



GBA集團有限公司

Stock Code : 261

INTERIM REPORT
2021

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chairman's statement

On behalf of the Board, I present the interim results of the Group for the six months ended 30 June 2021.

For the first six months of 2021, the Group's revenue was HK\$19 million, fell by approximately 93.9% as compared with HK\$312 million in the same period last year. Last period's revenue was derived mainly from sales of property units of Phase 1.2 of CCT Land-Jun Mansion project, whereas no sales were recognised from CCT Land-Jun Mansion in current period as other phases of this project are still under development, which has not yet been completed. The Group's net loss attributable to owners of the parent was HK\$32 million, decreased by approximately 38.5% as compared to HK\$52 million in the same period last year. The decrease in loss in the current period is driven mainly by the absence of any loss from the product trading business, which was discontinued in last year and recorded a loss of HK\$14 million in the first half of last year.

The Board did not recommend payment of an interim dividend for the six months ended 30 June 2021 (30 June 2020: nil).

BUSINESS REVIEW

Property Business

During the period under review, we continued to focus on our property projects in Anshan, the Liaoning Province. The Group has three property projects in Anshan, of which two projects, namely "Landmark City" and "Evian Villa" have been completed. Most of the property units of these two projects have been sold.

The Group's remaining project in Anshan is entitled "CCT Land-Jun Mansion", which is currently under development. CCT Land-Jun Mansion is divided into six phases, consisting of Phases 1.1, 1.2, 1.3, 2.1, 2.2 and 3. Like our first two projects in Anshan, development of CCT Land-Jun Mansion has been well-received by home buyers. Phase 1.2 has been completed and most of the property units of this phase has been sold and handed over to customers in the first half of 2020. Other phases of this project are under construction. No sales was recognised from CCT Land-Jun Mansion in the first half of 2021 as no property units of this project were completed in the current period. The Property Business recorded revenue of HK\$19 million in the first half of 2021, attributable to sales of the some of the remaining units of Landmark City and Evian Villa.

Finance Business

After we discontinued our finance business in Mainland China, we continue to be engaged in a money lender business in Hong Kong. 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 and luxury goods financing.

Product Trading Business

As a result of deteriorating operating environment, we discontinued the product trading business in 2020.

OUTLOOK

Looking forward, the global economic outlook remains highly uncertain. The COVID-19 pandemic continues to pose challenges to global economic recovery and remains a presence in all of our lives.

During the 30-years' history of the Company, we have encountered many crises and cycles and each time we have overcome all these difficulties and challenges. With our resilient management, we consider that we can withstand the impact caused by these unprecedented challenges and will become even stronger when recovery comes.

APPRECIATION

On behalf of the Board, I wish to thank the directors, the management and all our employees for their dedication, loyalty, and hard work to meet the challenges during the period. I also want to thank our Shareholders, investors, bankers, customers, suppliers and landlords for their continued encouragement and strong support to the Company throughout these unprecedented times.

Mak Shiu Tong, Clement
Chairman

Hong Kong, 30 August 2021

financial review

REVIEW OF FINANCIAL RESULTS

HK\$ million	Six months ended 30 June		
	2021 (Unaudited)	2020 (Unaudited) (Restated)	% (decrease)
Continuing operations			
Revenue	19	312	(93.9%)
Loss before tax from continuing operations	(32)	(47)	(31.9%)
Income tax credit	-	9	(100.0%)
Loss for the period from continuing operations	(32)	(38)	(15.8%)
Discontinued operation			
Loss for the period from a discontinued operation	-	(14)	(100.0%)
Loss for the period attributable to owners of the parent	(32)	(52)	(38.5%)

The Group's revenue in 1H21 was HK\$19 million, decreased by 93.9% as compared with HK\$312 million in 1H20, primarily due to the absence of any sales recognised from CCT Land-Jun Mansion in the current period. The current period's revenue was mainly derived from sales of the remaining units of Landmark City and Evian Villa, whereas the HK\$312 million revenue for the corresponding period last year was largely attributable to the sales of the property units of Phase 1.2 of CCT Land-Jun Mansion, which was completed in 1H20 and handed over to home buyers for occupation.

The reported loss attributable to owners of the parent was HK\$32 million or 38.5% lower than 1H20. The higher loss in 1H20 was primarily attributable to the loss of HK\$14 million from a discontinued operation representing the product trading business which was discontinued by the Group in 2020, as a result of COVID-19 pandemic and the deteriorating operating environment.

ANALYSIS BY BUSINESS SEGMENT

Revenue from continuing operations
for the six months ended 30 June

HK\$ million	2021		2020		
	Amount (Unaudited)	Relative %	Amount (Unaudited) (Restated)	Relative %	% (decrease)
Property Business	19	100.0%	308	98.7%	(93.8%)
Finance Business	–*	0.0%	4	1.3%	(100.0%)
Total	19	100.0%	312	100.0%	(93.9%)

* less than HK\$1 million

Operating (loss)/profit
from continuing operations
for the six months ended 30 June

HK\$ million	2021	2020	% (decrease)
	(Unaudited)	(Unaudited) (Restated)	
Property Business	(22)	(46)	(52.2%)
Finance Business	–*	4	(100.0%)
Total	(22)	(42)	(47.6%)

* less than HK\$1 million operating profit

Property Business

In 1H21, the Property Business continued to be the Group's largest business segment in terms of revenue, contributing almost 100.0% of the Group's total revenue. However, revenue from our Property Business decreased due to absence of contribution from CCT Land-Jun Mansion project in the current period. Our Property Business recorded an operating loss of HK\$22 million, decreased from 52.2%, mainly due to decrease in selling and promotion expenses.

Finance Business

Finance business contributed revenue of less than HK\$1 million (1H20: HK\$4 million) and recorded profit of less than HK\$1 million (1H20: HK\$4 million).

ANALYSIS BY GEOGRAPHICAL SEGMENT

HK\$ million	2021		2020		
	Amount (Unaudited)	Relative %	Amount (Unaudited) (Restated)	Relative %	% (decrease)
Mainland China and Hong Kong	19	100.0%	312	100.0%	(93.9%)

Mainland China and Hong Kong is the only market region of the Group, contributing all of the Group's total revenue in 1H21 and 1H20. After the discontinuation of the product trading business, the Group does not have any sales of products to overseas.

INVESTMENT IN INDUSTRIAL PROPERTY REDEVELOPMENT PROJECT IN HUIZHOU, CHINA

In line with our strategy of expansion in the Greater Bay Area, in July 2020, we acquired a 19.8% shareholding interest in High Step Developments Limited (the "**Target Company**"), which holds an industrial property redevelopment project (the "**Project**") in Huizhou City, Guangdong Province for a consideration of RMB220,000,000 (equivalent to approximately HK\$243,000,000).

The Project represents a composite redevelopment of industrial properties in Huiyang District of Huizhou City, Guangdong Province, China into residential properties, retail shops, car parks and ancillary schools.

The fair value of our shareholding interest in the Target Company was HK\$259 million, which represented approximately 18.0% of the total assets of the Group as at 30 June 2021. No gain or income was derived by the Group from the Project in the 1H21 as the Project is under development.

The Target Company plans to commence development of the Project after the COVID-19 pandemic is contained. However, project planning has already begun.

