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GBA HOLDINGS LIMITED

GBA集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00261)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2023

The board (the “**Board**”) of directors (the “**Directors**”) of GBA Holdings Limited (stock code: 261), a company incorporated in Bermuda with limited liability and the shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Company**” and together with its subsidiaries, the “**Group**”) announces its audited consolidated annual results of the Group for the year ended 31 December 2023 (the “**Current Period**”) together with the comparative figures for the year ended 31 December 2022 (the “**Corresponding Period**”).

RESULTS

The Group’s continuing operations recorded revenue of approximately HK\$78.4 million in 2023, representing an increase of approximately 41.2% from approximately HK\$55.5 million in 2022. Loss attributable to the owners of the Company for the year ended 31 December 2023 (the “**Current Period**”) was HK\$98.4 million, representing a decrease of approximately 44.1% from loss attributable to the owners of the Company of approximately HK\$176.1 million for the year ended 31 December 2022 (the “**Corresponding Period**”).

As the Company was still in a loss position, which was mainly due to (i) decrease in fair value of financial assets at fair value through profit or loss due to lower fair value of financial assets; (ii) losses from the Catering and Food Related Business as a result of the slow recovery of high end catering market in Hong Kong; and (iii) losses from the property business as a result of weak selling price. The Board does not recommend payment of a final dividend for the year ended 31 December 2023 (2022: nil).

BUSINESS REVIEW

Property Business

All our property development projects, namely Landmark City, Evian Villa and CCT Land-Jun Mansion are located in the Anshan, Liaoning Province, the PRC, details of which are set out below.

Landmark City

Situated in the Tiexi District of the Anshan City, Landmark City enjoys convenient transport access and well-developed comprehensive ancillary facilities, and the project provides comfortable design, relatively low plot ratio and relatively high ratio of greenery and common areas. The project comprises residential buildings, underground car parks and retail shops, with a total gross floor area of approximately 212,000 square meters, built on a site area of 69,117 square meters. Landmark City is divided into three phases, comprising 22 residential towers, offering 2,132 flats and shop units in aggregate, with wide range of sizes from one-bedroom to four-bedroom apartments. Development of the entire Landmark City project was completed in 2013. As at 31 December 2023, approximately 93.2% of the entire project in terms of gross floor area has been sold accumulatively.

Evian Villa

Situated in the Hi-tech Development Zone of the Anshan City, Evian Villa is positioned as a luxurious residential community. Evian Villa is situated in one of the major educational and commercial areas in Anshan with comprehensive community facilities. Since first launch of the project, the development has received strong market response and have been well praised by the customers for its superior quality, top-notch design, low plot ratio, a greenery ratio of 42% and premium construction materials. In particular, the beautiful premier water system, an artificial lake in the center of the estate has received accolades from customers and buyers.

The project has a site area of 74,738 square meters and is divided into two phases, comprising 27 blocks of low-rise apartment buildings, under-ground car parking spaces and retail shops with total gross floor area of 126,000 square meters. Phase 1 comprises 14 blocks of gross floor area of 63,000 square meters and Phase 2 comprises 13 blocks of gross floor area of 63,000 square meters. Evian Villas provide flats and duplex apartments of 670 units in aggregate, comprising 291 units for Phase 1 and 379 units for Phase 2, with wide range of flat types. Development of the Phase 1 was completed in 2011. Approximately 66.3% of the residential units and 100% of the shops and car parks have been sold accumulatively up to 31 December 2023. Development of Phase 2 was completed in 2015. Approximately 74.7% of the residential units of Phase 2 has been sold accumulatively up to 31 December 2023. We will continue to sell the remaining units of Phase 1 and Phase 2 and the underground car parks of Phase 1 and Phase 2.

CCT Land-Jun Mansion

CCT Land-Jun Mansion is located on the land lot site “DN1” of the Hi-tech Development Zone, adjacent to the Evian Villa project. This land site is unique and represents scarce land resource in the zone. Located in a prestigious residential location in Anshan, CCT Land-Jun Mansion enjoys well-developed community facilities. With a site area of approximately 83,000 square meters, this premier project will be developed into a luxury residential community comprising low-rise apartments with wide range of flat types, retail shops and underground car parks, with a planned total gross floor area of approximately 168,000 square meters. We pursue excellence and superior quality in the development of CCT Land-Jun Mansion, aiming to offer luxury and comfortable living environment to home buyers.

Development of CCT Land-Jun Mansion project has been divided in six phases, consisting of Phases 1.1, 1.2, 1.3, 2.1, 2.2 and 3, the status of which are described as follow:

- (i) Phase 1.2 was firstly developed and construction was completed in 2020 and most of its residential units were sold in 2020. Phase 1.2 comprises 12 blocks of 423 units offering good range of flat types and size to meet market demand, together with 13 shop units and 249 underground car parks, with a total gross floor area of approximately 65,148 square meters. Up to 31 December 2023, approximately 82.9% of the total gross floor area of Phase 1.2 has been sold accumulatively.
- (ii) Phase 1.1 comprises one luxury low-rise building with gross floor area of 5,935 square meters, offering 20 residential units and one shop. Construction of Phase 1.1 was completed in 2021. Up to 31 December 2023, approximately 18.5% of the total gross floor area of Phase 1.1 was sold.
- (iii) Consisting of six residential towers, Phase 1.3 provides 94 units and 13 shops with a total gross floor area of 11,107 square meter. Completed in 2021, approximately 93.6% in terms of gross floor area was sold during 2023.
- (iv) Completed in 2021, Phase 2.1 comprises 6 residential towers, providing gross floor area of 40,951 square meters of 192 apartments and 391 underground carpark spaces. Approximately 67.6% in terms of gross floor area of Phase 2.1 has been sold accumulatively up to the end of 2023.
- (v) Completed in 2021, Phase 3 comprises 7 residential towers, providing 224 residential units with a total gross floor area of 24,471 square meters. Approximately 86.6% of the total gross floor area of Phase 3 has been sold accumulatively up to the end of 2023.
- (vi) Phase 2.2 is still being developed and foundation has been completed in 2024. The development of Phase 2.2 will provide approximately 21,000 square meter comprising mostly of residential units with some shop units.

