



G.A. Holdings Limited G.A. 控股有限公司

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

(Stock Code: 8126)

2021

First Quarterly Report





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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risk of investing in such companies and should make the decision to invest only after due and careful consideration.

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

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

The board of directors (the “Board”) of G.A. Holdings Limited is pleased to present the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the three months ended 31 March 2021 together with the comparative figures for the three months ended 31 March 2020, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2021

	Notes	(Unaudited) Three months ended 31 March	
		2021 HK\$'000	2020 HK\$'000
Revenue	2	716,262	383,068
Other income	2	11,605	7,835
		727,867	390,903
Changes in inventories		2,002	(45,823)
Auto parts and accessories, and motor vehicles purchased		(618,067)	(277,206)
Employee benefit expenses		(33,018)	(31,740)
Depreciation and amortisation		(15,470)	(14,641)
Operating lease charges		(1,437)	(1,389)
Exchange differences, net		(687)	(1,416)
Other expenses		(12,735)	(9,386)
Profit from operations		48,455	9,302
Finance costs		(8,428)	(8,274)
Profit before income tax		40,027	1,028
Income tax expense	3	(11,542)	(2,316)
Profit (Loss) for the period		28,485	(1,288)



(Unaudited)
Three months ended
31 March

	Notes	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Other comprehensive income (expenses)			
Item that may be reclassified			
subsequently to profit or loss:			
Exchange differences arising from			
translation of foreign operations		6,975	(13,328)
Total comprehensive income (expenses)			
for the period		35,460	(14,616)
		<i>HK cents</i>	<i>HK cents</i>
Earnings (Loss) per share			
Basic and diluted	4	5.98	(0.27)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 31 March 2021 and 2020

	Attributable to owners of the Company							Fair value reserve – non- recycling HK\$'000	Retained profits HK\$'000	Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Statutory reserve HK\$'000	Other reserve HK\$'000	Translation reserve HK\$'000				
As at 1 January 2020 (audited)	47,630	29,522	8,623	47,008	(10,735)	(34,412)	-	533,570	621,206	
Loss for the period	-	-	-	-	-	-	-	(1,288)	(1,288)	
Other comprehensive expenses										
Translation differences	-	-	-	-	-	(13,328)	-	-	(13,328)	
Total comprehensive expenses for the period	-	-	-	-	-	(13,328)	-	(1,288)	(14,616)	
Transactions with owners										
Appropriation to statutory reserve	-	-	-	1,508	-	-	-	(1,508)	-	
Forfeiture of unclaimed dividend	-	-	-	-	-	-	-	35	35	
Total transaction with owners	-	-	-	1,508	-	-	-	(1,473)	35	
As at 31 March 2020	47,630	29,522	8,623	48,516	(10,735)	(47,740)	-	530,809	606,625	
As at 1 January 2021 (audited)	47,630	29,522	8,623	56,310	(10,735)	13,666	2,502	577,114	724,632	
Profit for the period	-	-	-	-	-	-	-	28,485	28,485	
Other comprehensive income										
Translation differences	-	-	-	-	-	6,975	-	-	6,975	
Total comprehensive income for the period	-	-	-	-	-	6,975	-	28,485	35,460	
Transactions with owners										
Appropriation to statutory reserve	-	-	-	2,649	-	-	-	(2,649)	-	
Total transaction with owners	-	-	-	2,649	-	-	-	(2,649)	-	
As at 31 March 2021	47,630	29,522	8,623	58,959	(10,735)	20,641	2,502	602,950	760,092	



Notes:

1. GENERAL INFORMATION AND BASIS OF PREPARATION

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

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

(a) Statement of compliance

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

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

The significant judgments made by management in applying the Group’s accounting policies, the key sources of estimation uncertainty, and, except for described below, the accounting policies adopted for the preparation of these unaudited condensed consolidated financial statements of the Group are consistent with those applied to the consolidated financial statements as at and for the year ended 31 December 2020.

(b) Adoption of new or revised HKFRSs

The Group has adopted all the new and revised HKFRSs that are relevant to its operations and effective for its accounting year beginning on 1 January 2021.

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

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

2. REVENUE AND OTHER INCOME

The Group recognised revenue by category as follows:

	(Unaudited) Three months ended 31 March	
	2021 HK\$'000	2020 HK\$'000
Revenue		
Sales of motor vehicles	533,216	264,576
Servicing of motor vehicles and sales of auto parts	172,781	109,508
Technical fee income	2,863	1,094
Car rental income	7,402	7,890
	716,262	383,068

	(Unaudited) Three months ended 31 March	
	2021 HK\$'000	2020 HK\$'000
Other income		
Bank interest income	692	542
Consultant service income	7,584	3,382
Commission income	1,268	2,166
Gain on disposal of property, plant and equipment	1,116	702
Financial guarantee income	59	55
Government grants	160	89
Sundry income	726	899
	11,605	7,835



3. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax has been made for the three months ended 31 March 2021 and 2020 as there were no assessable profits for both periods. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rate of tax prevailing in the countries in which the Group operates.