CAPITAL STRUCTURE AND GEARING RATIO

HK\$ million	As at 30 June 2021		As at 31 December 2020	
	Amount (Unaudited)	Relative %	Amount (Audited)	Relative %
Total bank and other borrowings	–	0.0%	–	0.0%
Equity	897	100.0%	926	100.0%
Total capital employed	897	100.0%	926	100.0%

Equity attributable to owners of the parent as at 30 June 2021 was HK\$897 million, down 3.1%, primarily due to net loss for the reporting period.

The Group had no bank and other borrowings as at 30 June 2021 (31 December 2020: nil), reflecting a solid and healthy financial position of the Group.

LIQUIDITY AND FINANCIAL RESOURCES

HK\$ million	As at 30 June 2021 (Unaudited)	As at 31 December 2020 (Audited)
Current assets	1,106	1,221
Current liabilities	539	555
Net current assets	567	666
Current ratio	205.2%	220.0%

The Group's current ratio was 205.2% as at 30 June 2021 (31 December 2020: 220.0%), reflecting high liquidity of the Group's financial position.

The Group derives its working capital mainly from cash on hand and net cash generated from 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 30 June 2021, the Group had no capital commitment (31 December 2020: 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 1H21, the Group did not have any 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

The Group did not acquire or dispose of any material subsidiaries and associates during the period under review.

SIGNIFICANT INVESTMENT

Save for the investment in a 19.8% interest in the property Project (as elaborated in the sub-section headed "INVESTMENT IN INDUSTRIAL PROPERTY REDEVELOPMENT PROJECT IN HUIZHOU, CHINA" under the Financial Review section), the Group did not hold any significant investment as at 30 June 2021 and 31 December 2020.

CHARGE ON ASSETS

As at 30 June 2021 and 31 December 2020, none of the Group's assets were pledged.

CONTINGENT LIABILITIES

As at 30 June 2021, the Group did not have any significant contingent liabilities (31 December 2020: nil).

EMPLOYEES AND REMUNERATION POLICY

The total number of employees of the Group as at 30 June 2021 was 42 (31 December 2020: 41). 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 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 10,914,993,990 share options outstanding as at 30 June 2021 (31 December 2020: 10,914,993,990 share options outstanding) under the 2011 Scheme.

interim results

The Board is pleased to announce the unaudited condensed consolidated results of the Group for the six months ended 30 June 2021 together with the comparative figures for the corresponding period in 2020 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2021

HK\$ million	Notes	Six months ended 30 June	
		2021 (Unaudited)	2020 (Unaudited) (Restated)
CONTINUING OPERATIONS			
REVENUE	4	19	312
Cost of sales		(20)	(322)
Gross loss		(1)	(10)
Other income and gains		-	1
Selling and distribution expenses		(4)	(16)
Administrative expenses		(27)	(22)
LOSS BEFORE TAX FROM CONTINUING OPERATIONS	5	(32)	(47)
Income tax credit	6	-	9
LOSS FOR THE PERIOD FROM CONTINUING OPERATIONS		(32)	(38)
DISCONTINUED OPERATION			
Loss for the period from a discontinued operation	7	-	(14)
LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT		(32)	(52)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	9		
Basic and diluted			
— For loss for the period		(HK0.02 cents)	(HK0.03 cents)
— For loss from continuing operations		(HK0.02 cents)	(HK0.02 cents)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME*For the six months ended 30 June 2021*

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited) (Restated)
LOSS FOR THE PERIOD	(32)	(52)
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent period, net of tax:		
Exchange differences on translation of foreign operations	3	(17)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	(29)	(69)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT		
— From continuing operations	(29)	(55)
— From a discontinued operation	–	(14)
	(29)	(69)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 June 2021

HK\$ million	Notes	30 June 2021 (Unaudited)	31 December 2020 (Audited)
ASSETS			
Non-current assets			
Property, plant and equipment	10	1	1
Loan receivable	11	70	–
Financial asset at fair value through profit or loss		259	259
Total non-current assets		330	260
Current assets			
Properties under development		600	576
Properties held for sale		298	318
Trade receivables	12	8	7
Prepayments, other receivables and other assets		109	111
Financial assets at fair value through profit or loss		60	60
Cash and cash equivalents		31	149
Total current assets		1,106	1,221
Total assets		1,436	1,481

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

30 June 2021

HK\$ million	Notes	30 June 2021 (Unaudited)	31 December 2020 (Audited)
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Issued capital	13	1,839	1,839
Reserves		(942)	(913)
Total equity		897	926
Current liabilities			
Trade and bills payables	14	42	55
Tax payable		11	11
Other payables and accruals		486	489
Total current liabilities		539	555
Total liabilities		539	555
Total equity and liabilities		1,436	1,481
Net current assets		567	666
Total assets less current liabilities		897	926

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY*For the six months ended 30 June 2021*

HK\$ million	Attributable to owners of the parent							Total	Non-controlling interests	Total equity
	Issued capital (Unaudited)	Share premium account (Unaudited)	Capital reserve (Unaudited)	Share option reserve (Unaudited)	Asset revaluation reserve (Unaudited)	Exchange fluctuation reserve (Unaudited)	Accumulated losses (Unaudited)			
At 1 January 2021	1,839	341	733	38	-	(49)	(1,976)	926	-	926
Loss for the period	-	-	-	-	-	-	(32)	(32)	-	(32)
Other comprehensive income for the period:										
Exchange differences on translation of foreign operations	-	-	-	-	-	3	-	3	-	3
Total comprehensive income/(loss) for the period	-	-	-	-	-	3	(32)	(29)	-	(29)
At 30 June 2021	1,839	341	733	38	-	(46)	(2,006)	897	-	897
At 1 January 2020	1,839	341	733	54	5	(79)	(1,874)	1,019	38	1,057
Loss for the period	-	-	-	-	-	-	(52)	(52)	-	(52)
Other comprehensive loss for the period:										
Exchange differences on translation of foreign operations	-	-	-	-	-	(17)	-	(17)	-	(17)
Total comprehensive loss for the period	-	-	-	-	-	(17)	(52)	(69)	-	(69)
Transfer of share option reserve upon the forfeiture of share options	-	-	-	(16)	-	-	16	-	-	-
At 30 June 2020	1,839	341	733	38	5	(96)	(1,910)	950	38	988

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS*For the six months ended 30 June 2021*

HK\$ million	Note	Six months ended 30 June	
		2021 (Unaudited)	2020 (Unaudited) (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax:			
— From continuing operations		(32)	(47)
— From a discontinued operation		—	(14)
Adjustments for:			
Finance costs		—	2
Depreciation	5	—*	—*
		(32)	(59)
(Increase)/decrease in properties under development		(23)	367
Decrease/(increase) in properties held for sale		21	(53)
(Increase)/decrease in trade and loan receivables		(71)	7
Decrease in prepayments, other receivables and other assets		2	74
Decrease in trade and bills payables		(13)	(122)
Decrease in other payables and accruals		(3)	(237)
Cash used in operations		(119)	(23)
Interest paid		—	(2)
Net cash flows used in operating activities		(119)	(25)
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of financial assets at fair value through profit or loss		—	(40)
Net cash flows used in investing activities		—	(40)

* less than HK\$1 million depreciation

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)**For the six months ended 30 June 2021*

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited) (Restated)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of bank loans and trust receipts loans	–	(12)
Net cash flows used in financing activities	–	(12)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(119)	(77)
Cash and cash equivalents at beginning of the period	149	175
Effect of foreign exchange rate changes	1	(2)
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	31	96
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and bank balances	31	96

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The unaudited interim condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Listing Rules and with Hong Kong Accounting Standards (“**HKAS**”) 34 “Interim financial reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

The unaudited interim condensed consolidated financial statements should be read in conjunction with the audited annual financial statements of the Group for the year ended 31 December 2020 (the “**2020 Annual Report**”).