We continually commit to pursue excellence and superior quality in our property projects by delivering premium property quality, stylish designs, high greenery ratio, luxury, spacious and comfortable environment and attentive after-sales services to homebuyers. We have established ourselves as one of the highly reputable developers in Anshan and our projects have won numerous awards and received accolade from customers. All of our property projects have been sold very well and are well received by property buyers in the Anshan.

Finance Business

We continue to carry on the money lending business in Hong Kong and expanded our loan portfolio in 2023. The revenue of finance business recorded approximately HK\$5.9 million for the Current Period as compared to approximately HK\$5.2 million for the Corresponding Period. We expect this business will continue to contribute stable stream of interest income to the Group. We will explore opportunities to expand our finance business, including property mortgage, share mortgage, working capital financing and luxury goods financing.

Automobile Business

We continue to carry on the business of sale of collectible cars in 2023 to diversify our revenue base. The revenue of automobile business recorded approximately HK\$11.7 million for the Current Period as compared to approximately HK\$25.7 million for the Corresponding Period. We expect this business will contribute a stable stream of income to the Group.

Catering and Food Related Business

We commenced the business of catering services and sale of food products in 2023. The revenue of the catering and food related business recorded approximately HK\$36.5 million for the year ended 31 December 2023.

OUTLOOK

Looking forward to 2024, with more government policies to support property market in the PRC and stabilisation of the property sector in the PRC, the sales in our property business are expected to improve.

For the finance business, the automobile business and the catering and food related business, we expect the overall business to remain stable or improve slightly as interest rate is expected to reduce and consumer demand is expected to improve slightly.

The Group will continue to expand the business based on the market demand and availability of funds.

With our resilient management and healthy financial position, we consider that we can overcome the current unprecedented challenges and that we can turn risks into opportunities. We will continue to pursue our core strategy of achieving long-term sustainable growth for the Company and enhancing long-term value to our shareholders. We will also continue to look for new business opportunities to improve shareholders returns.

FINANCIAL REVIEW

Revenue

The revenue of the Group increased by approximately 41.2% from approximately HK\$55.5 million for the Corresponding Period, to approximately HK\$78.4 million for the Current Period.

During the Current Period, the revenue of approximately HK\$24.3 million was mainly derived from sales of some of the property units, whereas the revenue of approximately HK\$24.6 million for the Corresponding Period. For the Current Period, the Property Business is the Group's business segment in terms of revenue, contributing approximately 31.0% of the Group's total revenue. However, the revenue from our Property Business remained by stable.

The Finance Business contributed revenue remained stable at approximately HK\$5.9 million for the Current Period and approximately HK\$5.2 million for the Corresponding Period.

The Automobile Business contributed revenue of approximately HK\$11.7 million for the Current Period compared to approximately HK\$25.7 million for the Corresponding Period.

The Catering and Food Related Business contributed revenue of approximately HK\$36.5 million for the Current Period compared to nil for the Corresponding Period. For the Current Period, the Catering and Food Related Business is the Group's business segment in terms of revenue, contributing approximately 46.6% of the Group's total revenue.

The mainland of the PRC (the “**Mainland China**”) and Hong Kong is the only market region of the Group, contributing all of the Group’s total revenue for the year ended 31 December 2023 and 2022.

INVESTMENT IN A CATERING BUSINESS IN HONG KONG

In line with our strategy of expansion of the Group, on 30 December 2022, Regal Fair Limited (“**RFL**”), a direct wholly-owned subsidiary of the Company, entered into a transaction with Mr. Ma Hing Cheong (“**Mr. Ma**”), pursuant to which RFL agreed to acquire, and Mr. Ma agreed to dispose, the entire equity interest of UFL, an investment holding company which held 26% interest in KWL. Subsequently, on 17 March 2023, RFL entered into a transaction with Mr. Ma, pursuant to which RFL agreed to acquire, and Mr. Ma agreed to dispose, the entire equity interest of CVEI, an investment holding company which held 25% interest in KWL. KWL is engaged in the catering business.

Following the transactions, each of UFL, CVEI and KWL will become indirect wholly-owned subsidiaries of the Company, and the financial results of UFL, CVEI and KWL will be consolidated into the financial statements of the Group.

COST OF REVENUE

The cost of revenue primarily consists of direct cost including construction materials and supplies and VAT for the property. The cost of sales decreased by approximately 30.1% from approximately HK\$118.8 million for the Corresponding Period to approximately HK\$83.0 million for the Current Period, which was mainly due to the decrease in write-down properties held for sale to net realisable value due to higher write-down in the Correspondence Year.

GROSS LOSS AND GROSS LOSS MARGIN

The gross loss was approximately HK\$63.3 million for the Corresponding Period and the gross loss is approximately HK\$4.6 million for the Current Period. The gross loss margin was approximately 113.93% for the Corresponding Period and the gross loss margin is approximately 5.87% for the Current Period. The decrease in our gross loss was mainly due to (i) decrease in write-down properties held for sale to net realisable value due to higher write-down in Corresponding Period; and (ii) contribution from the Catering and Food Related Business.

CHANGE IN FAIR VALUE OF FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

The financial assets at fair value through profit or loss increased by approximately 7.2% from approximately HK\$58.8 million for the Corresponding Period to approximately HK\$63.0 million for the Current Period. The increase was mainly due to lower fair value of financial assets.