The income tax provision in respect of operations in the People's Republic of China (the "PRC") is calculated at the applicable rates on the estimated assessable profits for the period based on the unification of the income tax rates for domestic-invested and foreign-invested enterprises at 25% (2020: 25%).

Income tax in respect of operations in Singapore has not been provided for the three months ended 31 March 2021 and 2020 as the Company's Singapore subsidiary has no assessable profits for both periods.

The Group has no material unprovided deferred taxation for the period (2020: nil).

	(Unaudited) Three months ended 31 March	
	2021 HK\$'000	2020 HK\$'000
Current tax – Overseas		
Charge for the period	(11,748)	(2,508)
Current tax – total	(11,748)	(2,508)
Deferred tax	206	192
Total income tax expense	(11,542)	(2,316)

4. EARNINGS (LOSS) PER SHARE

The calculation of basic earnings (loss) per share is based on the unaudited profit (loss) attributable to owners of the Company for the three months ended 31 March 2021 of profit of HK\$28,485,000 (2020: loss of HK\$1,288,000) and on the weighted average number of 476,300,000 (2020: 476,300,000) ordinary shares in issue during the period.

Diluted earnings (loss) per share for the three months ended 31 March 2021 and 2020 are the same as the basic earnings (loss) per share as there were no dilutive potential ordinary shares during the relevant period.



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the three months ended 31 March 2021, as the PRC economy gradually recovers from the impact of COVID-19, the overall automobiles market is showing a rebound trend. The Group will continue to provide excellent customer-oriented services and improve customer experience at our automobile dealer shops.

FINANCIAL REVIEW

Revenue

Compared to a lower base of revenue for the three months ended 31 March 2020 which was severely affected by the COVID-19 pandemic, the unaudited consolidated revenue for the three months ended 31 March 2021 increased by 87.0% from HK\$383,068,000 for the three months ended 31 March 2020 to HK\$716,262,000 for the three months ended 31 March 2021.

1. Sales of motor vehicles

For the three months ended 31 March 2021, revenue generated from the sales of motor vehicles increased by 101.5% from HK\$264,576,000 for the three months ended 31 March 2020 to HK\$533,216,000 for the three months ended 31 March 2021 mainly due to the above-mentioned reason.

2. Servicing of motor vehicles and sales of auto parts

Revenue generated from servicing of motor vehicles and sales of auto parts increased by 57.8% from HK\$109,508,000 for the three months ended 31 March 2020 to HK\$172,781,000 for the three months ended 31 March 2021 mainly due to the above-mentioned reason.



3. Technical fee income

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

Technical fee income for the three months ended 31 March 2021 was approximately HK\$2,863,000, increased by 161.7% as compared to HK\$1,094,000 for the corresponding period in 2020 since there was a substantial increase in number of locally assembled BMW sold by Xiamen Zhong Bao during the three months ended 31 March 2021.

4. Car rental business

The income from car rental business in Hong Kong for the three months ended 31 March 2021 was HK\$7,402,000, representing a decrease of 6.2% compared to the corresponding period in 2020. This was mainly due to a decrease in long-term leasing customers amidst general business uncertainties resulting from the COVID-19 pandemic.

Gross Operating Profit and Gross Operating Margin

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

The gross operating profit for the three months ended 31 March 2021 increased by 66.9% to HK\$100,197,000, as compared to HK\$60,039,000 for the three months ended 31 March 2020. This is in line with the increase in revenue during the period.

The gross operating margin for the three months ended 31 March 2021 was 14.0%, as compared to 15.7% for the three months ended 31 March 2020. The decrease in gross operating margin during the period was mainly due to a decrease in the share of revenue contribution from servicing of motor vehicles and sales of auto parts during the period ended 31 March 2021, which yields relatively higher profit as compared to revenue from the sales of motor vehicles.



Other Income

Other income increased from HK\$7,835,000 for the three months ended 31 March 2020 to HK\$11,605,000 for the three months ended 31 March 2021 mainly due to the increase in consultant service income resulting from the substantial increase in sales of motor vehicles.

Employee Benefit Expenses

The Group recorded employee benefit expenses of HK\$33,018,000 for the three months ended 31 March 2021, representing a 4.0% increase as compared to HK\$31,740,000 in the corresponding period in 2020. The increase was mainly due to an increase in staff commission expenses in view of improved gross operating margin during the period.