2. PRINCIPAL ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the unaudited interim condensed consolidated financial statements are consistent with those applied in the preparation of the Group’s 2020 Annual Report, except for the adoption of the following revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) for the first time for the current period’s financial information.

Amendments to HKFRS 9, HKAS 39 and
HKFRS 7, HKFRS 4 and HKFRS 16
Amendment to HKFRS 16

Interest Rate Benchmark Reform — Phase 2

*COVID-19 — Related Concessions beyond 30 June
2021 (early adopted)*

2. PRINCIPAL ACCOUNTING POLICIES *(continued)*

The nature and impact of the revised HKFRSs is described below:

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate (“RFR”). The Phase 2 amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of HKFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity’s financial instruments and risk management strategy.

The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any bank borrowings.

Amendment to HKFRS 16 issued in April 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted.

The Group has early adopted the amendment on 1 January 2021 and the amendment did not have any significant impact on the financial position and performance of the Group as the Group did not have any lease payments being reduced or waived as a result of the COVID-19 pandemic during the six months ended 30 June 2021.

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products. In the six months ended 30 June 2021 and the corresponding period of 2020, there were three reportable operating segments of the Group as set out below:

- (a) the Property Business segment representing the development and sale of land and properties;
- (b) the Finance Business segment representing the money lender business in Hong Kong; and
- (c) the product trading business segment representing sale of telecom and electronic products and supply of infant and baby products (discontinued in December 2020 (note 7)).

Management monitors the results of its operating segments separately for the purpose of making decisions about resources 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 the finance costs, the equity-settled share option expense, the head office and corporate expenses are excluded from such measurement.

Segment assets exclude financial assets at fair value through profit or loss 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.

3. OPERATING SEGMENT INFORMATION *(continued)*

For the six months ended 30 June 2021

HK\$ million	Continuing operations			Discontinued operation		Group total (Unaudited)
	Property Business (Unaudited)	Finance Business (Unaudited)	Subtotal (Unaudited)	Product Trading Business (Unaudited)	Reconciliation (Unaudited)	
Segment revenue:						
From external customers	19	-*	19	-	-	19
Other revenue	-	-	-	-	-	-
	19	-*	19	-	-	19
Operating (loss)/profit	(22)	-**	(22)	-	-	(22)
Reconciled items:						
Corporate and other unallocated expenses	-	-	-	-	(10)	(10)
(Loss)/profit before tax	(22)	-**	(22)	-	(10)	(32)
Income tax credit	-	-	-	-	-	-
(Loss)/profit for the period	(22)	-**	(22)	-	(10)	(32)
Other segment information:						
Depreciation	-	-	-	-	-*	-*

* less than HK\$1 million

** less than HK\$1 million operating profit

3. OPERATING SEGMENT INFORMATION *(continued)*

For the six months ended 30 June 2020

HK\$ million	Continuing operations			Discontinued operation		Group total (Unaudited) (Restated)
	Property Business (Unaudited) (Restated)	Finance Business (Unaudited) (Restated)	Subtotal (Unaudited) (Restated)	Product Trading Business (Unaudited) (Restated)	Reconciliation (Unaudited) (Restated)	
Segment revenue:						
From external customers	308	4	312	16	-	328
Other revenue	1	-	1	2	-	3
	309	4	313	18	-	331
Operating (loss)/profit	(46)	4	(42)	(12)	-	(54)
Finance costs	-	-	-	(2)	-	(2)
Reconciled items:						
Corporate and other unallocated expenses	-	-	-	-	(5)	(5)
(Loss)/profit before tax	(46)	4	(42)	(14)	(5)	(61)
Income tax credit	9	-	9	-	-	9
(Loss)/profit for the period	(37)	4	(33)	(14)	(5)	(52)
Other segment information:						
Depreciation	-	-	-	-*	-	-*

* less than HK\$1 million

3. OPERATING SEGMENT INFORMATION *(continued)*

As at 30 June 2021

HK\$ million	Continuing operations			Discontinued operation		Group total (Unaudited)
	Property Business (Unaudited)	Finance Business (Unaudited)	Sub-total (Unaudited)	Product Trading Business (Unaudited)	Reconciliation (Unaudited)	
Segment assets	1,012	70	1,082	-	-	1,082
Reconciled items:						
Corporate and other unallocated assets	-	-	-	-	354	354
Total assets	1,012	70	1,082	-	354	1,436
Segment liabilities	504	-*	504	-	-	504
Reconciled items:						
Corporate and other unallocated liabilities	-	-	-	-	35	35
Total liabilities	504	-*	504	-	35	539

As at 31 December 2020

HK\$ million	Continuing operations			Discontinued operation		Group total (Audited)
	Property Business (Audited)	Finance Business (Audited)	Sub-total (Audited)	Product Trading Business (Audited)	Reconciliation (Audited)	
Segment assets	1,141	-*	1,141	6	-	1,147
Reconciled items:						
Corporate and other unallocated assets	-	-	-	-	334	334
Total assets	1,141	-*	1,141	6	334	1,481
Segment liabilities	498	-*	498	20	-	518
Reconciled items:						
Corporate and other unallocated liabilities	-	-	-	-	37	37
Total liabilities	498	-*	498	20	37	555

* less than HK\$1 million

3. OPERATING SEGMENT INFORMATION *(continued)*

Geographical information

(a) Revenue from external customers

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited) (Restated)
Continuing operations		
Mainland China and Hong Kong	19	312
Discontinued operation		
Mainland China and Hong Kong	–	8
Rest of the world	–	8
	–	16

The revenue information above is based on the final locations where the Group's products and properties were sold to customers.

(b) Non-current assets

HK\$ million	30 June	31 December
	2021 (Unaudited)	2020 (Audited)
Hong Kong	1	1

The non-current assets information is based on the locations of the assets and excludes financial instruments.

Information about major customers

For the six months ended 30 June 2021 and 2020, no single customer contributed 10% or more of the Group's total revenue from continuing operations.

4. REVENUE

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts and interest income, and gross proceeds from the sale of properties during the period.

An analysis of revenue from continuing operations is as follows:

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited) (Restated)
<i>Revenue from contracts with customers</i>		
Sale of properties	19	308
<i>Revenue from other sources</i>		
Interest income from loans receivable	—*	4
	19	312

* less than HK\$1 million

Revenue from contracts with customers

(i) *Disaggregated revenue information*

For the six months ended 30 June 2021, the revenue from sale of properties of HK\$19 million (six months ended 30 June 2020: HK\$308 million), which was recognised at a point in time when the properties are transferred, was derived from the Mainland China.

(ii) *Performance obligations*

Sales of properties

The performance obligation is satisfied upon transfer of properties to the buyers and the Group has the present right to payment and the collection of the consideration is probable.