OTHER INCOME AND GAINS

The Group recorded other income and gains of approximately HK\$4.4 million for the Current Period as compared to approximately HK\$6.9 million for the Corresponding Period. The decrease was mainly attributable to the decrease in land use tax refund.

SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses consist primarily of advertising and sales agent fee. The selling and distribution expenses remained stable at approximately HK\$8.8 million for the Corresponding Period and approximately HK\$8.0 million for the Current Period.

ADMINISTRATIVE EXPENSES

Administrative expenses consist primarily of auditors' remuneration, depreciation, directors' remuneration, legal and professional fee and staff costs. The administrative expenses decreased by approximately 37.9% from approximately HK\$45.2 million for the Corresponding Period to approximately HK\$28.1 million for the Current Period. The decrease was mainly due to decrease in building management fee and Director remuneration.

LOSS FOR THE YEAR

As a result of the foregoing, the Group recorded a loss of approximately HK\$100.8 million for the Current Period as compared to a loss of approximately HK\$175.7 million for the Corresponding Period, which was mainly due to (i) decrease in fair value of financial assets at fair value through profit or loss due to lower fair value of financial assets; (ii) loss from the Catering and Food Related Business as a result of the slow recovery of high end catering market in Hong Kong; and (iii) losses from the property business as a result of weak selling price.

LIQUIDITY AND FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group has been maintaining its capital adequacy ratios during the period under review.

As at 31 December 2023, the Group had total current assets of approximately HK\$517.3 million (as at 31 December 2022: approximately HK\$583.0 million), of which the cash and cash equivalents were approximately HK\$39.7 million (as at 31 December 2022: approximately HK\$26.7 million). The Group's current ratio (current assets divided by current liabilities) as at 31 December 2023 is approximately 449.82% (as at 31 December 2022: approximately 776.48%).

The Group had the bank overdraft approximately HK\$2.9 million as at 31 December 2023 (as at 31 December 2022: approximately HK\$2.1 million), reflecting a solid and healthy financial position of the Group.

The Group derives its working capital mainly from cash on hand and net cash used in operating activities. The Board expects that the Group will rely on net cash from operating activities and bank borrowings, if required, to meet future demand of working capital and capital expenditure, if any.

CAPITAL COMMITMENTS

As at 31 December 2023, the Group had no capital commitment (31 December 2022: nil).

TREASURY MANAGEMENT

The Group employs a conservative approach to cash management and risk control. To achieve better risk control and efficient fund management, the Group's treasury activities are centralised.

The objective of the Group's treasury policies is to minimise risks and exposures due to the fluctuations in foreign currency exchange rates and interest rates. In the Current Period, the Group did not have any material interest rate risk as the Group did not have any bank borrowings. In the period under review, the Group did not have any significant foreign exchange exposure. We will continue to monitor our currency exposure but we have no intention to enter into any high-risk exchange derivatives.

ACQUISITIONS AND DISPOSALS OF MATERIAL SUBSIDIARIES AND ASSOCIATES

Save as disclosed under the section headed "Investment in a Catering Business in Hong Kong" above, the Group did not acquire or dispose of any material subsidiaries and associates during the period under review.

CHARGE ON ASSETS

As at 31 December 2023, the Group's pledged time deposit amounted to approximately HK\$3.0 million (31 December 2022: approximately HK\$3.0 million).

CONTINGENT LIABILITIES

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

EMPLOYEES AND REMUNERATION POLICY

The total number of employees of the Group as at 31 December 2023 was 71 (31 December 2022: 38). The Group's remuneration policy is built on principle of equality, motivating, performance-oriented and market-competitive remuneration package to employees. Remuneration packages are normally reviewed on an annual basis. Apart from salary payments, other staff benefits include mandatory provident fund contributions, medical insurance coverage and performance related bonuses. Share options may also be granted to eligible employees and persons of the Group. There were no share options outstanding as at 31 December 2023 (as at 31 December 2022: nil share options outstanding) under the 2021 Scheme.

IMPORTANT EVENTS AFFECT THE GROUP DURING THE FINANCIAL YEAR AND UP TO THE DATE OF THIS ANNOUNCEMENT

1. Acquisition of Companies Engaged in Catering Business

On 30 December 2022, RFL, a direct wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Mr. Ma, pursuant to which RFL agreed to acquire, and Mr. Ma agreed to dispose of the entire equity interest in UFL and the entire outstanding shareholder's loan owing by the UFL to Mr. Ma up to the date of completion, at the consideration of HK\$4.5 million (the "**Acquisition One**").

On 17 March 2023, RFL entered into a sale and purchase agreement with Mr. Ma, pursuant to which RFL agreed to acquire, and Mr. Ma agreed to dispose of, the entire equity interest in CVEI, and the entire outstanding shareholder's loan owing by CVEI to Mr. Ma up to the date of completion, at the consideration of HK\$4.5 million (the "**Acquisition Two**").

For the details in relation to the Acquisition One and Acquisition Two, please refer to the announcement of the Company dated 17 March 2023.

2. Right Issue Under General Mandate

On 7 June 2023, the Company entered into a placing agreement (the “**Placing Agreement**”) with Silverbricks Securities Company Limited as placing agent (the “**Placing Agent**”), pursuant to which the Company conditionally agreed to place of unsubscribed Rights Shares (the “**Unsubscribed Rights Shares**”), through the Placing Agent on the best effort basis, up to 441,230,640 Rights Shares. The Company proposes to implement the Rights Issue on the basis of four (4) Rights Shares for every five (5) Shares at the Subscription Price of HK\$0.12 per Unsubscribed Rights Shares.

The completion of the Rights Issue took place on 21 September 2023 and aggregate 418,619,360 Rights Shares will be issued and allotted to five independent placees at the placing price of HK\$0.12 per Unsubscribed Rights Share. The gross proceeds raised from the Rights Issue (including the Placing) were approximately HK\$50.23 million and the net proceeds from the Rights Issue after deducting the relevant expenses were approximately HK\$48.30 million.

