



高富集團控股有限公司 GT GROUP HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code: 263)



2015 INTERIM REPORT

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Li Dong (*Chairman*)
Ng Shin Kwan, Christine
Lee Jalen
Chan Ah Fei
Lee Yuk Fat
Liang Shan

Independent Non-executive Directors

Wong Yun Kuen
Wong Shun Loy
Hu Chao

AUDIT COMMITTEE

Wong Shun Loy (*Chairman*)
Wong Yun Kuen
Hu Chao

NOMINATION COMMITTEE

Wong Yun Kuen (*Chairman*)
Wong Shun Loy
Hu Chao
Ng Shin Kwan, Christine

REMUNERATION COMMITTEE

Hu Chao (*Chairman*)
Wong Yun Kuen
Wong Shun Loy

COMPANY SECRETARY

Leung Ka Wai

TRADING OF SHARES

The Stock Exchange of Hong Kong Limited
(Stock code: 263)

REGISTERED OFFICE

Units 2502–5, 25th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd., Hong Kong Branch
The Hongkong and Shanghai Banking
Corporation Limited
Agricultural Bank of China Limited, Yangshan Branch

PRINCIPAL LEGAL ADVISERS

Reed Smith Richards Butler
P.C. Woo & Co.
Tsang, Chan & Wong

AUDITORS

Pan-China (H.K.) CPA Limited
Certified Public Accountants

SHARE REGISTRARS AND TRANSFER OFFICE

Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

WEBSITE

www.gtghl.com

Management Discussion and Outlook

INTERIM RESULTS

The Company and its subsidiaries (collectively referred to as the “Group”) recorded a profit attributable to the Company’s shareholders of approximately HK\$1,073,709,000 for the six months ended 30 June 2015 (2014: HK\$29,947,000) and earnings per share was approximately HK\$2.17 (2014: HK\$0.36 (restated for the effects of share consolidation and rights issue in 2015)) due mainly to the recognition of unrealised gain on investment of marketable securities from the Group’s securities investment operation.

BUSINESS REVIEW

During the period under review, the Group’s businesses included trading of goods, provision of finance, property development, brokerage and securities investment as well as minerals operation. The turnover of the Group for the period was increased to approximately HK\$28,406,000 (2014: HK\$1,628,000) with gross profit increased to approximately HK\$27,561,000 (2014: HK\$1,308,000).

Finance operation

The interest income and operating loss generated by the financing operation were approximately HK\$158,000 (2014: Nil) and approximately HK\$252,000 (2014: HK\$1,614,000). Such improvement was primarily attributable to the higher average balance of loans advance to customers compared to inactive operation of last period. It is the Group’s policy to adopt a prudent approach and regularly review the composition of the loan portfolio and lending rates charged in order to maximise the return of the operation.

Brokerage and securities investment operation

The turnover of the brokerage and securities investment operation, being mainly the brokerage and commission income of the Group’s securities brokerage division, increased to approximately HK\$28,248,000 (2014: HK\$1,628,000) for the period under review. Such increase was caused by the higher transaction volume of the securities brokerage activities and commission income received for participation in fund raising activities of our clients during the period under review.

The overall performance of this operation for the period under review recorded a profit of approximately HK\$1,108,053,000 (2014: HK\$102,473,000), mainly as a result of the recognition of an unrealised gain on investment in securities amounting to approximately HK\$973,593,000 (2014: HK\$116,273,000). Such unrealised gain on investment in securities was attributable to the increase in the market price of listed securities held by the Group for investment purpose. As at 30 June 2015, the market value of the Group’s listed securities portfolio amounted to approximately HK\$1,735,795,000 (at 31 December 2014: HK\$676,692,000).

Minerals operation

Our mixed metal mine (the “Mine”) located at approximately 39 kilometers south-east of the Lian Nan County Town and approximately 1.6 kilometer south-west of the Baidaitou Village Shanlian Township of Guangdong Province in the People’s Republic of China (the “PRC”) covers an area of approximately 0.4197 square kilometers. Based on a geological study prepared by 湖南省地質礦產勘查開發局四零八隊 (literally translated as the Hunan Province Geological Mineral Exploration in Development Bureau Team No. 408) as stated in the technical report, the estimated iron resources within the Mine is approximately 1,627,400 tons with an average grade of around 44.71% to 61.86%. Also, there are small amount of copper, lead and tin resources.

Management Discussion and Outlook

On 16 February 2012, a notice issued by the Department of Land and Resources of Lian Nan Yao Autonomous County (連南瑤族自治縣國土資源局) (the "Department") ordering the suspension of all mining operations in the Lian Nan County until further notice (the "Order"). Since the imposition of the Order, the Group has been continuing to pursue the uplift of the Order with the relevant government authorities of the PRC (the "Authorities") but up to the date of this report, there is still no concrete and clear indication given by the Authorities as to when the Order will be uplifted.

The Group will issue further announcement(s) on any significant development with respect to its mining operations as and when necessary, in compliance with the requirements of the Listing Rules.