5. LOSS BEFORE TAX FROM CONTINUING OPERATIONS

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

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited) (Restated)
Cost of sales	20	322
Depreciation	—*	—*

* less than HK\$1 million

6. INCOME TAX CREDIT

No Hong Kong profits tax has been provided for the six months ended 30 June 2021 and 2020 as the Group had no profits chargeable to Hong Kong profits tax during that periods. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited)
Current — Mainland China		
Mainland China land appreciation tax	—	—
Deferred tax credit	—	(9)
Total tax credit from continuing operations for the period	—	(9)
Total tax credit from a discontinued operation for the period	—	—
	—	(9)

7. DISCONTINUED OPERATION

On 24 July 2020, the Company announced the decision of its Board to terminate the product trading business of the Group after all its outstanding orders on hand are completed, due to COVID-19 pandemic and the deteriorating operating environment. The product trading business was discontinued in December 2020.

The results of a discontinued operation for the period are presented below.

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited)
Revenue	–	16
Other income and gains, net	–	2
Expenses	–	(30)
Finance costs	–	(2)
Loss before tax from a discontinued operation	–	(14)
Income tax credit	–	–
Loss for the period from a discontinued operation	–	(14)
Loss per share from a discontinued operation:		
Basic and diluted	N/A	(HK 0.01 cent)

The calculations of the basic and diluted loss per share from a discontinued operation are based on:

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited)
Loss attributable to ordinary equity holders of the parent from a discontinued operation, used in basic and diluted loss per share calculation	N/A	(14)

	Number of shares	
	30 June 2021 (Unaudited)	30 June 2020 (Unaudited)
Weighted average number of ordinary shares in issue during the period used in the basic and diluted loss per share calculation	N/A	183,846,100,000

8. DIVIDENDS

The Board did not recommend payment of an interim dividend for the six months ended 30 June 2021 (30 June 2020: nil).

9. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

For loss for the period

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of parent is based on:

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited) (Restated)
Loss attributable to ordinary equity holders of the parent, used in basic and diluted loss per share calculation		
— From continuing operations	(32)	(38)
— From a discontinued operation	—	(14)
	(32)	(52)

	Number of shares	
	30 June 2021 (Unaudited)	30 June 2020 (Unaudited)
Weighted average number of ordinary shares in issue during the period used in the basic and diluted loss per share calculation	183,846,100,000	183,846,100,000

No adjustment has been made to the basic loss per share amounts presented for the six months ended 30 June 2021 and 2020 in respect of a dilution as the impact of the outstanding share options had an anti-dilutive effect on the basic loss per share amounts presented.

9. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT
(continued)

For loss from continuing operations

The calculation of the basic and diluted loss from continuing operations per share attributable to the ordinary equity holders of parent is based on:

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited)
Loss attributable to ordinary equity holders of the parent, used in the basic and diluted loss from continuing operations per share calculation:	(32)	(38)

The denominators used are the same as those detailed above for both basic and diluted loss from continuing operations per share.

No adjustment has been made to the basic loss from continuing operations per share amounts presented for the six months ended 30 June 2021 and 2020 in respect of a dilution as the impact of the outstanding share options had an anti-dilutive effect on the basic loss from continuing operations per share amounts presented.

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2021, no fixed asset was acquired by the Group (six months ended 30 June 2020: nil).

11. LOAN RECEIVABLE

The loan receivable arose from the Finance Business in Hong Kong, which was lent to CCT Fortis. The loan receivable was unsecured, carried interest at 7% per annum and repayable within 2 years from drawdown.

The loan receivable was not overdue and impaired.

12. TRADE RECEIVABLES

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

HK\$ million	30 June 2021 (Unaudited)		31 December 2020 (Audited)	
	Balance	Percentage	Balance	Percentage
Current to 30 days	2	25	7	100
31 to 60 days	-	-	-	-
61 to 90 days	-	-	-	-
Over 90 days	6	75	-	-
	8	100	7	100

The trade receivables are receivables from property sales in Mainland China.

13. SHARE CAPITAL

HK\$ million	30 June 2021 (Unaudited)	31 December 2020 (Audited)
Authorised: 300,000,000,000 (31 December 2020: 300,000,000,000) ordinary shares of HK\$0.01 each	3,000	3,000
Issued and fully paid: 183,846,100,000 (31 December 2020: 183,846,100,000) ordinary shares of HK\$0.01 each	1,839	1,839

14. TRADE AND BILLS PAYABLES

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

HK\$ million	30 June 2021 (Unaudited)		31 December 2020 (Audited)	
	Balance	Percentage	Balance	Percentage
Current to 30 days	30	72	45	82
31 to 60 days	1	2	1	2
61 to 90 days	–	–	–	–
Over 90 days	11	26	9	16
	42	100	55	100

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

15. CONTINGENT LIABILITIES

As at 30 June 2021, the Group did not have any significant contingent liabilities (31 December 2020: nil).

16. PLEDGE OF ASSETS

As at 30 June 2021, none of the Group's assets were pledged (31 December 2020: nil).

17. COMMITMENTS

As at 30 June 2021, the Group did not have any significant commitment (31 December 2020: nil).

18. RELATED PARTY TRANSACTIONS

- (a) In addition to those detailed elsewhere in these financial information, the Group had the following transactions with CCT Fortis and its subsidiaries (the “**CCT Fortis Group**”) during the six months ended 30 June 2021:

HK\$ million	Notes	2021 (Unaudited)	2020 (Unaudited)
Wholly-owned subsidiaries of CCT Fortis:			
Purchase of components	(i)	–	5
Sales of child products	(ii)	–	5
Administrative service fee	(iii)	1	1
CCT Fortis:			
Management information system service fee	(iv)	–	2
Interest income	(v)	–*	–
Guarantee for the payment, performance and discharge of all the undertakings, obligations and liabilities under the financial assistance provided by CCT Fortis	(vi)	–	30

* less than HK\$1 million

Notes:

- (i) These transactions represented purchases of components and toolings for the six months ended 30 June 2020, which were conducted under a manufacturing agreement dated 15 November 2018 entered into between the Company and CCT Fortis (the “**2018 Component Agreement**”). The 2018 Component Agreement had a term of three years from 1 January 2019 to 31 December 2021. Pursuant to the 2018 Component Agreement, CCT Fortis agreed to manufacture and supply through its subsidiaries certain plastic casings, components and other component products and toolings for the Group. In accordance to the terms of the 2018 Component Agreement, the purchase prices of plastic casings, components and other component products were determined based on direct material costs plus a mark-up of no more than 250%. The charges for the toolings were determined based on total costs plus a mark-up of no more than 50%. The 2018 Component Agreement was terminated with effect from 24 January 2021.