For the details in relation to the Rights Issue, please refer to the announcement of the Company dated 7 June 2023, 14 September 2023 and 21 September 2023 and the circular of the Company dated 28 August 2023.

3. Major and Connected Transaction Extension of Loans

On 21 August 2023, the Company, an indirect wholly-owned subsidiary of the Company, and CCT Fortis Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 138) (“**CCT Fortis**”) entered into the Supplemental Agreement to extend the maturity date of the Loan, and amend and supplement certain terms of the Loan Agreement. As at the date of Major and connected transaction extension of loans announcement, Mr. Mak Shiu Tong (“**Mr. Mak**”), the ultimate beneficial owner of the CCT Fortis and the former director of two PRC subsidiaries of the Company.

For the details in relation to the Major and Connected Transaction extension of loan, please refer to the announcement of the Company dated 21 August 2023 and 5 January 2024 and the circular of the Company dated 14 December 2023.

4. Connected Transaction Extension of Loans

On 29 December 2023, the Company, an indirect wholly-owned subsidiary of the Company, and OwOh Concept Limited (“**OwOh**”) entered into the Supplemental Agreement to extend the Original Maturity Date, and amend and supplement certain terms of the Loan Agreement. As at the date of Connected Transaction Extension of Loans announcement, OwOh is a company wholly-owned by Ms. Wong Misa, an executive Director.

For the details in relation to the Connected Transaction Extension of Loans, please refer to the announcement of the Company dated 29 December 2023.

5. Share Option

On 26 January 2024, the Company resolved to grant share options to five eligible participants, including two directors and three employees of the Group, under the 2021 Scheme to subscribe for a total of 45,000,000 ordinary shares at exercise price of HK\$0.152 per share, subject to acceptance of the grantees, representing approximately 4.64% of the issued share capital of the Company. The options granted must be held by the grantees for twelve months from the date of grant before the options can be exercised. Exercise period of the options is ten years from the date of grant (i.e. from 26 January 2024 to 25 January 2034 (both dates inclusive)).

Save as disclosed above, there were no other significant events subsequent to the year end and up to the date of this annual results announcement.

DIVIDEND

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

There is no arrangement under which a shareholder of the Company has waived or agreed to waive any dividend.

FOREIGN CURRENCY EXPOSURE

Since the Group’s business activities are mainly operated in Hong Kong and mainly denominated in Hong Kong dollars, the Directors consider that the Group’s risk in foreign exchange is insignificant.

SIGNIFICANT INVESTMENT

On 17 March 2023, the Group acquired 100% of the CVEI, and is principally engaged in investment holding for a consideration HK\$4.5 million. It holds 25% interest in KWL. Upon Completion, CVEI will become a subsidiary of RFL and an indirect wholly-owned subsidiary of the Group. KWL is engaged in the catering business.

USE OF PROCEEDS FROM RIGHTS ISSUE

Based on the Rights Issue of HK\$0.12 per Unsubscribed Rights Shares and 418,619,360 Rights Shares by the Company, the net proceeds from the Rights Issue received by the Company, after deducting the underwriting fees and commissions and estimated expenses paid and payable by the Company in relation to the Rights Issue, are approximately HK\$48.30 million. Such net proceeds are intended to be or have been applied for the purposes of (1) general working capital of the Company; (2) investments in the catering and food related business and to settle of the transaction consideration; (3) investments in the Live Streaming Business; and (4) expansion of the finance business of the Company.

For the details in relation to the Rights Issue, please refer to the announcement of the Company dated 7 June 2023, 14 September 2023 and 21 September 2023 and the circular of the Company dated 28 August 2023.

The use of net proceeds from the Rights Issue as at 31 December 2023 was as follows:

	Planned use of the net proceeds up to 31 December 2023 (HK\$'000)	Actual use of the net proceeds up to 31 December 2023 (HK\$'000)	Unutilised net proceeds up to 31 December 2023 (HK\$'000)	Expect used timeline
General working capital of the Company	9,660	3,105	6,555	December 2024
Investments in the catering and food related business and to settle of the transaction consideration	14,490	10,846	3,644	December 2024
Investments in the Live Streaming Business	14,490	58	14,432	December 2024
Expansion of the finance business	9,660	567	9,093	December 2024
Total:	<u>48,300</u>	<u>14,576</u>	<u>33,724</u>	

CORPORATE GOVERNANCE PRACTICES

To create a long term value for the interests of the Shareholders is the Board's main objective. As such, the Board is highly committed to achieving a high standard of corporate governance and striving to maintain the management practices in a transparent and responsible way. The Board reviews and improves the Group's corporate governance practices and business ethics on an ongoing basis.

For the year ended 31 December 2023 and up to the date of this annual announcement, the Company complied with all the code provisions, where applicable, as set out in the Corporate Governance Code (the "**CG Code**") in Appendix 14 to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") except for the deviation mentioned in the Section of "Chairman and Chief Executive" in the annual report.

Code Provision B.2.2

Code Provision B.2.2 provides that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Pursuant to the bye-laws of the Company, the Chairman and the managing Director (who is currently assumed by Mr. Ong) shall not be subject to retirement by rotation in each year. The Board considers that the continuity of the Chairman and his leadership will be essential for the stability of the key management of the Group. On the other hand, the Board will ensure that all Directors save for the Chairman will rotate at least once every three years in order to comply with the Code Provision B.2.2.

MODEL CODE FOR SECURITIES TRANSACTIONS BY THE DIRECTORS

The Company has adopted its code of conduct regarding the securities transactions by the Directors on terms no less exacting than the required standard set out in the Model Code. Having made specific enquiry of all Directors, they confirmed that they have complied with the required standard set out in the Model Code adopted by the Company throughout the financial year ended 31 December 2023.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Save as disclosed in this announcement, during the year ended 31 December 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Change of Composition of the Board and the Board Committees

There were the following changes to the composition of the Board and the Board Committees during the year ended 31 December 2023, as well as up to the date of this annual results announcement.