Due to the suspension of all mining operation on the Mine by the Order, the Group has not been able to generate any turnover from its minerals operation (2014: Nil) and recorded an operating loss of approximately HK\$33,976,000 on this operation (2014: HK\$61,127,000) during the period under review. The operating loss on the mining operations was mainly resulted from the impairment loss of HK\$32,000,000 (2014: HK\$59,000,000) on the mining right as a result of the decrease in market price of iron ore products from RMB670 per metric tonne as at 31 December 2014 to the RMB570 per metric tonne as at 30 June 2015.

The Group is concerned about the uncertainty as to when the Order will be uplifted. Although the reserves of the Mine remain to be intact, yet the prolonged delay of the uplift of the Order has adversely affected the Group's investment on the Mine, which includes the continued deterioration of the fixtures and equipment of the Mine, the cost of road and other repairs and the increased cost of capital to restart the mining operation should the Order be uplifted and other costs associated with maintaining the Mine.

In view of the continuing softening of the iron ore price and the certainty as to when the mining operation of the Mine can be recommenced, the Group will continue to monitor the situation and give serious consideration as to the necessary actions that it should take with respect to the existing investment in the mining operation taking into account the interests of the Company and its shareholders as a whole. Further announcement(s) will be made by the Group if necessary, in accordance with the requirements of the Listing Rules.

Trading operation

The Group's trading operation remained inactive and did not generate any turnover for the period under review (2014: Nil). Although the Group has been placing its focus in the development of its other businesses in the past period, yet it will continue to explore suitable business opportunities on trading in the future.

Property development

The Group's property development business consists of 40% of the entire issued share capital of China Sky Holdings Limited (the "China Sky" and together with its subsidiary, the "China Sky Group"), which was acquired by the Group from Mr. Liang Shan, an executive director of the Company, in March 2015.

The China Sky Group is principally engaged in the development, construction and building management of the Development Project which is located in Chongqing, the PRC. The "Development Project" comprises a residential and commercial complex known as "Jintang New City Plaza*" (金唐新城市廣場) (the "Plaza") which is situated at Long Tower Street* in the west southern part of the Yubei Zone, Chongqing City (重慶市渝北區龍塔街道) in the PRC with a site area of approximately

Management Discussion and Outlook

30,817 square meters. The total gross floor area designated for residential use is 53,883.20 square meters; for shopping mall (商舖) is 36,012.85 square meters; for office premises is 40,865.48 square meters; for car parking areas and other uses is 56,512.26 square meters respectively. The terms for the grant of the land use right of the land are 52 years for the residential portion and 22 years for the commercial portion. After the completion of the Development Project, the Plaza is expected to be a new landmark area near the central business district of the Yubei Zone.

The post-acquisition turnover of China Sky reached approximately HK\$160,499,000 mainly as a result of the sales of property units by China Sky Group and the post-acquisition profits of China Sky shared by the Group was HK\$4,312,000 for the period under review. It is expected that the China Sky Group will continue to make a positive contribution to the Group's results in the second half of 2015.

FINANCIAL REVIEW

Liquidity, Financial Resources and Capital Structure

At 30 June 2015, the Group had current assets of approximately HK\$2,411,741,000 (at 31 December 2014: HK\$1,093,177,000) and liquid assets comprising bank balances and marketable Hong Kong listed securities totaling approximately HK\$1,773,333,000 (excluding bank balances held under segregated trust accounts) (at 31 December 2014: HK\$707,049,000). The Group's current ratio, calculated on the basis of current assets of HK\$2,411,741,000 over current liabilities of approximately HK\$262,120,000, was at strong level of approximately 9.2 (at 31 December 2014: 17.35). As at 30 June 2015, the Group had no bank and other borrowings (at 31 December 2014: Nil) and no finance lease obligation (at 31 December 2014: Nil).

At the end of the review period, the equity attributable to the Company's shareholders amounted to approximately HK\$2,866,089,000 (at 31 December 2014: HK\$1,387,209,000), and the consolidated net asset value is approximately HK\$3.68 per share of the Company (at 31 December 2014: HK\$3.57 per share).

Rights Issue and Share Consolidation

Reference is made to the announcements, circular and listing documents of the Company dated 18 August 2014, 24 September 2014, 24 October 2014, 28 November 2014, 23 December 2014, 24 December 2014, 5 February 2015, 24 February 2015, 13 March 2015 and 16 March 2015. Terms used hereinafter shall have the same meaning as defined in the above announcements, circular and listing document.

On 5 February 2015, all ordinary resolutions to approve the Acquisition, the Share Consolidation and the Rights Issue were duly passed by way of poll at the extraordinary general meeting of the Company and the Share Consolidation became effective on 6 February 2015.

On 16 March 2015, the Company issued a total of 700,958,385 Rights Shares. Out of the total of approximately HK\$420,600,000 raised from the Rights Issue, HK\$370,000,000 was used to pay the consideration for the Acquisition and the remaining amount of approximately HK\$50,600,000 was used as the Group's general working capital.