18. RELATED PARTY TRANSACTIONS *(continued)*

(a) *(continued)*

Notes: *(continued)*

- (ii) The supply of child products for the six months ended 30 June 2020 represented transaction amounts for the supply of child products by the Group to the CCT Fortis Group based on an agreement dated 15 November 2018 entered into between the Company and CCT Fortis (the “**2018 Child Products Agreement**”) for a term of three years from 1 January 2019 to 31 December 2021. Pursuant to the 2018 Child Products Agreement, the price of child products to be supplied by the Group for the CCT Fortis Group will be the higher of the sum of the direct material costs plus a mark-up no more than 250% of the direct material costs and the selling prices that CCT Fortis Group sells to independent third parties less a discount of up to 10%. The 2018 Child Products Agreement was terminated with effect from 24 January 2021.
- (iii) The administration service fee was charged to the Group by CCT Fortis Group for the provision of administrative services.
- (iv) The management information system service fee was charged by the Company to CCT Fortis for the provision of general management information system support, network and software consultation and hardware maintenance services. The fee was determined in accordance with the terms and conditions set out in the agreement dated 6 December 2018 (the “**MIS Agreement**”) entered into between CCT Fortis and the Company, which has a term of three years from 1 January 2018 to 31 December 2020. The MIS Agreement was not renewed after 31 December 2020.
- (v) On 1 June 2021, the Group and CCT Fortis entered into a loan agreement, pursuant to which the Group agreed to grant an unsecured loan of HK\$70,000,000 to CCT Fortis at an interest rate of 7% per annum for a term of two years. The interest income of less than HK\$1 million represented interest accrued for the period from draw down of the loan to 30 June 2021.
- (vi) The amount of the guarantee represented a corporate guarantee provided by CCT Fortis to secure certain bank borrowings of the Group, which were fully repaid in 2020.

The related party transactions set out in paragraphs (i), (ii) and (iv) above constituted non-exempt continuing connected transactions and the transaction set out in paragraph (v) above constituted non-exempt connected transaction as defined in Chapter 14A of the Listing Rules, for which the Company has complied with the requirements under Chapter 14A of the Listing Rules in relation to those non-exempt continuing connected transactions and non-exempt connected transaction.

18. RELATED PARTY TRANSACTIONS *(continued)*

(b) Compensation of key management personnel of the Group:

HK\$ million	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited)
Short term employee benefits	5	7

19. EVENTS AFTER REPORTING PERIOD

There was no significant events of the Group after the reporting period.

20. COMPARATIVE AMOUNTS

The comparative condensed consolidated statement of profit or loss has been represented as if the operation discontinued in December 2020 had been discontinued at the beginning of the comparative period.

21. APPROVAL OF THE INTERIM REPORT

This interim report was approved by the Board on 30 August 2021.

disclosure of interests

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 June 2021, the Directors and the chief executive of the Company and/or any of their respective associates had the following interests and short positions in the shares, underlying shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) (i) as recorded in the register required to be kept by the Company under section 352 of the SFO; or (ii) as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO; or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code adopted by the Company:

Interests and short positions in the Shares and the underlying Shares as at 30 June 2021

Long Positions

Name of Directors	Capacity/ nature of interests	Number of Shares / underlying Shares			Approximate % of the total number of issued Shares*
		No. of Shares	No. of share options	Total interests	
Executive Directors					
Mak Shiu Tong, Clement ("Mr. Mak")	Interests of controlled corporations	53,667,100,000 (Note 1)	–		
	Beneficial owner	–	2,620,000,000 (Notes 2 & 3)	56,287,100,000	30.61%
Cheng Yuk Ching, Flora	Beneficial owner	–	3,445,000,000 (Notes 2 & 4)	3,445,000,000	1.87%
Tam Ngai Hung, Terry	Beneficial owner	10,000,000	3,445,000,000 (Notes 2 & 4)	3,455,000,000	1.87%
Independent Non-executive Directors					
Chow Siu Ngor	Beneficial owner	–	35,000,000 (Notes 2 & 5)	35,000,000	0.01%
Lau Ho Kit, Ivan	Beneficial owner	–	35,000,000 (Notes 2 & 5)	35,000,000	0.01%
Tam King Ching, Kenny	Beneficial owner	–	35,000,000 (Notes 2 & 5)	35,000,000	0.01%

* The percentage was calculated based on 183,846,100,000 Shares in issue as at 30 June 2021.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES*(continued)***Interests and short positions in the Shares and the underlying Shares as at 30 June 2021***(continued)*

Notes:

1. The interests disclosed represented 53,667,100,000 Shares, held indirectly by CCT Fortis through its two indirect wholly-owned subsidiaries of which 28,467,100,000 Shares were held by CCT Telecom Securities Limited and 25,200,000,000 Shares were held by Ever Sino Group Limited. Mr. Mak was deemed to be interested in the aforesaid 53,667,100,000 Shares under the SFO as he was entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of CCT Fortis through his interest in the shareholding of approximately 54.01% of the total number of issued shares of CCT Fortis as at 30 June 2021.
2. These represented underlying Shares of the outstanding share options granted to the Directors pursuant to the 2011 Scheme as at 30 June 2021.
3. The 2,620,000,000 share options interested by Mr. Mak as at 30 June 2021 represented (i) the share options granted to Mr. Mak on 18 January 2017 to subscribe for 1,300,000,000 Shares at the exercise price of HK\$0.011 per Share, exercisable during the exercisable period from 18 January 2017 to 17 January 2027; and (ii) the share options granted to Mr. Mak on 25 January 2018 to subscribe for 1,320,000,000 Shares at the exercise price of HK\$0.01 per Share, exercisable during the exercisable period from 25 January 2018 to 24 January 2028.
4. The 3,445,000,000 share options interested by each of Ms. Cheng Yuk Ching, Flora and Mr. Tam Ngai Hung, Terry as at 30 June 2021 represented (i) the share options granted to each of these two executive Directors on 18 January 2017 to subscribe for 825,000,000 Shares at the exercise price of HK\$0.011 per Share, exercisable during the exercisable period from 18 January 2017 to 17 January 2027; (ii) the share options granted to each of these two executive Directors on 25 January 2018 to subscribe for 1,320,000,000 Shares at the exercise price of HK\$0.01 per Share, exercisable during the exercisable period from 25 January 2018 to 24 January 2028; and (iii) the share options granted to each of these two executive Directors on 25 January 2019 to subscribe for 1,300,000,000 Shares at the exercise price of HK\$0.01 per Share, exercisable during the exercisable period from 25 January 2019 to 24 January 2029.
5. The 35,000,000 share options interested by each of Mr. Chow Siu Ngor, Mr. Lau Ho Kit, Ivan and Mr. Tam King Ching, Kenny as at 30 June 2021 represented (i) the share options granted to each of these three INEDs on 17 January 2014 to subscribe for 5,000,000 Shares at the exercise price of HK\$0.01 per Share, exercisable during the exercisable period from 17 January 2014 to 16 January 2024; (ii) the share options granted to each of these three INEDs on 18 January 2017 to subscribe for 10,000,000 Shares at the exercise price of HK\$0.011 per Share, exercisable during the exercisable period from 18 January 2017 to 17 January 2027; (iii) the share options granted to each of these three INEDs on 25 January 2018 to subscribe for 10,000,000 Shares at the exercise price of HK\$0.01 per Share, exercisable during the exercisable period from 25 January 2018 to 24 January 2028; and (iv) the share options granted to each of these three INEDs on 25 January 2019 to subscribe for 10,000,000 Shares at the exercise price of HK\$0.01 per Share, exercisable during the exercisable period from 25 January 2019 to 24 January 2029.