Name of Directors	Details of Change
Lam Chi Keung	Resigned as an Independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 27 March 2023
Leung Gar-gene Vincent	Appointed as an Independent non-executive Director, a member of each of the Remuneration Committee, the Audit Committee and the Nomination Committee on 27 March 2023
Lam Ka Lee	Appointed as an executive Director on 30 June 2023
Lau Yik Lok	Resigned as an Independent non-executive Director, a Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee on 28 July 2023
Chan Sheung Yu	Appointed as an independent non-executive Director, a Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee on 28 July 2023
Yuk Kai Yao	Resigned as an executive Director, CEO, Deputy Chairman, a member of each of Remuneration Committee and the Nomination Committee on 31 August 2023
Wong Misa	Appointed as an executive Director on 31 August 2023

Remuneration Committee

The Remuneration Committee was established in 2005 with specific written terms of reference formulated in accordance with the requirements of the Listing Rules.

The main responsibilities of the Remuneration Committee include, inter alia, (i) making recommendations to the Board on the policy and structure for the remuneration of the Directors and senior management of the Group; (ii) reviewing the management's remuneration proposals with reference to the Board's corporate goals and objectives; (iii) making recommendations to the Board on the remuneration package of individual Directors and senior management of the Group (adopting the approach described under Code Provision E.1.2 (c)(ii) of the CG Code); (iv) reviewing and making recommendations to the Board the fees payable to the independent non-executive directors (the "INEDs"); and (v) reviewing and making recommendations to the Board the compensation, if any, payable to the Directors and senior management of the Group in connection with any loss or termination of office or appointment.

The Remuneration Committee has four members who are three INEDs, namely Ms. Chan Sheung Yu ("**Ms. Chan**"), Ms. Wu Wai Shan ("**Ms. Wu**") and Mr. Leung Gar-gene Vincent ("**Mr. Leung**") and one executive Directors, namely Mr. Ong. The Remuneration Committee is currently chaired by Ms. Chan.

Audit Committee

The Company has established the Audit Committee since 2002 with specific written terms of reference formulated in accordance with the requirements of the Listing Rules. The primary duties of the Audit Committee are to ensure the objectivity and credibility of the Company's financial reporting, risk management and internal control systems as well as to maintain an appropriate relationship with the external and internal auditors of the Company.

The main responsibilities of the Audit Committee include, inter alia, (i) reviewing the financial statements of the Group's interim and annual reports before submitting them to the Board for approval; (ii) reviewing and making recommendations to the Board on the appointment, re-appointment and removal of the external auditors and the terms of engagement including the remuneration of the external auditors; (iii) discussing with the external auditors the nature and scope of the audit; (iv) monitoring and assessing the independence and objectivity of the external auditors and the effectiveness of the audit process in accordance with the applicable standards; (v) reviewing and monitoring the financial reporting and the reporting judgment contained in them; (vi) reviewing the financial controls, risk management and internal control systems (including the adequacy of resources, and the effectiveness of the financial and internal audit function); and (vii) to review the Group's accounting policies and practices and any changes of them with the management of the Group, and the internal and external auditors of the Company.

The Audit Committee consists of three members who are three INEDs, namely Ms. Chan, Ms. Wu and Mr. Leung. The Audit Committee is currently chaired by Ms. Wu. Each of Ms. Wu and Mr. Leung is a qualified accountant with extensive accounting and financial experience. All members of the Audit Committee hold the relevant industry or legal, accounting and financial experience necessary to advise on the Board's strategies and other related matters. All members of the Audit Committee have complete and unrestricted access to the internal and external auditors and all employees of the Company.

Nomination Committee

The Company has established the Nomination Committee since 2012 with specific written terms of reference in line with the Code Provisions under the CG Code. The main responsibilities of the Nomination Committee include, inter alia, (i) reviewing the structure, size and composition (including the skills and knowledge and experience) of the Board at least annually; (ii) making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (iii) identifying individuals suitably qualified to become board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; (iv) assessing the independence of INEDs; and (v) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman.

The Nomination Committee consists of four members who are three INEDs, namely Ms. Wu, Ms. Chan and Mr. Leung and one executive Director, namely Mr. Ong. The Nomination Committee is currently chaired by Mr. Ong.

INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY

Each of the INEDs has filed a written confirmation to the Company confirming his/her independence pursuant to Rule 3.13 of the Listing Rules and has undertaken to inform the Stock Exchange and the Company as soon as practicable if there is any subsequent change in circumstances which may affect his/her independence. As at the date of this announcement, the INEDs were considered to be independent.

The Company has complied with Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of a sufficient number of the INEDs and at least an INED with appropriate professional qualifications or accounting or related financial management expertise and the number of INEDs representing at least one-third of the Board throughout the financial year ended 31 December 2023.

SCOPE OF WORK OF BAKER TILLY HONG KONG LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and consolidated statement of comprehensive income and the related notes thereto for the year ended 31 December 2023 as set out in this preliminary announcement have been agreed by the Company's auditor, Baker Tilly Hong Kong Limited, Certified Public Accountants, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by Baker Tilly Hong Kong Limited in this respect did not constitute an audit, review or assurance engagement in accordance with Hong Kong Standards of Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no opinion or assurance conclusion has been expressed by the Company's auditor on this preliminary announcement.

PUBLICATION OF THE ANNUAL RESULTS ANNOUNCEMENT, ANNUAL REPORT AND CORPORATE GOVERNANCE REPORT

The annual results announcement of the Company for the year ended 31 December 2023 is published on the website of the Company at www.gbaholdings.com and that of the Stock Exchange at www.hkexnews.hk. The 2023 annual report and corporate governance report will be despatched to the Shareholders and made available on the website of the Company and that of the Stock Exchange on or before 30 April 2024.

