



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)

RESULTS ANNOUNCEMENT
FOR THE THREE MONTHS ENDED 31 MARCH 2019

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

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This announcement, 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 announcement 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 announcement misleading.

The board of directors (the “Board”) of G.A. Holdings Limited is pleased to announce the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the three months ended 31 March 2019 together with the comparative figures for the three months ended 31 March 2018, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2019

		(Unaudited)	
		Three months ended	
		31 March	
		2019	2018
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	2	521,291	502,279
Other income	2	<u>11,978</u>	<u>9,099</u>
		533,269	511,378
Changes in inventories		1,932	(38,444)
Auto parts and accessories, and motor vehicles purchased		(445,737)	(385,263)
Employee benefit expenses		(35,634)	(38,767)
Depreciation and amortisation		(15,528)	(13,051)
Operating lease charges		(1,862)	(4,309)
Exchange differences, net		98	2,752
Other expenses		<u>(13,696)</u>	<u>(11,606)</u>
Profit from operations		22,842	22,690
Finance costs		<u>(9,387)</u>	<u>(8,854)</u>
Profit before income tax		13,455	13,836
Income tax expense	3	<u>(7,367)</u>	<u>(5,130)</u>
Profit for the period		<u>6,088</u>	<u>8,706</u>
Other comprehensive income			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising from translation of foreign operations		<u>13,498</u>	<u>23,899</u>
Total comprehensive income for the period		<u>19,586</u>	<u>32,605</u>
		<i>HK cents</i>	<i>HK cents</i>
Earnings per share			
Basic and diluted	4	<u>1.28</u>	<u>1.83</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 31 March 2019 and 2018

	Attributable to owners of the Company							Total equity
	Share capital	Share premium	Capital reserve	Statutory Reserve	Other reserve	Translation reserve	Retained profits	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
As at 1 January 2018	47,630	29,522	8,623	33,102	(10,735)	3,797	499,080	611,019
Adjustment from the adoption of HKFRS 9*	—	—	—	—	—	—	(470)	(470)
Adjusted balance at 1 January 2018	47,630	29,522	8,623	33,102	(10,735)	3,797	498,610	610,549
Profit for the period	—	—	—	—	—	—	8,706	8,706
Other comprehensive income								
Translation differences	—	—	—	—	—	23,899	—	23,899
Total comprehensive income for the period	—	—	—	—	—	23,899	8,706	32,605
As at 31 March 2018	47,630	29,522	8,623	33,102	(10,735)	27,696	507,316	643,154
As at 1 January 2019	47,630	29,522	8,623	39,499	(10,735)	(26,527)	514,200	602,212
Profit for the period	—	—	—	—	—	—	6,088	6,088
Other comprehensive income								
Translation differences	—	—	—	—	—	13,498	—	13,498
Total comprehensive income for the period	—	—	—	—	—	13,498	6,088	19,586
As at 31 March 2019	47,630	29,522	8,623	39,499	(10,735)	(13,029)	520,288	621,798

* The initial application of HKFRS 9 has led to adjustment of retained profits of HK\$470,000 as at 1 January 2018.

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 Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

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 2018.

(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 2019.

Other than as noted below, 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.

HKFRS 16 “Leases”

HKFRS 16 replaced HKAS 17 “Leases” and three related Interpretations.

Before the application of HKFRS 16, the Group classified leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, with the adoption of HKFRS 16, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees account for all leases in a similar way to finance lease accounting, i.e. at the commencement date of the lease, the lessee will recognise a lease liability and a corresponding “right-of-use” assets. After initial recognition of this asset and liability, the lessee would recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the Group’s accounting as a lessee of leases of office premises, car parks, furniture and equipment and motor vehicles which previously classified as operating leases. The application of the new accounting model lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the consolidation statement of profit or loss over the period of the lease.

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	
	2019	2018
	HK\$'000	HK\$'000
Revenue		
Sales of motor vehicles	352,330	362,541
Servicing of motor vehicles and sales of auto parts	159,484	130,337
Technical fee income	2,465	1,899
Car rental income	7,012	7,502
	521,291	502,279

	(Unaudited)	
	Three months ended	
	31 March	
	2019	2018
	HK\$'000	HK\$'000
Other income		
Bank interest income	550	382
Consultant service income	4,535	3,492
Commission income	4,502	2,643
Gain on disposal of property, plant and equipment	1,478	994
Financial guarantee income	112	118
Sundry income	801	1,470
	11,978	9,099

3. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax has been made for the three months ended 31 March 2019 as there were no assessable profits. No provision was made for the three months ended 31 March 2018 as the estimated assessable profits have been absorbed by available tax losses. 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% (2018: 25%).

Income tax in respect of operations in Singapore has not been provided for the three months ended 31 March 2019 and 2018 as the Company's Singapore subsidiary has no assessable profits for both periods.