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 June 2021, so far as was known to the Directors, the following persons (not being the Directors or the chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange 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:

Interests and short positions in the Shares and the underlying Shares as at 30 June 2021*Long Positions*

Name of substantial Shareholders	Capacity/ nature of interests	Number of Shares		Approximate % of the total number of issued Shares*
		No. of Shares	Total interests	
CCT Fortis Holdings Limited	Interests of controlled corporations	53,667,100,000 (Notes 1 & 2)	53,667,100,000	29.19%
CCT Capital International Holdings Limited	Interests of controlled corporations	53,667,100,000 (Notes 1 & 2)	53,667,100,000	29.19%
CCT Telecom Securities Limited	Beneficial owner	28,467,100,000 (Notes 1 & 2)	28,467,100,000	15.48%
Ever Sino Group Limited	Beneficial owner	25,200,000,000 (Notes 1 & 2)	25,200,000,000	13.71%

* The percentage was calculated based on 183,846,100,000 Shares in issue as at 30 June 2021.

Notes:

- The interests stated represented 53,667,100,000 Shares, as to 28,467,100,000 Shares held by CCT Telecom Securities Limited and as to 25,200,000,000 Shares held by Ever Sino Group Limited. Both companies are indirect wholly-owned subsidiaries of CCT Fortis.
- CCT Telecom Securities Limited and Ever Sino Group Limited are direct wholly-owned subsidiaries of CCT Capital International Holdings Limited which is in turn a direct wholly-owned subsidiary of CCT Fortis.

SUBSTANTIAL SHAREHOLDERS' INTERESTS *(continued)***Interests and short positions in the Shares and the underlying Shares as at 30 June 2021**
(continued)

Save for Mr. Mak, Ms. Cheng Yuk Ching, Flora and Mr. Tam Ngai Hung, Terry who are also executive directors of CCT Fortis and directors of CCT Capital International Holdings Limited, CCT Telecom Securities Limited and Ever Sino Group Limited; and Mr. Chow Siu Ngor and Mr. Tam King Ching, Kenny who are also independent non-executive directors of CCT Fortis, no other Director is a director or employee of the above substantial Shareholders which has an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, the Directors and the chief executive of the Company are not aware that there is any party (not being the Directors or the chief executive of the Company) who, as at 30 June 2021, had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange 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.

share option schemes

SHARE OPTION SCHEMES

The 2011 Scheme

The 2011 Scheme, which was adopted by the Company on 27 May 2011, was expired on 26 May 2021. Nevertheless, the terms of the 2011 Scheme shall remain in force and effect for those share options already granted under the 2011 Scheme which are still outstanding.

During the six months ended 30 June 2021, the movements on share options under the 2011 Scheme was as follows:

Name and/or category	Date of grant	Exercise period	Exercise price per Share HK\$	Number of share options				Outstanding as at 30 June 2021
				Outstanding as at 1 January 2021	Granted during the period	Exercised during the period	Cancelled/ Lapsed during the period	
Executive Directors								
Mak Shiu Tong, Clement	18/1/2017	18/1/2017 – 17/1/2027	0.011	1,300,000,000	-	-	-	1,300,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	1,320,000,000	-	-	-	1,320,000,000
								<i>Sub-total</i> 2,620,000,000
Cheng Yuk Ching, Flora	18/1/2017	18/1/2017 – 17/1/2027	0.011	825,000,000	-	-	-	825,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	1,320,000,000	-	-	-	1,320,000,000
	25/1/2019	25/1/2019 – 24/1/2029	0.010	1,300,000,000	-	-	-	1,300,000,000
								<i>Sub-total</i> 3,445,000,000
Tam Ngai Hung, Terry	18/1/2017	18/1/2017 – 17/1/2027	0.011	825,000,000	-	-	-	825,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	1,320,000,000	-	-	-	1,320,000,000
	25/1/2019	25/1/2019 – 24/1/2029	0.010	1,300,000,000	-	-	-	1,300,000,000
								<i>Sub-total</i> 3,445,000,000

SHARE OPTION SCHEMES (continued)

The 2011 Scheme (continued)

Name and/or category	Date of grant	Exercise period	Exercise price per Share HK\$	Number of share options				
				Outstanding as at 1 January 2021	Granted during the period	Exercised during the period	Cancelled/ Lapsed during the period	Outstanding as at 30 June 2021
Independent non-executive Directors								
Chow Siu Ngor	17/1/2014	17/1/2014 – 16/1/2024	0.010	5,000,000	-	-	-	5,000,000
	18/1/2017	18/1/2017 – 17/1/2027	0.011	10,000,000	-	-	-	10,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	10,000,000	-	-	-	10,000,000
	25/1/2019	25/1/2019 – 24/1/2029	0.010	10,000,000	-	-	-	10,000,000
							<i>Sub-total</i>	35,000,000
Lau Ho Kit, Ivan	17/1/2014	17/1/2014 – 16/1/2024	0.010	5,000,000	-	-	-	5,000,000
	18/1/2017	18/1/2017 – 17/1/2027	0.011	10,000,000	-	-	-	10,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	10,000,000	-	-	-	10,000,000
	25/1/2019	25/1/2019 – 24/1/2029	0.010	10,000,000	-	-	-	10,000,000
							<i>Sub-total</i>	35,000,000
Tam King Ching, Kenny	17/1/2014	17/1/2014 – 16/1/2024	0.010	5,000,000	-	-	-	5,000,000
	18/1/2017	18/1/2017 – 17/1/2027	0.011	10,000,000	-	-	-	10,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	10,000,000	-	-	-	10,000,000
	25/1/2019	25/1/2019 – 24/1/2029	0.010	10,000,000	-	-	-	10,000,000
							<i>Sub-total</i>	35,000,000
Sub-total for the Directors				9,615,000,000	-	-	-	9,615,000,000
Employees	25/1/2019	25/1/2019 – 24/1/2029	0.010	1,299,993,990	-	-	-	1,299,993,990
Total				10,914,993,990	-	-	-	10,914,993,990

SHARE OPTION SCHEMES *(continued)*

The 2011 Scheme *(continued)*

Save as disclosed above, no share options was granted, exercised, cancelled or lapsed under the 2011 Scheme during the six months ended 30 June 2021.

There were 10,914,993,990 share options in aggregate outstanding under the 2011 Scheme as at the date of this interim report, and the total number of Shares to be issued upon exercise of the share option is 10,914,993,990 which represented approximately 5.94% of the total number of issued Shares as at the date of this interim report. The exercise in full of the outstanding share options in the Company would result in the issue of 10,914,993,990 additional ordinary shares and an additional share capital and share premium (before issue expense) of HK\$109,149,940 and HK\$41,003,217 respectively, in the Company.

The 2021 Scheme

At the AGM held on 23 June 2021 (the “**2021 AGM**”), an ordinary resolution was passed by the Shareholders to adopt the new 2021 Scheme. Unless otherwise cancelled or amended, the 2021 Scheme will be valid for 10 years from the date of adoption which is 23 June 2021.

When the 2021 Scheme was approved by the Shareholders at the 2021 AGM and the Shareholders also approved that the total number of Shares which may be allotted and issued upon exercise of all share options to be granted under the 2021 Scheme and any other share option scheme(s) must not in aggregate exceed 10% of the Shares in issue as at the date of the 2021 AGM (i.e. 18,384,610,000 Shares). As at the date of the 2021 AGM, the total number of issued Shares was 183,846,100,000. Shares which would have been issuable have lapsed or cancelled in accordance with the terms of the 2021 Scheme and any other share option scheme(s) will not be counted for the purpose of the 10% limit.