Management Discussion and Outlook

Foreign Currency Management

The monetary assets and liabilities and business transactions of the Group are mainly carried and conducted in Hong Kong dollars, Renminbi, US dollars and Australian dollars. The Group maintains a prudent strategy in its foreign currency risk management, and to a large extent, foreign exchange risks are minimised via balancing the foreign currency monetary assets versus the corresponding currency liabilities, and foreign currency revenues versus the corresponding currency expenditures. In light of the above, it is considered that the Group's exposure to foreign exchange risks is not significant and no hedging measure has been undertaken and is considered necessary by the Group.

Pledge of Assets

At 30 June 2015, the Group had no fixed asset (at 31 December 2014: Nil) being pledged as security for the Group's finance lease obligation.

Capital Commitment

The Group had no capital commitments as at 30 June 2015 (at 31 December 2014: Nil).

Contingent Liability

A subsidiary of the Company, which is principally engaged in securities brokerage business, may be subject to a maximum penalty of HK\$10,000,000 payable to the enforcement agency in relation to certain allegedly irregular transactions conducted by a former employee of the subsidiary. The matter is currently under investigation by the enforcement agency. As the ultimate outcome of the matter cannot be reasonably predicted, the maximum penalty of HK\$10,000,000 has been regarded as a contingent liability of the Group.

MATERIAL ACQUISITIONS AND CONNECTED TRANSACTIONS

- (1) Reference is made to the Company's announcement of 16 March 2015. On 16 March 2015, the acquisition of 40% of the issued share capital of China Sky was completed.
- (2) Reference is made to the announcements of the Company dated 14 February 2013, 25 February 2013, 26 June 2013, 6 December 2013, 12 December 2013, 28 February 2014, 31 March 2014, 30 May 2014, 31 October 2014, 1 June 2015 and 30 June 2015. On 8 February 2013, the Group entered into a sale and purchase agreement with Charter Bonus Limited (a company which is wholly-owned by Mr. Lai Leong and it was proposed that Mr. Lai Leong will be appointed as the chairman and an executive director of the Company upon completion of the said acquisition) in relation to the proposed acquisition of Mega Marks Limited and its subsidiaries ("MM Group") at an aggregate consideration of HK\$1,200,000,000 (subject to adjustment) (the "Acquisition Agreement").

MM Group is principally engaged in the iron ore mining and ore processing operation in Xinjiang Uygur Autonomous Region, the PRC.

As set out in an announcement of the Company of 30 June 2015, the conditions precedent to the Acquisition Agreement were not fulfilled as of 30 June 2015, the Acquisition Agreement was therefore lapsed and the deposit of HK\$300,000,000 has been fully refunded to the Group in July 2015.

Management Discussion and Outlook

MATERIAL DISPOSAL

The Group did not have any material disposal during the period under review.

MEMORANDUM OF UNDERSTANDING (“MOU”)

Reference is made to the Company’s announcement of 21 May 2015. On 21 May 2015, a non-legally binding MOU was entered into between Able Express Limited (the “Potential Purchaser”), an indirect wholly-owned subsidiary of the Company, and Mr. Zhang Bing Xin* 張秉新先生 (the “Potential Vendor”), in relation to the proposed acquisition (the “Proposed Acquisition”) by the Potential Purchaser from the Potential Vendor of a controlling equity interest in Hangzhou Heng Niu Information Technology Limited* 杭州恒牛信息技術有限公司 (the “Target Company”). The MOU does not create any legally binding commitment between the parties to proceed with the Proposed Acquisition and is subject to the parties entering into the sale and purchase agreement.

The Target Company is principally engaged in the operation of financing services including financing consulting, loan matching, risk control, etc. via the internet platform in PRC.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Potential Vendor is a third party independent of the Company and its connected persons (as defined under the Listing Rules). The Potential Vendor is expected to own directly or indirectly 80% of the equity interest in the Target Company prior to the signing of the sale and purchase agreement.

Under the MOU, the Potential Vendor has agreed to a 90-day (or such longer period as may be agreed between the parties) exclusivity period for the purposes of negotiating the terms, conditions and relevant matters with respect to the proposed transaction and facilitating the conducting of a due diligence review over the Target Company by the Potential Purchaser. Whilst the purchase price and the method of payment of the Proposed Acquisition are still under negotiation, the parties have agreed that if and to the extent that part or all of the consideration comprises the issue of equity or equity linked securities, the issue or the conversion price per share of the Company will not be more than HK\$1.38 per share.

The Proposed Acquisition, if it proceeds, will constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

EMPLOYEES AND REMUNERATION POLICY

At 30 June 2015, the Group had approximately 81 employees (at 30 June 2014: 65 employees) including executive directors. Total staff costs incurred during the period (including directors’ remuneration) was approximately HK\$11,417,000, representing an increase of approximately 24% when compared to HK\$9,167,000 as recorded in the same period of last year. The increase in staff cost was mainly due to the increase in number of staff headcounts. The Group generally remunerates its employees with reference to their qualifications, experience and work performance as well as to market benchmarks. Benefits offered by the Group to its employees included discretionary bonus, mandatory provident fund scheme, share options, training subsidies as well as medical insurance.