Depreciation and amortisation

Depreciation and amortisation expenses increased by 5.7% from HK\$14,641,000 for the three months ended 31 March 2020 to HK\$15,470,000 for the three months ended 31 March 2021. The increase was mainly due to the appreciation of RMB during the three months ended 31 March 2021 compared to corresponding period in 2020.

Foreign Exchange Exposure

During the three months ended 31 March 2021, the Group recorded exchange loss of HK\$687,000 (2020: HK\$1,416,000), which was mainly resulted from the translation of receivables or payables denominated in foreign currencies other than the functional currency of the Group.



Other Expenses

For the three months ended 31 March 2021, other expenses were HK\$12,735,000, representing an increase of 35.7% compared to HK\$9,386,000 in the corresponding period in 2020. The increase was mainly attributable to the general cost savings during the temporary closure of our 4S shops, repair centres and offices in early 2020 due to the outbreak of the COVID-19 pandemic.

Finance Costs

Finance costs increased slightly from HK\$8,274,000 for the three months ended 31 March 2020 to HK\$8,428,000 for the three months ended 31 March 2021 mainly due to increase in average borrowings during the period.

Profit (Loss) attributable to owners of the Company

The profit attributable to owners of the Company for the three months ended 31 March 2021 was HK\$28,485,000 while a loss of HK\$1,288,000 was recorded in the corresponding period in 2020. The change from loss to profit was mainly due to the outbreak of COVID-19 which adversely affected the business of the Group in both the PRC and Hong Kong in early 2020.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2021 (three months ended 31 March 2020: nil).

PROSPECTS

2021 will continue to be a year of uncertainties due to the COVID-19 pandemic and geopolitical conflicts. The Group will continue to exercise vigilant cost control to improve productivity and uphold quality service to customers as well as leverage on long-term good relationships with leading automobile suppliers of premium and ultra-luxury brands. The Group endeavours to overcome the hurdles ahead and realize its value to the shareholders and business partners.

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

As at 31 March 2021, the interests or short positions of Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which are notified to the Company and the Stock Exchange pursuant to the SFO (including interests or short positions which they are taken or deemed to have under the provisions of the SFO), or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to Rule 5.48 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in shares

Name	Capacity	Number of ordinary shares held	Approximate percentage of shareholding
Luo Wan Ju	Personal interest	8,000,000	1.68%
Ma Hang Kon, Louis	Personal interest	500,000	0.10%
Xue Guo Qiang	Personal interest	19,484,000	4.09%
Zhang Xi	Personal interest	500,000	0.10%



Save as disclosed above, as at 31 March 2021, none of the Directors or chief executive of the Company or their respective associates, had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under the provisions of the SFO), or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS

As at 31 March 2021, the persons or corporations (other than Directors or chief executive of the Company) who have interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or have otherwise notified to the Company were as follows:

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



Notes:

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

Save as disclosed above, as at 31 March 2021, the Directors were not aware of any other person or corporation who had interests or short positions in the shares of underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

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

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

COMPETING INTERESTS

During the three months ended 31 March 2021, none of the Directors or the controlling shareholders of the Company nor any of their respective close associates (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group.

SHARE OPTION SCHEME

During the three months ended 31 March 2021, no option has been granted under the share option scheme adopted by the Company on 10 October 2014 (2020: nil).



ADVANCES TO ENTITIES

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

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

As at 31 March 2021, the Company’s unaudited consolidated total assets were approximately HK\$1,692,242,000.

	(Unaudited)		(Audited)	
	As at		As at	Increment as
	31 March	Assets Ratio	31 December	compared to
	2021	Assets Ratio	2020	Assets Ratio
	<i>HK\$'000</i>	(%)	<i>HK\$'000</i>	(%)
Guarantees to Zhong Bao				
Group <i>(note)</i>	108,836	6.4	109,296	0.2

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



CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the three months ended 31 March 2021, the Company had adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

CORPORATE GOVERNANCE

The Board also considers that the Company has complied with the code provisions as set out in the Corporate Governance Code and Corporate Governance Report as contained in Appendix 15 of the GEM Listing Rules throughout the period. Application of corporate governance policies are consistent with those adopted by the Group in the preparation of the annual consolidated financial statements for the year ended 31 December 2020.



AUDIT COMMITTEE

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

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

The unaudited condensed consolidated financial statements for the three months ended 31 March 2021 have been reviewed by the Audit Committee and were approved by the Board on 10 May 2021.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the three months ended 31 March 2021.



DIRECTORS OF THE COMPANY

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

By Order of the Board
G.A. Holdings Limited
Luo Wan Ju
Chairman

Hong Kong, 10 May 2021

* *For identification purpose only*