On 25 June 2021, the Listing Committee also granted approval for the listing of, and permission to deal in, such 18,384,610,000 Shares on the Stock Exchange which may fall to be allotted and issued by the Company pursuant to the terms and conditions of the 2021 Scheme.

Notwithstanding the foregoing, Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the 2021 Scheme and any other share option scheme(s) of the Company at any time shall not exceed 30% of the total number of the Shares in issue from time to time. No share option shall be granted under any share option scheme(s) (including the 2021 Scheme) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

As at the date of this interim report, there was no share option was granted under the 2021 Scheme.

As at the date of this interim report, the total number of share options available for grant under the 2021 Scheme is 18,384,610,000 and the total number of Shares which may be issued upon grant and exercise of all such share options is 18,384,610,000, which represents 10% of the total issued Shares.

SHARE OPTION SCHEMES *(continued)***The 2021 Scheme** *(continued)**The purpose of the 2021 Scheme*

The 2021 Scheme is to enable the Company continues to grant share options to the Eligible Participants, as incentives and/or rewards for their contribution or potential contribution to the Group and/or any entity interest in which any member of the Group holds any entity interest (the "**Invested Entity**") and/or the holding company of the Company (if applicable).

The eligible participants of the 2021 Scheme

The eligible participants of the 2021 Scheme include:

- (a) any director or proposed director (whether executive, non-executive or independent non-executive director), any executive, officer, employee or any person to whom any offer of employment has been made, executive or officer (whether full-time or part-time, on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) of the Group;
- (b) any supplier or services provider or goods provider to offer more economic and quality supplies to the Group;
- (c) any customer to maximise the quantity of their orders and increase loyalty to the Group;
- (d) any adviser, professional, consultant and agent to provide better services to the Group; and
- (e) business partner or shareholder(s) of any Invested Entity and/or the holding company of the Company and/or any member of the Group who have contributed or will contribute to the growth and development of the Group;

(collectively as the "**Eligible Participants**").

The maximum entitlement of each Eligible Participant under the 2021 Scheme

The total number of Shares issued and which may fall to be issued upon exercise of the share options granted under the 2021 Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding share options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the total number of Shares in issue as at the date of grant.

SHARE OPTION SCHEMES *(continued)*

The 2021 Scheme *(continued)*

The maximum entitlement of each Eligible Participant under the 2021 Scheme (continued)

Any further grant of share options in excess of this 1% limit shall be subject to the issue of a circular by the Company and the approval of the Shareholders in a general meeting with such Eligible Participant and his/her associates abstaining from voting and/or other requirements prescribed under the Listing Rules from time to time. Any circular to be issued by the Company must disclose, amongst other things, the details of the share options, including share options exercised or outstanding.

Any grant of share options to a director, chief executive or substantial shareholder of the Company or any of their respective associates is required to be approved by the INEDs, excluding the INED(s) who is/are the grantee(s) of the share options.

If the Company proposes to grant share options to a substantial shareholder of the Company or any INED or their respective associates which will result in the number of Shares issued and to be issued upon exercise of share options granted (including share options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of the offer of such grant:

- (a) representing in aggregate over 0.1% of the total number of Shares in issue as at the date of the offer; and
- (b) having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange as at the date of each offer,

such further grant of share options will be subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting at which the grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of the Company shall abstain from voting, and/or such other requirements prescribed under the Listing Rules from time to time except that the grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of the Company may vote against the relevant resolution at the general meeting, provided that his/her intention to do so has been stated in the circular.

Time of exercise of and duration of share option

There is no specific requirement under the 2021 Scheme that a share option must be held for any minimum period before it can be exercised, but the terms of the 2021 Scheme provide that the Board has the discretion to impose a minimum period at the time of grant of any particular share option.

The date of grant of any particular share option is the date when the duplicate offer document constituting acceptance of the share option duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration is received by the Company, such date must be on or before the 28th day after the share option is offered to the relevant grantee(s).

SHARE OPTION SCHEMES *(continued)***The 2021 Scheme** *(continued)**Time of exercise of and duration of share option (continued)*

The period during which a share option may be exercised will be determined by the Board at its absolute discretion, save that no share option may be exercised more than 10 years after it has been granted. No share option may be granted upon the expiry of the 10th anniversary of the approval date of the 2021 Scheme. Subject to earlier termination by the Company in general meeting or by the Board in accordance with the terms of the 2021 Scheme, the 2021 Scheme shall be valid and effective for a period of 10 years commencing on the adoption date which is 23 June 2021.

Exercise price of the share option

The exercise price for a Share in respect of any particular share option granted under the 2021 Scheme (which shall be payable upon exercise of the share option) shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day (and for this purpose shall be taken to be the date of the Board meeting at which the Board proposes to grant the share options);
- (b) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant; and
- (c) the nominal value of a Share.

The Company's share options do not confer rights on the holders to dividends or to vote at the general meetings of the Company.

other information

PURCHASE, SALE OR REDEMPTION OF THE LISTED SHARES

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the listed Shares during the six months ended 30 June 2021.

CORPORATE GOVERNANCE

The Company has always recognised the importance of the Shareholders' transparency and accountability. It is the belief of the Board that the Shareholders can maximise their benefits from good corporate governance. The Company is committed to maintaining and ensuring high standards of corporate governance in the interests of the Shareholders.

In the opinion of the Directors, the Company has complied with all the Code Provisions under the CG Code throughout the six months period from 1 January 2021 to 30 June 2021, except for the minor deviations from the following Code Provisions of the CG Code:

Code Provision A.2.1

Code Provision A.2.1 provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

There is no separation of the roles of chairman and chief executive officer of the Company and hence the Company has not complied with the Code Provision A.2.1 for the six months ended 30 June 2021.

Mr. Mak Shiu Tong, Clement ("**Mr. Mak**") currently assumes the roles of both the Chairman and the CEO. Mr. Mak is an executive of high caliber with a wide range of skills and diversified business expertise. He has substantial experience, strong leadership and a firmly established reputation in the diversified business that is essential to fulfilling the role of the Chairman. At the same time, Mr. Mak has the appropriate management skills and business acumen that are the pre-requisites for assuming the role of the CEO in the day-to-day management of the Group. The Board is composed of three executive Directors (including the Chairman) and three INEDs with a balance of skills and experience appropriate for the requirements of the Group. Furthermore, the roles of the managing director and the general managers of the Company's major operating subsidiaries are performed by other individuals. The Board believes that there is no need to segregate the roles of the Chairman and the CEO as the balance of power and authority is already ensured by the current structure. Moreover, the Board believes that the combined roles of Mr. Mak enhance the communication between the Board and the management and ensure the effective execution of the Board's strategy by the management because of Mr. Mak's extensive business experience.

CORPORATE GOVERNANCE *(continued)***Code Provision A.4.2**

Code Provision A.4.2 provides that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

In accordance with the bye-laws of the Company, any Director appointed to fill a casual vacancy shall hold office only until the next following AGM and shall then be eligible for re-election. The Board considers that such a deviation is not material as casual vacancy of Directors seldom happens and duration between appointment to fill casual vacancy and the immediate following AGM is less than one year and is considered to be short.