* For identification purposes only

Management Discussion and Outlook

BUSINESS PROSPECTS

The Group expects that the global economic outlook for the remaining part of 2015 and the coming year will remain to be volatile and subject to a lot of uncertainties. Developing countries are facing a series of tough challenges, including the looming prospect of higher borrowing costs in a new era of low prices for oil and other key commodities and the impacts of the quick adjustment in exchange rates (with the US dollar appreciating and weakening of most other currencies, notably the Euro).

Gross domestic product (GDP) growth in China is set at a moderate 7 percent as compared to 7.3 percent in 2014. 2015 has been a bumpy year for China, with multiple growth scares followed by bouts of policy stimulus. As projected by leading financial experts, next year will be no different for China and investors should be prepared for a moderate but “Choppy growth deceleration”.

Taking these views into consideration, the Group will take a prudent approach in identifying and considering its investment opportunities in the coming year.

Report on Review of Interim Financial Information



PAN-CHINA (H.K.) CPA LIMITED Certified Public Accountants

天健(香港)會計師事務所有限公司

TO THE BOARD OF DIRECTORS OF

GT GROUP HOLDINGS LIMITED

(incorporated in Hong Kong with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 11 to 34, which comprises the condensed consolidated statement of financial position of GT Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") as at 30 June 2015 and the related condensed consolidated statement of profit or loss, condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The directors of the Company are responsible for the preparation and fair presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" ("HKSRE 2410") issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Report on Review of Interim Financial Information

EMPHASIS OF SIGNIFICANT MATTER

Without qualifying our conclusion above, we draw attention to Note 12 to the condensed consolidated financial statements of the Group for the six-month ended 30 June 2015 (the "2015 Interim Report"). As disclosed therein, the mining operation of the Group was suspended by the relevant government authorities (the "Authorities") of the People's Republic of China (the "Order") since early 2012. Up to the date of this report, we were informed that no concrete and clear indication has been provided by the Authorities as to when the Order will be uplifted. Nevertheless, the Group is anxiously desiring to have the Order uplifted in the near future, with the expectation that it shall be no later than the end of 2016. The fair value of the mining right licence of approximately HK\$108,000,000 at 30 June 2015 has been arrived at on the basis of a valuation carried out by an independent qualified professional valuer and under the assumptions that the Order will be uplifted by the end of 2016 and the Group can renew the mining right licence indefinitely till all proven reserves have been mined. Should there be any further delay in the uplift of the Order, there may be significant impact on the value of the mining right of the Group.

Pan-China (H.K.) CPA Limited

Certified Public Accountants

Hong Kong, 26 August 2015

Lee Ping Kai

Practising Certificate Number P02976

Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2015

	Notes	Six months ended 30 June	
		2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Turnover	3	28,406	1,628
Cost of sales		(845)	(320)
Gross profit		27,561	1,308
Net gain on financial assets at fair value through profit or loss	4	1,084,260	102,508
Other income	4	1,356	1,870
Share of profits of associates	10	18,222	–
Impairment loss on mining right	12	(32,000)	(59,000)
Administrative expenses		(33,568)	(30,377)
Finance costs		(122)	(1,112)
Profit before taxation		1,065,709	15,197
Income tax credit	5	8,000	14,750
Profit for the period	4	1,073,709	29,947
Attributable to:			
Owners of the Company	7	1,073,709	29,947
Non-controlling interests		–	–
		1,073,709	29,947
			(restated)
Earnings per share	7		
– Basic and diluted (HK\$ per share)		2.17	0.36

The accompanying notes form an integral part of these financial statements.

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 June 2015

	Six months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Profit for the period	1,073,709	29,947
Other comprehensive expenses		
<i>Items that may be subsequently reclassified to profit or loss:</i>		
Exchange differences arising on translation of overseas operations	(931)	(9,400)
Fair value change in available-for-sale financial assets	(1,812)	–
Other comprehensive expenses for the period (net of tax)	(2,743)	(9,400)
Total comprehensive income for the period	1,070,966	20,547
Attributable to:		
Owners of the Company	1,070,966	20,547
Non-controlling interests	–	–
	1,070,966	20,547

The accompanying notes form an integral part of these financial statements.

Condensed Consolidated Statement of Financial Position

As at 30 June 2015

	<i>Notes</i>	As at 30 June 2015 <i>HK\$'000</i> (unaudited)	As at 31 December 2014 <i>HK\$'000</i> (audited)
Non-current assets			
Property, plant and equipment	8	17,764	19,714
Available-for-sale financial assets	9	230,584	233,475
Interests in associates	10	388,222	–
Other assets	11	2,283	2,230
Trading right		–	–
Mining right	12	108,000	140,000
		746,853	395,419
Current assets			
Inventories		924	924
Trade and other receivables	13	100,106	52,277
Short term loan receivables		5,000	–
Earnest money	14	300,000	300,000
Financial assets at fair value through profit or loss	15	1,735,795	676,692
Tax recoverable		66	302
Bank balances held under segregated trust accounts	16	232,312	32,625
Bank balances and cash		37,538	30,357
		2,411,741	1,093,177
Current liabilities			
Trade and other payables	17	253,860	54,742
Tax payable		260	260
Provision	18	8,000	8,000
		262,120	63,002
Net current assets		2,149,621	1,030,175
Total assets less current liabilities		2,896,474	1,425,594
Non-current liabilities			
Deferred tax liabilities		27,000	35,000
Net assets		2,869,474	1,390,594