By order of the Board
GBA Holdings Limited
Ong Chor Wei
Chairman and Executive Director

Hong Kong, 28 March 2024

As at the date of this announcement, the executive Directors of the Company are Mr. Ong Chor Wei, Ms. Wong Misa and Ms. Lam Ka Lee; and the independent non-executive Directors of the Company are Ms. Wu Wai Shan, Ms. Chan Sheung Yu and Mr. Leung Gar-gene, Vincent .

ANNUAL RESULTS

The Board presents the consolidated annual results of the Group for the year ended 31 December 2023, together with the comparative amounts for the previous year as follows:

Consolidated Statement of Profit or Loss

Year ended 31 December 2023

	<i>Notes</i>	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
REVENUE			
— Contracts with customers	4	72,524	50,349
— Interest income on loan receivables	4	5,857	5,168
		78,381	55,517
Cost of revenue		(82,981)	(118,768)
Gross loss		(4,600)	(63,251)
Changes in fair value of financial assets at fair value through profit or loss		(63,035)	(58,788)
Reversal/(recognition) of impairment loss on trade and other receivables		826	(1,986)
Reversal/(recognition) of impairment loss on loan and interest receivables		430	(4,497)
Other income and gains	6	4,359	6,852
Selling and distribution expenses		(8,040)	(8,758)
Administrative expenses		(28,087)	(45,230)
Finance costs	7	(1,501)	(84)
Share of loss of an associate		(1,185)	—
LOSS BEFORE TAX	5	(100,833)	(175,742)
Income tax expense	8	(226)	(332)
LOSS FOR THE YEAR		<u>(101,059)</u>	<u>(176,074)</u>
Loss for the year attributable:			
— Owners of the Company		(98,407)	(176,074)
— Non-controlling interest		(2,652)	—
		<u>(101,059)</u>	<u>(176,074)</u>
			(Restated)
LOSS PER SHARE	10		
Basic and diluted		<u>(HK14.5 cents)</u>	<u>(HK36.0 cents)</u>

Consolidated Statement of Comprehensive Income

Year ended 31 December 2023

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
LOSS FOR THE YEAR	<u>(101,059)</u>	<u>(176,074)</u>
OTHER COMPREHENSIVE LOSS		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	<u>(11,898)</u>	<u>(43,399)</u>
OTHER COMPREHENSIVE LOSS FOR THE YEAR	<u>(11,898)</u>	<u>(43,399)</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u><u>(112,957)</u></u>	<u><u>(219,473)</u></u>
Total comprehensive loss attributable to:		
— Owners of the Company	(110,305)	(219,473)
— Non-controlling interest	<u>(2,652)</u>	<u>—</u>
	<u><u>(112,957)</u></u>	<u><u>(219,473)</u></u>

Consolidated Statement of Financial Position

31 December 2023

	<i>Notes</i>	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
ASSETS			
Non-current assets			
Property, plant and equipment		20,760	201
Loan receivables	<i>12</i>	70,000	–
Investment in an associate		–	2,500
Goodwill		9,357	–
Financial assets at fair value through profit or loss		109,000	168,000
Rental and utilities deposit		2,892	–
Deferred tax assets		865	–
		<hr/> 212,874	<hr/> 170,701
Current assets			
Properties under development		80,700	94,978
Properties held for sale		278,780	311,463
Inventories		46,706	–
Trade receivables	<i>11</i>	996	25,740
Loan and interest receivables	<i>12</i>	16,116	79,069
Prepayments, other receivables and other assets		37,695	24,370
Financial assets at fair value through profit or loss		13,663	17,698
Pledged time deposit		3,000	3,000
Cash and cash equivalents		39,663	26,660
		<hr/> 517,319	<hr/> 582,978
Total assets		<hr/> 730,193	<hr/> 753,679

	<i>Notes</i>	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
EQUITY AND LIABILITIES			
Issued capital		38,806	22,062
Reserves		576,526	656,537
Equity attributable to owners of the Company		615,332	678,599
Non-controlling interests		(6,742)	–
Total equity		608,590	678,599
Non-current liabilities			
Lease liabilities		6,598	–
Current liabilities			
Bank overdraft		2,949	2,103
Trade payables	<i>13</i>	46,073	35,680
Other payables and accruals		58,258	37,297
Lease liabilities		7,725	–
		115,005	75,080
Total liabilities		121,603	75,080
Total equity and liabilities		730,193	753,679
Net current assets		402,314	507,898
Total assets less current liabilities		615,188	678,599

Notes:

1 BASIS OF PREPARATION

The annual results set out in this announcement are extracted from the Group's consolidated financial statements for the year ended 31 December 2023.

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value. The directors of the Company have determined to change the presentation units from rounding to nearest million to thousands in the consolidated financial statements for the year ended 31 December 2023. Accordingly, the comparative financial information is rounded to nearest thousand instead of million as presented in the Company's 2022 annual report. In addition, certain comparative figures have been reclassified to conform to the current year's preparation.

2 APPLICATION OF NEW AND AMENDMENTS TO HKFRSs AND CHANGES IN MATERIAL ACCOUNTING POLICIES

The Group has applied the following new and amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	<i>Insurance Contracts</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to HKAS 12	<i>International Tax Reform-Pillar Two model Rules</i>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>

Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKFRS Practice Statement 2 Making Materiality Judgements (the “**Practice Statement**”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in the consolidated financial statements.

