.

Gross Operating Profit and Gross Operating Margin

Gross operating profit is calculated based on revenue for the period minus changes in inventories and auto parts and accessories, and motor vehicles purchased during the period. Gross operating margin is calculated based on the gross operating profit for the period divided by revenue for the period multiplied by 100%.

The gross operating profit for the three months ended 31 March 2022 decreased by 14.4% to HK\$85,809,000, as compared to HK\$100,197,000 for the three months ended 31 March 2021. This is in line with the decrease in revenue during the period.

The gross operating margin for the three months ended 31 March 2022 and 31 March 2021 remained stable at 14.0%.



Other Income

Other income increased by 15.8% from HK\$11,605,000 for the three months ended 31 March 2021 to HK\$13,436,000 for the three months ended 31 March 2022 mainly due to (i) increase in consultant service income and (ii) increase in gain on disposal of property, plant and equipment.

Employee Benefit Expenses

The Group recorded employee benefit expenses of HK\$37,547,000 for the three months ended 31 March 2022, representing a 13.7% increase as compared to HK\$33,018,000 in the corresponding period in 2021. The increase was mainly due to (i) increase in average number of staff during the period and (ii) appreciation of RMB during the period.

Depreciation and amortisation

Depreciation and amortisation expenses remained stable at HK\$15,219,000 and HK\$15,470,000 for the three months ended 31 March 2022 and 31 March 2021 respectively.

Foreign Exchange Exposure

During the three months ended 31 March 2022, the group recorded exchange loss of HK\$472,000 (2021: HK\$687,000), which was mainly resulted from the translation of receivables or payables denominated in foreign currencies other than the functional currencies of the Group.

Other Expenses

For the three months ended 31 March 2022, other expenses were HK\$14,672,000, representing an increase of 15.2% compared to HK\$12,735,000 in the corresponding period in 2021. The increase was mainly attributable to increase in advertising expenses by approximately HK\$3.0 million during the three months ended 31 March 2022.

Finance Costs

Finance costs increased slightly from HK\$8,428,000 for the three months ended 31 March 2021 to HK\$8,712,000 for the three months ended 31 March 2022.

Profit attributable to owners of the Company

The profit attributable to owners of the Company for the three months ended 31 March 2022 was HK\$14,831,000, compared to HK\$28,485,000 for the three months ended 31 March 2021. The decrease in profit was mainly due to a decrease in revenue and gross operating profit due to measures implemented for the control of COVID-19 epidemic in the PRC during the three months ended 31 March 2022.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2022 (three months ended 31 March 2021: nil).

PROSPECTS

2022 will continue to be a year of uncertainties due to the COVID-19 epidemic. The Group expects the growth momentum in the automobiles market in the PRC from 2021 will subtain, especially in the new energy vehicles sector. the Group will continue to exercise vigilant cost control to improve productivity and provide excellent customer-oriented services and improve customer experience at our automobile dealer shops as well as leverage on long-term good relationships with leading automobile suppliers of premium and ultra-luxury brands. The Group endeavours to overcome any hurdle ahead and realize its value to the shareholders and business partners.



DIRECTOR'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2022, the interests or short positions of Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which are notified to the Company and the Stock Exchange pursuant to the SFO (including interests or short positions which they are taken or deemed to have under the provisions of the SFO), or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to Rule 5.48 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in shares

| Name | Capacity | Number of ordinary shares held | Approximate percentage of shareholding |
|--------------------|-------------------|--------------------------------|--|
| Ma Hang Kon, Louis | Personal interest | 500,000 | 0.10% |
| Xue Guo Qiang | Personal interest | 19,484,000 | 4.09% |
| Zhang Xi | Personal interest | 500,000 | 0.10% |

Save as disclosed above, as at 31 March 2022, none of the Directors or chief executive of the Company or their respective associates, had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under the provisions of the SFO), or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS

As at 31 March 2022, the persons or corporations (other than Directors or chief executive of the Company) who have interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or have otherwise notified to the Company were as follows:

| Name | Capacity | Number of shares held | Approximate percentage of shareholding |
|-----------------------------------|--|-----------------------|--|
| Loh Nee Peng | Beneficial owner and interest of controlled corporations (Note 1) | 107,780,320 | 22.63% |
| Loh & Loh Construction Group Ltd. | Beneficial owner (Note 1) | 45,284,000 | 9.51% |
| Big Reap Investment Limited | Beneficial owner (Note 1) | 32,676,320 | 6.86% |
| Galligan Holdings Limited | Beneficial owner (Note 2) | 39,700,000 | 8.34% |
| Credit Suisse Trust Limited | Interest of a controlled corporation (Note 2) | 39,700,000 | 8.34% |