Condensed Consolidated Statement of Financial Position *(Continued)*

As at 30 June 2015

	<i>Notes</i>	As at 30 June 2015 <i>HK\$'000</i> (unaudited)	As at 31 December 2014 <i>HK\$'000</i> (audited)
Capital and reserves			
Share capital	19	2,674,001	2,266,087
Reserves		192,088	(878,878)
<hr/>			
Equity attributable to owners of the Company		2,866,089	1,387,209
Non-controlling interests		3,385	3,385
<hr/>			
Total equity		2,869,474	1,390,594

The accompanying notes form an integral part of these financial statements.

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2015

	Equity attributable to owners of the Company									
	Share capital	Share premium	Special reserve	Translation reserve	Available-for-sale financial assets reserve	Share option reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
At 1 January 2015	2,266,087	-	3,587	(9,984)	(34,673)	52,865	(890,673)	1,387,209	3,385	1,390,594
Profit for the period	-	-	-	-	-	-	1,073,709	1,073,709	-	1,073,709
Fair value charge in available-for-sale financial assets	-	-	-	-	(1,812)	-	-	(1,812)	-	(1,812)
Exchange differences arising on translation of overseas operations	-	-	-	(931)	-	-	-	(931)	-	(931)
Total comprehensive income for the period	-	-	-	(931)	(1,812)	-	1,073,709	1,070,966	-	1,070,966
Issue of shares	407,914	-	-	-	-	-	-	407,914	-	407,914
At 30 June 2015	2,674,001	-	3,587	(10,915)	(36,485)	52,865	183,036	2,866,089	3,385	2,869,474
At 1 January 2014	3,894	2,265,780	-	2,126	(35,443)	52,865	(1,071,529)	1,217,693	3,380	1,221,073
Profit for the period	-	-	-	-	-	-	29,947	29,947	-	29,947
Exchange differences arising on translation of overseas operations	-	-	-	(9,400)	-	-	-	(9,400)	-	(9,400)
Total comprehensive income for the period	-	-	-	(9,400)	-	-	29,947	20,547	-	20,547
Transition to no-par value under the Hong Kong Companies Ordinance (Cap. 622) (Note)	2,265,780	(2,265,780)	-	-	-	-	-	-	-	-
At 30 June 2014	2,269,674	-	-	(7,274)	(35,443)	52,865	(1,041,582)	1,238,240	3,380	1,241,620

Note:

In accordance with the transitional provision set out in Section 37 of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622), on 3 March 2014, the entire amount of credit balance of the share premium account has become part of Company's share capital.

The accompanying notes form an integral part of these financial statements.

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2015

	Six months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Cash flows from operating activities		
Profit before taxation	1,065,709	15,197
Adjustments for:		
Interest paid	122	1,112
Bank interest income	(9)	(5)
Depreciation of property, plant and equipment	2,442	1,665
Impairment loss recognised in respect of mining right	32,000	59,000
Share of profits of associates	(18,222)	–
Unrealised gain on financial assets at fair value through profit or loss	(973,593)	(116,273)
Gain on disposal of property, plant and equipment	(100)	(400)
Operating cash flows before movements in working capital	108,349	(39,704)
(Increase)/decrease in trade and other receivables	(47,829)	36,886
Increase in short term loan receivables	(5,000)	–
Increase in other assets	(53)	(25)
(Increase)/decrease in bank balances held under segregated trust accounts	(199,687)	29,016
Increase/(decrease) in trade and other payables	199,118	(44,489)
Cash generated from/(used in) operations	54,898	(18,316)
Interest paid	(122)	(1,112)
Hong Kong and PRC tax refunded	236	–
Net cash generated from/(used in) operating activities	55,012	(19,428)
Cash flows from investing activities		
(Increase)/decrease in financial assets at fair value through profit or loss	(85,510)	13,007
Acquisition of associates	(370,000)	–
Proceeds from disposal of property, plant and equipment	100	400
Acquisition of property, plant and equipment	(490)	(44)
Interest income	9	5
Net cash (used in)/generated from investing activities	(455,891)	13,368
Cash flows from financing activities		
Proceeds from issue of shares	407,914	–
Net cash generated from financing activities	407,914	–
Net increase/(decrease) in cash and cash equivalents	7,035	(6,060)
Effect of foreign exchange rate changes	146	(10,375)
Cash and cash equivalents brought forward	30,357	51,498
Cash and cash equivalents carried forward, represented by bank balances and cash	37,538	35,063

The accompanying notes form an integral part of these financial statements.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2015

1. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

2. SIGNIFICANT ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the annual report of GT Group Holdings Limited (formerly known as China Yunnan Tin Minerals Group Company Limited) (the “Company”) for the year ended 31 December 2014.