The Group has no material unprovided deferred taxation for the period (2018: nil).

	(Unaudited)	
	Three months ended	
	31 March	
	2019	2018
	HK\$'000	HK\$'000
Current tax – Hong Kong		
Charge for the period	–	–
Current tax – Overseas		
Charge for the period	<u>(7,367)</u>	<u>(5,130)</u>
Total income tax expense	<u>(7,367)</u>	<u>(5,130)</u>

4. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the unaudited profit attributable to owners of the Company for the three months ended 31 March 2019 of HK\$6,088,000 (2018: HK\$8,706,000) and on the weighted average number of 476,300,000 (2018: 476,300,000) ordinary shares in issue during the period.

Diluted earnings per share for the three months ended 31 March 2019 and 2018 are the same as the basic earnings per share as there were no dilutive potential ordinary shares during the relevant period.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

During the three months ended 31 March 2019, our group continues to provide excellent customer-oriented services and improve customer experience at our automobile dealer shops, revenue has kept growing by 3.8% to HK\$521,291,000. Nevertheless, the competition in the premium and ultra-luxury automobile market has been tremendous, profit for the three months ended 31 March 2019 was HK\$6,088,000, representing a decrease of 30.1% compared to HK\$8,706,000 in corresponding period in 2018. This was mainly resulted from (i) decrease in gross operating margin due to keen competition in the premium and ultra-luxury automobile market and (ii) increase in other operating expenses such as legal and professional fee due to the proposed transfer of listing of the Company's shares from GEM to the Main Board of the Stock Exchange.

FINANCIAL REVIEW

Revenue

The unaudited consolidated revenue for the three months ended 31 March 2019 increased by 3.8% from HK\$502,279,000 in the corresponding period in 2018 to HK\$521,291,000 in the current period. The increase was mainly attributable to the increase in servicing of motor vehicles and sales of auto parts.

1. *Sales of motor vehicles*

For the three months ended 31 March 2019, sales of motor vehicles decreased by 2.8% to HK\$352,330,000 from HK\$362,541,000 in the corresponding period in 2018. The decrease was mainly due to the macroeconomic downturn and uncertainty of Sino-US trade conflicts since mid-2018.

2. *Servicing of motor vehicles and sales of auto parts*

Revenue generated from servicing of motor vehicles and sales of auto parts increased by 22.4% to HK\$159,484,000 compared to the corresponding period in 2018. The increase was driven by (i) increase in number of servicing of motor vehicles orders in the Fuzhou area; (ii) increase in sale of car accessories; and (iii) startup of a new branch of our repair workshop in Xiamen.

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 2019 was approximately HK\$2,465,000, increased by 29.8% as compared to the corresponding period in 2018 as car manufacturers continue to localize their production in the PRC and more PRC locally assembled BMW motor vehicles were sold by Xiamen Zhong Bao in 2019.

4. *Car rental business*

The income from car rental business in Hong Kong for the three months ended 31 March 2019 was HK\$7,012,000, representing a decrease of 6.5% compared to the corresponding period in 2018. This was mainly due to the decrease in number of short-term rental orders in 2019.

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 2019 decreased by 1.4% to HK\$77,486,000, as compared to HK\$78,572,000 in the corresponding period in 2018.

The gross operating margin for the three months ended 31 March 2019 was 14.9%, as compared to 15.6% for the three months ended 31 March 2018. The decrease in gross operating margin was mainly due to keen competition in the premium and ultra-luxury automobile market and also the falling prices in an ultra-luxury automobile brand.

Other Income

Other income increased from HK\$9,099,000 in the corresponding period in 2018 to HK\$11,978,000 for the three months ended 31 March 2019 mainly due to the increase in consultant service income and commission income during the period.

Employee Benefit Expenses

The Group recorded employee benefit expenses of HK\$35,634,000 for the three months ended 31 March 2019, representing a 8.1% decrease as compared to HK\$38,767,000 in the corresponding period in 2018. This was mainly due to decrease in staff bonus for the three months ended 31 March 2019 compared with corresponding period in 2018.

Depreciation and amortisation

Depreciation and amortisation expenses increased from HK\$13,051,000 in the corresponding period in 2018 to HK\$15,528,000 for the three months ended 31 March 2019. This was mainly due to the adoption of new HKFRS 16 during the period in 2019 as described in note 1(b) to the unaudited condensed consolidated financial statements. By adopting the new HKFRS 16, the rental expenses previously recognised under “operating lease charges” are now recognised as lease assets and depreciated over their lease-terms under the category of “depreciation and amortisation”.