Abolition of the MPF-LSP offsetting mechanism in Hong Kong

In June 2022 the Hong Kong SAR Government (the “**Government**”) gazette the Hong Kong Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “**Amendment Ordinance**”), which will come into effect from 1 May 2025 (the “**Transition Date**”). Once the Amendment Ordinance takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory contributions to mandatory provident fund (“**MPF**”) scheme to reduce the long service payment (“**LSP**”) in respect of an employee’s service from the Transition Date (the abolition of the “**offsetting mechanism**”). In addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee’s monthly salary immediately before the Transition Date and the years of service up to that date.

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” that provides accounting guidance relating to the offsetting mechanism and the abolition of the mechanism. The abolition of the offsetting mechanism did not have a material impact on the Group’s results and financial position.

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and has the following reporting segments:

- (a) Property business segment representing the development and sale of properties;
- (b) Finance business segment representing the finance business;
- (c) Automobile business segment representing the trading and sale of collectible cars business; and
- (d) Catering business segment representing the restaurant operation and selling of food products in Hong Kong (commenced in 2023).

The chief decision maker (“**CODM**”), being the most senior executive management of the Group, monitors the results of the Group’s operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group’s profit/loss before tax except that finance costs, share of profit/loss of an associate, fair value gains/losses from the Group’s financial instruments as well as the head office and corporate expenses are excluded from such measurement.

Segment assets exclude financial assets at fair value through profit or loss, investment in an associate and corporate and other unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable and corporate and other unallocated liabilities as these liabilities are managed on a group basis.

	Property business		Finance business		Automobile business		Catering business		Unallocated		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue												
Sales to external customers	24,282	24,609	-	-	11,700	25,740	36,542	-	-	-	72,524	50,349
Interest income	-	-	5,857	5,168	-	-	-	-	-	-	5,857	5,168
Other income and gains	285	5,261	-	-	-	-	154	-	3,920	1,591	4,359	6,852
	<u>24,567</u>	<u>29,870</u>	<u>5,857</u>	<u>5,168</u>	<u>11,700</u>	<u>25,740</u>	<u>36,696</u>	<u>-</u>	<u>3,920</u>	<u>1,591</u>	<u>82,740</u>	<u>62,369</u>
Segment (loss)/profit	(30,925)	(77,531)	5,342	227	375	468	(7,519)	-	-	-	(32,727)	(76,836)
Finance costs	-	-	-	-	-	-	(969)	-	(532)	(84)	(1,501)	(84)
Reconciled items:												
Share of loss of associate	-	-	-	-	-	-	-	-	(1,185)	-	(1,185)	-
Corporate and other unallocated expenses	-	-	-	-	-	-	-	-	(2,385)	(40,034)	(2,385)	(40,034)
Changes in fair value of financial assets at fair value through profit or loss	-	-	-	-	-	-	-	-	(63,035)	(58,788)	(63,035)	(58,788)
(Loss)/profit before tax	<u>(30,925)</u>	<u>(77,531)</u>	<u>5,342</u>	<u>227</u>	<u>375</u>	<u>468</u>	<u>(8,488)</u>	<u>-</u>	<u>(67,137)</u>	<u>(98,906)</u>	<u>(100,833)</u>	<u>(175,742)</u>
Income tax expense											(226)	(332)
Loss for the year											<u>(101,059)</u>	<u>(176,074)</u>

	Property business		Finance business		Automobile business		Catering business		Unallocated		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Other segment information:												
Addition of property, plant and equipment	-	-	-	-	-	-	321	-	-	-	321	-
Depreciation	(10)	(14)	-	(86)	-	-	(8,085)	-	-	-	(8,095)	(100)
Reversal/(recognition) of impairment loss on trade and other receivables	821	(1,986)	-	-	-	-	5	-	-	-	826	(1,986)
Reversal/(recognition) of impairment loss on loan and interest receivables	-	-	430	(4,497)	-	-	-	-	-	-	430	(4,497)
Gain on early termination of lease	-	-	-	-	-	-	-	-	-	1,177	-	1,177
Write-down of properties under development and held for sale	(13,424)	(67,967)	-	-	-	-	-	-	-	-	(13,424)	(67,967)
	Property business		Finance business		Automobile business		Catering business		Unallocated		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment assets	398,197	429,175	86,116	79,085	46,250	25,740	38,128	-	-	-	568,691	534,000
Reconciled items:												
Corporate and other unallocated assets	-	-	-	-	-	-	-	-	161,502	219,679	161,502	219,679
Total assets	398,197	429,175	86,116	79,085	46,250	25,740	38,128	-	161,502	219,679	730,193	753,679
Segment liabilities	75,232	63,492	790	225	-	-	38,721	-	-	-	114,743	63,717
Reconciled items:												
Corporate and other unallocated liabilities	-	-	-	-	-	-	-	-	6,860	11,363	6,860	11,363
Total liabilities	75,232	63,492	790	225	-	-	38,721	-	6,860	11,363	121,603	75,080

Geographical information

The Group's operations are mainly located in Mainland China and Hong Kong. All revenue from external customers and non-current assets are all derived and located in Mainland China and Hong Kong, based on the location where the Group's products and properties were sold to customers and the locations of the assets, respectively.

Information about major customers

For the year ended 31 December 2023, revenue of approximately HK\$11,700,000 in the Automobile Business (2022: HK\$25,740,000) from one single customer contributed 10% or more of the Group's total revenue.

4. REVENUE

Revenue represents fair value of amounts received and receivable for sale of properties, sale of collectible cars, provision of catering services, sale of food products and interest income during the year.