In the current interim period, the Company and its subsidiaries (collectively referred to as the “Group”) have applied, for the first time, the following new or revised standards, amendments and interpretations (“new HKFRSs”) issued by the HKICPA, which are effective for the Group’s accounting period beginning on 1 January 2015:

Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions
Amendments to HKFRSs	Annual Improvements to HKFRSs 2010–2012 Cycle
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011–2013 Cycle

The application of the above amendments to HKFRSs in the current interim period has had no material effect on the amounts reported in the condensed consolidated financial statements and/or disclosures set out in the condensed consolidated financial statements.

The Group has not applied the new or revised HKFRSs that have been issued but are not yet effective for the accounting period of these financial statements. The Group has already commenced an assessment of the impact of these new or revised HKFRSs but is not yet in a position to state whether these new or revised HKFRSs would have a significant impact on its results of operation and financial position.

3. TURNOVER AND SEGMENT INFORMATION

For management purposes, the Group is currently organised into four operating divisions – trading of goods, provision of finance, brokerage and securities investment and exploitation and sales of minerals. These divisions are the basis on which the Group reports its primary segment information.

For the purposes of assessing segment performance and resources between segments, the Group’s senior executive management monitors the results and assets and liabilities attributable to each reportable segment on the following basis:

Segment turnover represents revenue generated from external customers.

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

3. TURNOVER AND SEGMENT INFORMATION *(Continued)*

Segment results represent the profit earned or loss incurred by each segment without allocation of corporate income and expenses, central administration costs, directors' salaries, finance costs and income tax credit or expense.

Segment Turnover and Results

Six months ended 30 June 2015

	Trading of goods <i>HK\$'000</i> (unaudited)	Provision of finance <i>HK\$'000</i> (unaudited)	Brokerage and securities investment <i>HK\$'000</i> (unaudited)	Exploitation and sales of minerals <i>HK\$'000</i> (unaudited)	Elimination <i>HK\$'000</i> (unaudited)	Total <i>HK\$'000</i> (unaudited)
TURNOVER						
External sales	-	158	28,248	-	-	28,406
Inter-segment sales*	-	-	379	-	(379)	-
Total	-	158	28,627	-	(379)	28,406
RESULTS						
Segment results	-	(252)	1,108,053	(33,976)	-	1,073,825
Unallocated corporate expenses						(26,216)
Finance costs						(122)
Share of profits of associates						18,222
Profit before taxation						1,065,709
Income tax credit						8,000
Profit for the period						1,073,709

Impairment of HK\$32,000,000 on mining right was included in the segment results of the exploitation and sales of minerals segment.

* *Inter-segment sales were charged at terms determined and agreed between the group companies.*

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

3. TURNOVER AND SEGMENT INFORMATION *(Continued)*

Segment Turnover and Results *(Continued)*

Six months ended 30 June 2014

	Trading of goods <i>HK\$'000</i> (unaudited)	Provision of finance <i>HK\$'000</i> (unaudited)	Brokerage and securities investment <i>HK\$'000</i> (unaudited)	Exploitation and sales of minerals <i>HK\$'000</i> (unaudited)	Elimination <i>HK\$'000</i> (unaudited)	Total <i>HK\$'000</i> (unaudited)
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TURNOVER

External sales	–	–	1,628	–	–	1,628
Inter-segment sales*	–	–	62	–	(62)	–
Total	–	–	1,690	–	(62)	1,628

RESULTS

Segment results	(7)	(1,614)	102,473	(61,127)	–	39,725
Unallocated corporate income						411
Unallocated corporate expenses						(23,827)
Finance costs						(1,112)
Profit before taxation						15,197
Income tax credit						14,750
Profit for the period						29,947

Impairment of HK\$59,000,000 on mining right was included in the segment results of the exploitation and sales of minerals segment.

* *Inter-segment sales were charged at terms determined and agreed between the group companies.*

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

4. PROFIT FOR THE PERIOD

	Six months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Profit for the period has been arrived at after charging:		
Staff costs including directors' emoluments	11,112	8,944
Retirement benefits schemes contributions	305	223
Total staff costs	11,417	9,167
Amortisation of mining right	–	–
Depreciation of property, plant and equipment	2,442	1,665
Foreign exchange loss, net	–	28
Cost of inventories recognised as expenses	–	–
and after crediting:		
Interest income on:		
Bank deposits	9	5
Other loan and receivables	919	924
Total interest income	928	929
Gain on disposal of property, plant and equipment	100	400
Foreign exchange gain, net	11	–
Sundry income	317	541
	1,356	1,870
Net gain on financial assets at fair value through profit or loss:		
Net realised gain/(loss) on financial assets at fair value through profit or loss	110,667	(13,765)
Unrealised gain on financial assets at fair value through profit or loss	973,593	116,273
	1,084,260	102,508

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

5. INCOME TAX CREDIT

	Six months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Current tax		
Hong Kong Profits Tax	–	–
PRC Enterprise Income Tax	–	–
	–	–
Deferred tax		
Current period	(8,000)	(14,750)
Income tax credit for the period	(8,000)	(14,750)

Hong Kong Profits Tax was calculated at 16.5% of the estimated assessable profits for both periods.