Operating lease charges

Operating lease charges decreased from HK\$4,309,000 in the corresponding period in 2018 to HK\$1,862,000 in 2019. The decrease was mainly due to the adoption of new HKFRS 16 during the period in 2019. By adopting the new HKFRS 16, the rental expenses previously recognised under “operating lease charges” are now recognised as lease assets and depreciated over their lease-terms under the category of “depreciation and amortisation”.

Foreign Exchange Exposure

During the three months ended 31 March 2019, the group recorded exchange gain of HK\$98,000 (2018: HK\$2,752,000), which was resulted from the translation of receivables or payables denominated in foreign currencies other than the functional currencies of the group companies.

Other Expenses

For the three months ended 31 March 2019, other expenses were HK\$13,696,000, representing an increase of 18.0% compared to HK\$11,606,000 in the corresponding period in 2018. The increase was mainly due to increase in legal and professional fee in respect of the proposed transfer of listing of the Company’s shares from GEM to the Main Board of the Stock Exchange.

Finance Costs

Finance costs increased from HK\$8,854,000 for the three months ended 31 March 2018 to HK\$9,387,000 for the three months ended 31 March 2019 and was mainly due to the adoption of HKFRS 16 during the period in 2019 as described in note 1(b) to the unaudited condensed consolidated financial statements. Under the new HKFRS 16, the concept of recognising the “right-of-use assets” and “lease liability” is adopted, resulting in an increase in finance cost arising from lease liability during the period.

Profit attributable to owners of the Company

The profit attributable to owners of the Company for the three months ended 31 March 2019 was HK\$6,088,000 while HK\$8,706,000 was recorded in the corresponding period in 2018. The decrease was mainly due to (i) decrease in gross operating profit; and (ii) increase in other operating expenses netted off with (iii) increase in other income; and (iv) decrease in employee benefit expenses.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2019 (three months ended 31 March 2018: nil).

PROSPECTS

Looking ahead, the continued macroeconomic downturn and uncertainty of Sino-US trade conflicts will still continue to affect the automobile market. To cope with the impact, the Company will continue to exercise vigilant cost control to improve productivity and uphold quality service to customers. With long-term good relationship with leading automobile suppliers of premium and ultra-luxury brands, the Group is well confident to further improve its profitability while capitalizing on the steady growth of the automotive industry in the PRC and bring value to its stakeholders in the long run.

The Group continues to strive for growths through organic development and acquisitions or joint ventures.

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

As at 31 March 2019, 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	13,292,000	2.79%
Zhang Xi	Personal interest	500,000	0.10%

Save as disclosed above, as at 31 March 2019, 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 2019, 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 a controlled corporation (<i>Note 1</i>)	95,260,320	20.00%
Chan Hing Ka Anthony	Interest of a controlled corporation (<i>Note 2</i>)	29,788,033	6.25%
Tycoons Investment International Limited	Beneficial owner (<i>Note 2</i>)	29,788,033	6.25%
Loh & Loh Construction Group Ltd.	Beneficial owner (<i>Note 1</i>)	45,284,000	9.51%
Big Reap Investment Limited	Beneficial owner (<i>Note 1</i>)	32,676,320	6.86%
Galligan Holdings Limited	Beneficial owner (<i>Note 3</i>)	39,700,000	8.34%
Credit Suisse Trust Limited	Interest of a controlled corporation (<i>Note 3</i>)	39,700,000	8.34%

Notes:

1. The 95,260,320 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 17,300,000 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 29,788,033 shares are held by Tycoons Investment International Limited which is interested as to 100% by Mr. Chan Hing Ka Anthony. By virtue of the SFO, Mr. Chan Hing Ka Anthony is deemed to be interested in the shares held by Tycoons Investment International Limited.
3. 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 2019, 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 2019, 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 2019, no option has been granted under the share option scheme adopted by the Company on 10 October 2014 (2018: 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 2019, the Company’s consolidated total assets were approximately HK\$1,863,249,000.

	(Unaudited)		(Audited)	
	As at		As at 31	Increment
	31 March		December	as compared
	2019	Assets Ratio	2018	to Assets Ratio
	HK\$’000	(%)	HK\$’000	(%)
Guarantees to				
Xiamen Zhong Bao (<i>note</i>)	<u>162,074</u>	<u>8.7</u>	<u>158,599</u>	<u>N/A</u>

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

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the three months ended 31 March 2019, 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 2018.

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, Mr. Yin Bin 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 advices and comments thereon to the Board.

The unaudited condensed consolidated financial statements for the three months ended 31 March 2019 have been reviewed by the Audit Committee and were approved by the Board on 8 May 2019.

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 2019.

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, Mr. Yin Bin and Ms. Guan Xin.

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

Hong Kong, 8 May 2019

This announcement will remain on the "Latest Company Announcements" page on the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the company's website at www.ga-holdings.com.hk.

* *for identification purpose only*