Notes:

- The 107,780,320 shares are held as to 32,676,320 shares by Big Reap Investment Limited, as to 45,284,000 shares by Loh & Loh Construction Group Ltd as well as 29,820,000 shares held directly by Mr. Loh Nee Peng. Big Reap Investment Limited is interested to 100% by Mr. Loh Nee Peng and Loh & Loh Construction Group Ltd. is interested as to 64% by Mr. Loh Nee Peng. By virtue of Part XV of the SFO, Mr. Loh Nee Peng is deemed to be interested in the shares held by Big Reap Investment Limited and Loh & Loh Construction Group Ltd.
- The 39,700,000 shares are held by Galligan Holdings Limited which is interested as to 100% indirectly held by Credit Suisse Trust Limited. By virtue of Part XV of the SFO, Credit Suisse Trust Limited is deemed to be interested in the shares held by Galligan Holdings Limited.



Save as disclosed above, as at 31 March 2022, the Directors were not aware of any other person or corporation who had interests or short positions in the shares of underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO SUBSCRIBE FOR EQUITY OR DEBT SECURITIES

None of the Directors or chief executives or their spouse or children under the age of 18 was granted by the Company or any of its subsidiaries any rights to subscribe for equity or debt securities of the Company or any body corporate.

COMPETING INTERESTS

During the three months ended 31 March 2022, none of the Directors or the controlling shareholders of the Company nor any of their respective close associates (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group.

SHARE OPTION SCHEME

During the three months ended 31 March 2022, no option has been granted under the share option scheme adopted by the Company on 10 October 2014 (2021: nil).

ADVANCES TO ENTITIES

As defined in GEM Listing Rule 17.14, “relevant advance to an entity” means the aggregate of amounts due from and all guarantees given on behalf of (i) an entity; (ii) the entity’s controlling shareholder; (iii) the entity’s subsidiaries; (iv) the entity’s affiliated companies; and (v) any other entity with the same controlling shareholders.

Pursuant to the GEM Listing Rule 17.16, a disclosure obligation arises where the increment of relevant advance amount to an entity from the Group exceeds 3% under the assets ratio as defined under Rule 19.07(1) of the GEM Listing Rules (the “Assets Ratio”).

As at 31 March 2022, the Company's unaudited consolidated total assets were approximately HK\$1,869,152,000.

| | (Unaudited) | | (Audited) | |
|---|-------------|--------------|-------------|--------------|
| | As at | | As at | Increment as |
| | 31 March | | 31 December | compared to |
| | 2022 | Assets Ratio | 2021 | Assets Ratio |
| | HK\$'000 | (%) | HK\$'000 | (%) |
| Guarantees to Zhong Bao Group <i>(note)</i> | 174,593 | 9.3 | 173,177 | 0.5 |

Note: Such amounts include the principal amount of the facilities granted by the banks to the Zhong Bao Group.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the three months ended 31 March 2022, the Company had adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

CORPORATE GOVERNANCE

The Board also considers that the Company has complied with the code provisions as set out in the Corporate Governance Code and Corporate Governance Report as contained in Appendix 15 of the GEM Listing Rules throughout the period. Application of corporate governance policies are consistent with those adopted by the Group in the preparation of the annual consolidated financial statements for the year ended 31 December 2021.



AUDIT COMMITTEE

The audit committee of the Company (“Audit Committee”) was formed on 5 June 2002 and is currently composed of namely, Mr. Yuen Kin Pheng, Ms. Guan Xin and Mr. Zhou Ming. Mr. Yuen Kin Pheng is the Chairman of the Audit Committee.

The primary duties of the Audit Committee are mainly (a) to review the Group’s annual reports, consolidated financial statements, interim reports and quarterly reports; (b) to review and supervise the financial reporting process, risk management and internal control system of the Group; and (c) to liaise with the external auditor at least twice a year and provide advice and comments thereon to the Board.

The unaudited condensed consolidated financial statements for the three months ended 31 March 2022 have been reviewed by the Audit Committee and were approved by the Board on 10 May 2022.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the three months ended 31 March 2022.

DIRECTORS OF THE COMPANY

As at the date hereof, the executive Directors are Mr. Choy Choong Yew, Mr. Ma Hang Kon, Louis, Mr. Xue Guo Qiang and Mr. Zhang Xi; the non-executive Director is Mr. Lin Ju Zheng; and the independent non-executive Directors are Mr. Yuen Kin Pheng, Ms. Guan Xin and Mr. Zhou Ming.

By Order of the Board
G.A. Holdings Limited
Yuen Kin Pheng
Chairman

Hong Kong, 10 May 2022

* *For identification purpose only*