For the Group's subsidiaries established in the People's Republic of China (the "PRC"), PRC Enterprise Income Tax is calculated at the rate of 25% (2014: 25%).

6. DIVIDENDS

No dividends were declared during the period (six months ended 30 June 2014: Nil).

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

7. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to owners of the Company is based on the following data:

	Six months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Earnings		
Profit for the period attributable to owners of the Company for the purpose of basic earnings per share	1,073,709	29,947

	Six months ended 30 June	
	2015 '000 (unaudited)	2014 '000 (restated) (unaudited)
Number of shares		
Weighted average number of shares for the purpose of basic earnings per share	494,255	82,760

Basic and diluted earnings per share for the six months ended 30 June 2015 and 2014 have been presented as equal because the exercise prices of the Company's share options were higher than the average market price for the periods and is therefore considered as anti-dilutive.

The effects of the share consolidation on 6 February 2015 and the rights issue on 16 March 2015 have been included in the calculation of the weighted average number of ordinary shares for the purposes of basic and diluted earnings per share for the six months ended 30 June 2015 and 2014.

8. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the period, the Group incurred costs for additions on office equipment of approximately HK\$453,000 and leasehold improvement of approximately HK\$37,000 (six months ended 30 June 2014: costs for office equipment of HK\$44,000).

As at 30 June 2015, the Group has no property, plant and equipment (at 31 December 2014: Nil) which was held under a finance lease.

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

9. AVAILABLE-FOR-SALE FINANCIAL ASSETS

Available-for-sale financial assets represent the Group's investment in listed and unlisted securities. The listed securities of the Group at the end of the reporting period represent the Group's listed investment in Aurelia Metals Limited of which its shares are listed on the Australian Securities Exchange. They are measured at fair value based on the quoted market bid prices available on the relevant stock exchange.

The unlisted securities of the Group at the end of the reporting period represent the Group's investment in unlisted equity securities issued by a private entity namely HEC Capital Limited ("HEC") which is held for an identified long term strategic purpose. The Group was interested in 36,500,000 shares in HEC (representing about 3.97% of the total issued share capital of HEC) as at 30 June 2015. These investments are measured at cost less impairment at the end of the reporting period.

As a result of the impairment assessment, the directors of the Company consider that no objective evidence of impairment was identified at 30 June 2015, and no impairment was recognised for the six months ended 30 June 2015 accordingly.

10. INTERESTS IN ASSOCIATES

On 24 June 2014, the Company entered into the conditional sale and purchase agreement (as amended and supplemented by the supplementary agreement dated 18 August 2014) to acquire 40% of the total issued share capital of China Sky Holdings Limited ("China Sky"), a company incorporated in British Virgin Islands ("BVI") with limited liability at the consideration of HK\$370,000,000. Kim Dynasty Realty & Development Co. Ltd. ("Jintang"), the operating subsidiary of China Sky, is principally engaged in the business of development, construction and building management of the development project comprising the residential and commercial complex known as "Jintang New City Plaza" (金唐新城市廣場) (the "Development Project") in Chongqing, the PRC. Further details of the transaction were set out in the Company's circular dated 24 December 2014.

On 16 March 2015, since all conditions precedent to the abovementioned acquisition were fulfilled, the acquisition of the 40% of total issued capital of China Sky was completed on that date.

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

10. INTERESTS IN ASSOCIATES *(Continued)*

The fair value of adjusted net assets of China Sky and Jintang ("China Sky Group") acquired at the date of completion is calculated as follows:

	<i>HK\$'000</i>
Net assets of the China Sky Group as at completion date	30,264
Proportion of the Group's ownership interests in China Sky Group of 40%	12,105
Effect of fair value and deferred tax adjustments at the acquisition for associates' properties for sale under development	335,724
Assigned loan (Note)	36,081
	383,910
Consideration	(370,000)
Bargain purchase	13,910

Note:

In consideration of the HK\$370,000,000 paid by the Group for the acquisition of 40% of total issued share capital of China Sky, a deed of assignment dated 16 March 2015 was entered into between the Group and the vendor. Pursuant to the deed of assignment, 40% of the total shareholders' loan of China Sky Group indebted to the vendor as at that date (i.e. approximately HK\$36,081,000) was assigned to the Group.