Pursuant to the bye-laws of the Company, the Chairman and the managing Director (who is currently assumed by Mr. Mak) 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 A.4.2.

Other information on the corporate governance practices of the Company has been disclosed in the corporate governance report contained in the 2020 annual report of the Company issued in April 2021.

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 six months ended 30 June 2021.

REVIEW OF INTERIM REPORT

The Group's interim report including the Group's unaudited condensed consolidated financial statements for the six months ended 30 June 2021 has been reviewed by the Audit Committee.

DISCLOSURE ON CHANGE IN INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Upon specific enquiry by the Company and following confirmations from the Directors, save as otherwise set out below, there is no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

- Mr. Chow Siu Ngor ceased as an independent non-executive director of REXLot Holdings Limited (delisted on 10 May 2021 with previous stock code: 00555) with effect from 10 May 2021.

corporate information

COMPANY NAME

GBA Holdings Limited

BOARD AND COMMITTEES OF THE BOARD

Executive Directors

Mak Shiu Tong, Clement (*Chairman and CEO*)
Cheng Yuk Ching, Flora (*Deputy Chairman*)
Tam Ngai Hung, Terry

Independent Non-executive Directors

Chow Siu Ngor
Lau Ho Kit, Ivan
Tam King Ching, Kenny

Audit Committee

Lau Ho Kit, Ivan (*chairman*)
Chow Siu Ngor
Tam King Ching, Kenny

Remuneration Committee

Chow Siu Ngor (*chairman*)
Lau Ho Kit, Ivan
Tam King Ching, Kenny
Mak Shiu Tong, Clement
Tam Ngai Hung, Terry

Nomination Committee

Mak Shiu Tong, Clement (*chairman*)
Tam Ngai Hung, Terry
Chow Siu Ngor
Lau Ho Kit, Ivan
Tam King Ching, Kenny

COMPANY SECRETARY

Sze Suet Ling

PRINCIPAL BANKERS

Nanyang Commercial Bank, Limited
Hang Seng Bank Limited

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

18/F., CCT Telecom Building
11 Wo Shing Street, Fotan
Shatin, New Territories
Hong Kong

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

TELEPHONE NUMBER

+852 2102 8138

FAX NUMBER

+852 2102 8100

COMPANY WEBSITE

www.gbaholdings.com

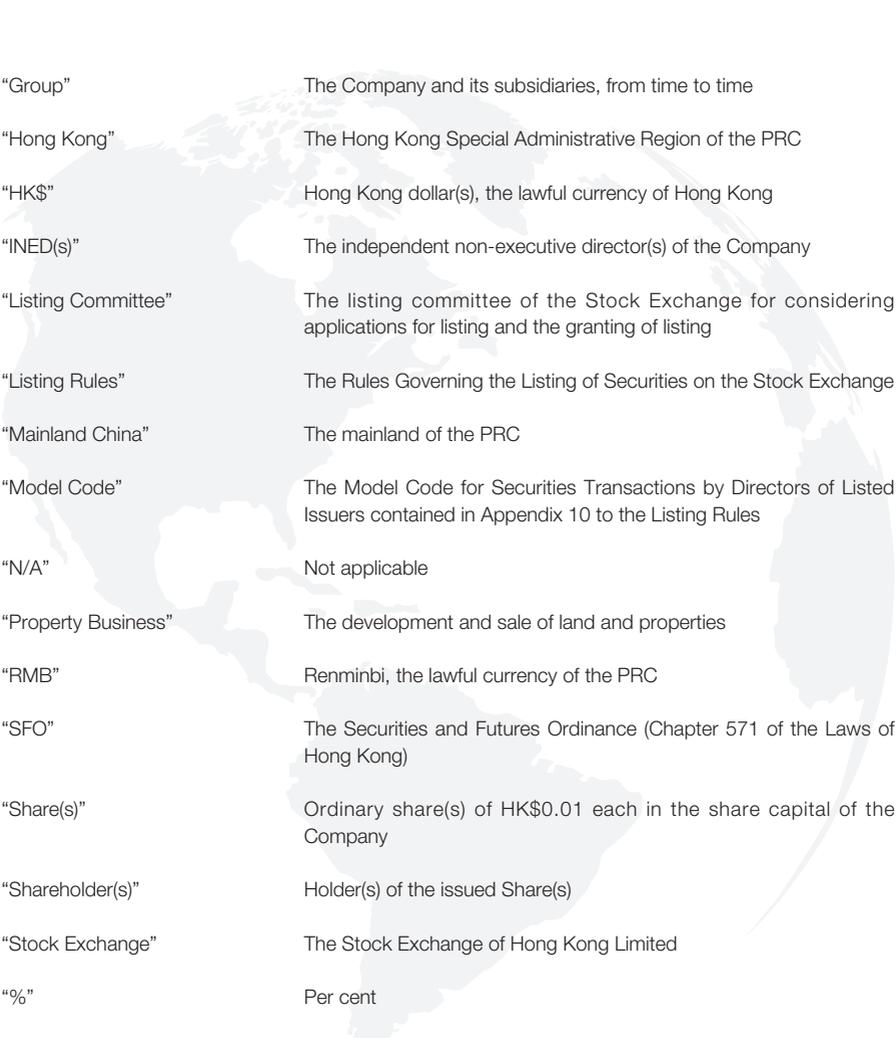
STOCK CODE

261

glossary of terms

GENERAL TERMS

“2011 Scheme”	The previous share option scheme which was adopted by the Company on 27 May 2011 and expired on 26 May 2021
“2021 Scheme”	The adoption of the new share option scheme of the Company which was approved by the Shareholders at the AGM held on 23 June 2021
“AGM”	The annual general meeting of the Company
“Audit Committee”	The audit committee of the Company
“Board”	The board of Directors
“CCT Fortis”	CCT Fortis Holdings Limited (stock code: 00138), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange, being a substantial shareholder of the Company
“CCT Fortis Group”	CCT Fortis and its subsidiaries, from time to time
“CEO”	The chief executive officer of the Company
“CG Code”	The Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules
“Chairman”	The chairman of the Company
“China” or “PRC”	The People’s Republic of China
“Company”	GBA Holdings Limited (stock code: 00261), a company incorporated in Bermuda with limited liability and the Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	The director(s) of the Company
“Finance Business”	The finance business engaged by the Group



“Group”	The Company and its subsidiaries, from time to time
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“INED(s)”	The independent non-executive director(s) of the Company
“Listing Committee”	The listing committee of the Stock Exchange for considering applications for listing and the granting of listing
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Mainland China”	The mainland of the PRC
“Model Code”	The Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules
“N/A”	Not applicable
“Property Business”	The development and sale of land and properties
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	Holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Per cent

FINANCIAL TERMS



“current ratio”	Current assets divided by current liabilities
“gearing ratio”	Total borrowings (representing bank and other borrowings) divided by total capital employed (representing total Shareholders’ fund plus total borrowings)
“loss per share”	Loss attributable to ordinary equity holders of the parent divided by weighted average number of ordinary shares in issue during the period
“operating profit/(loss)”	Operating profit/(loss) before interest, unallocated and corporate items and tax
“1H20”	First half of 2020
“1H21”	First half of 2021