An analysis of revenue is as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
<i>Revenue from contracts with customers</i>		
Sale of properties	24,282	24,609
Sale of collectible cars	11,700	25,740
Restaurant operations	28,934	–
Sale of food products	7,608	–
	72,524	50,349
<i>Revenue from other sources</i>		
Interest income on loan receivables	5,857	5,168
	78,381	55,517

Disaggregated revenue information

Segments	Property business		Automobile business		Catering business		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Type of goods and services								
Sale of properties	24,282	24,609	-	-	-	-	24,282	24,609
Sale of collectible cars	-	-	11,700	25,740	-	-	11,700	25,740
Restaurant operations	-	-	-	-	28,934	-	28,934	-
Sale of food products	-	-	-	-	7,608	-	7,608	-
	<u>24,282</u>	<u>24,609</u>	<u>11,700</u>	<u>25,740</u>	<u>36,542</u>	<u>-</u>	<u>72,524</u>	<u>50,349</u>
Geographical markets								
Mainland China	24,282	24,609	-	-	-	-	24,282	24,609
Hong Kong	-	-	11,700	25,740	36,542	-	48,242	25,740
	<u>24,282</u>	<u>24,609</u>	<u>11,700</u>	<u>25,740</u>	<u>36,542</u>	<u>-</u>	<u>72,524</u>	<u>50,349</u>
Timing of revenue recognition								
Point in time	<u>24,282</u>	<u>24,609</u>	<u>11,700</u>	<u>25,740</u>	<u>36,542</u>	<u>-</u>	<u>72,524</u>	<u>50,349</u>

5. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Carrying amount of properties sold	21,458	25,529
Write-down of properties under development and properties held for sale	<u>13,424</u>	<u>67,967</u>
Cost of properties sold	34,882	93,496
Cost of food related products sold	7,076	–
Cost of collectible cars sold	11,310	25,272
Materials and consumable used in catering	8,554	–
Depreciation	8,095	100
Auditor's remuneration	1,518	1,900
Employee benefit expense (excluding directors' and chief executive's remuneration):		
Wages and salaries	11,610	3,736
Pension scheme contributions	<u>400</u>	<u>89</u>
	<u><u>12,010</u></u>	<u><u>3,825</u></u>

6. OTHER INCOME AND GAINS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Bank interest income	453	30
Gain on derecognition of an associate	1,285	–
Others	2,621	1,859
Refund of Land Use Tax	–	3,786
Gain on early termination of lease	<u>–</u>	<u>1,177</u>
	<u><u>4,359</u></u>	<u><u>6,852</u></u>

7. FINANCE COSTS

An analysis of finance costs is as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Interest on lease liabilities	708	48
Interest on other loan and bank overdraft	793	36
	<u>1,501</u>	<u>84</u>

8. INCOME TAX

No provision for Hong Kong profits tax has been made during the current and prior years as the Group did not generate any assessable profits arising in Hong Kong during both years. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Current tax		
Mainland China (“ PRC ”) land appreciation tax	289	332
Deferred tax credit	(63)	–
	<u>226</u>	<u>332</u>

9. DIVIDENDS

No dividends have been paid or declared by the Company for the year ended 31 December 2023 (2022: Nil).

10. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on:

Loss	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Loss attributable to owners of the Company for the purpose of basic and diluted loss per share	<u>98,407</u>	<u>176,074</u>
Number of shares	2023	2022 (Restated)
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>677,194,836</u>	<u>488,687,111</u>

The weighted average number of ordinary shares for the calculation of the basic and diluted loss per share for the year ended 31 December 2022 have been adjusted retrospectively to reflect the impact of share consolidation and rights issue during the year ended 31 December 2023.

The incremental shares from assumed exercise of share options granted by the Company are excluded in calculating the diluted loss per share during the years ended 31 December 2022 because they are antidilutive. There were no outstanding share options for the year ended 31 December 2023.

11. TRADE RECEIVABLES

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Trade receivables	1,001	30,737
Less: Loss allowance	(5)	(4,997)
	<u>996</u>	<u>25,740</u>

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Current to 30 days	546	25,740
31 to 60 days	174	–
61 to 90 days	61	–
91 to 180 days	215	–
Total	<u>996</u>	<u>25,740</u>

The movements in the loss allowance for trade receivables are as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
At 1 January	4,997	12,359
Impairment losses recognised, net	5	675
Amount written-off	(5,497)	(7,104)
Exchange difference	500	(933)
At 31 December	<u>5</u>	<u>4,997</u>

12. LOAN AND INTEREST RECEIVABLES

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Loan receivables	82,000	80,500
Interest receivables	8,183	3,066
Less: Loss allowance	<u>(4,067)</u>	<u>(4,497)</u>
	86,116	79,069
Less: Current portion	<u>(16,116)</u>	<u>(79,069)</u>
Non-current portion	<u><u>70,000</u></u>	<u><u>–</u></u>

Movements on the Group's loss allowance for loan and interest receivables are as follow:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
At 1 January	4,497	–
(Reversal)/recognised during the year	<u>(430)</u>	<u>4,497</u>
At 31 December	<u><u>4,067</u></u>	<u><u>4,497</u></u>

13. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Current to 30 days	1,100	–
31 to 60 days	417	637
61 to 90 days	143	–
Over 90 days	<u>44,413</u>	<u>35,043</u>
	<u><u>46,073</u></u>	<u><u>35,680</u></u>

The trade payables are non-interest-bearing and are normally settled on terms ranging from 30 to 120 days.

14. EVENTS AFTER THE REPORTING PERIOD

On 26 January 2024, the Company resolved to grant share options to five eligible participants, including two directors and three employees of the Group, under the 2021 Scheme to subscribe for a total of 45,000,000 ordinary shares at exercise price of HK\$0.152 per share, subject to acceptance of the grantees, representing approximately 4.64% of the issued share capital of the Company. The options granted must be held by the grantees for twelve months from the date of grant before the options can be exercised. Exercise period of the options is ten years from the date of grant (i.e. from 26 January 2024 to 25 January 2034 (both dates inclusive)). Details of the options granted were set out in the Company's announcement dated 26 January 2024. The fair value of the share options granted are yet to be measured and finalised by the management of the Group.