Details of the Group's interests in associates are as follows:

	<i>As at 30 June 2015 HK\$'000</i>
Cost of investments in associates:	
Unlisted	333,919
Amounts due from associates	36,081
	370,000
Share of results of associates:	
— Post-acquisition profits and other comprehensive income, net of dividends received	4,312
— Bargain purchase	13,910
	18,222
	388,222

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

10. INTERESTS IN ASSOCIATES *(Continued)*

Amounts due from associates are unsecured, non-interest bearing and repayable upon demand. The Group has no intention to exercise its right to demand repayment of these loans within the twelve months from the end of the reporting period. The directors believe the settlement of these loans is not likely to occur in the foreseeable future as they are, in substance, a part of the Group's net investment in the associates as working capital of the associates. Accordingly, the amount is classified as non-current asset and included in the Group's interests in associates for the purpose of presentation in the condensed consolidated statement of financial position.

Details of each of the Group's associates at 30 June 2015 are as follow:

Name of associates	Place of incorporation/ establishment	Place of operation	Proportion of equity interest held by the Group		Principal activities
			Directly %	Indirectly %	
China Sky Holdings Limited	BVI	Hong Kong	40	–	Investment holding
Kim Dynasty Realty & Development Co. Ltd.	The PRC	The PRC	–	40	Development, construction and building management of the Development Project

Summarised consolidated financial information in respect of the Group's associates, China Sky and its subsidiary, is set out below. The summarised financial information below represents amounts shown in China Sky's consolidated financial statements prepared in accordance with HKFRSs.

These associates are accounted for using the equity method in these condensed consolidated financial statements.

	As at 30 June 2015 HK\$'000
Current assets	1,379,557
Non-current assets	4,410
Current liabilities	(201,796)
Non-current liabilities	(1,137,151)
Net assets	45,020

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

10. INTERESTS IN ASSOCIATES *(Continued)*

	16/3/2015 (date of acquisition) to 30/6/2015 HK\$'000
Revenue	160,499
Profit and total comprehensive income	14,756
Fair value and deferred tax adjustments for associates' properties for sale under development	(3,977)
	10,779
Proportion of the Group's ownership interest in China Sky Group	40%
	4,312
Bargain purchase	13,910
Share of profits of associates	18,222
Dividends received from the associates during the period	–

Reconciliation of the above summarised financial information to the carrying amount of the interests in associates recognised in the condensed consolidated financial statements:

	As at 30 June 2015 HK\$'000
Net assets of the associates	45,020
Proportion of the Group's ownership interest in China Sky Group	40%
	18,008
Effect of fair value adjustments at acquisition	335,724
Effect of fair value adjustments from post-acquisition	(1,591)
Amounts due from associates	36,081
Carrying amount of the Group's interest in China Sky Group	388,222

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

11. OTHER ASSETS

Other assets are statutory deposits paid to the Stock Exchange and Securities and Futures Commission in relation to the Group's licensed activities in the Hong Kong securities market.

12. MINING RIGHT

The mining right as at 30 June 2015 represents the mining right licence of a magnetite iron ore mine situated at the Guangdong Province, the PRC (the "Mine"), expiring on 24 December 2015.

On 16 February 2012, a notice issued by the Department of Land and Resources of Lian Nan Yao Autonomous County (連南瑤族自治縣國土資源局) ordering the suspension of all mining operations in the Lian Nan County until further notice (the "Order"). Since the imposition of the Order, the Group has been continuing to pursue the uplift of the Order with the relevant government authorities of the PRC (the "Authorities") but up to the date of this report, there is still no concrete and clear indication given by the Authorities as to when the Order will be uplifted.

Amortisation for mining right with finite useful lives is provided using the unit of production method based on the actual production volume over the estimated total proved and probable reserves of the ores mine. For the six months ended 30 June 2015, no amortisation was provided by the Group in relation to the mining right (six months ended 30 June 2014: Nil).

The fair value of the mining right licence of approximately HK\$108,000,000 at 30 June 2015 has been arrived at on the basis of a valuation carried out by BMI Appraisals Limited, an independent qualified professional valuer and under the assumptions that the Order will be uplifted by the end of 2016 and the Group can renew the mining right licence indefinitely till all proven reserves have been mined. In the view of the decrease in the market price of iron ore products from RMB670 per metric tonne as at 31 December 2014 to RMB570 per metric tonne as at 30 June 2015, there was a decrease in the fair value of the Mine as at 30 June 2015, which resulted in an impairment loss on mining right of approximately HK\$32,000,000 for the six months ended 30 June 2015 (2014: HK\$59,000,000).

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

13. TRADE AND OTHER RECEIVABLES

	As at 30 June 2015 HK\$'000 (unaudited)	As at 31 December 2014 HK\$'000 (audited)
Trade receivables	39,673	35,581
Less: Impairment loss recognised	(1,617)	(1,617)
	38,056	33,964
Other receivables and prepayments	16,481	18,669
Less: Impairment loss recognised, in respect of other receivables	(356)	(356)
	16,125	18,313
Securities accounts	45,925	–
	100,106	52,277

Details of trade receivables are as follows:

	As at 30 June 2015 HK\$'000 (unaudited)	As at 31 December 2014 HK\$'000 (audited)
Trade receivables arising from securities brokerage business:		
Margin account clients	35,224	34,182
Cash account clients	2,993	852
Others	1,205	297
	39,422	35,331
Trade receivables arising from mining business	251	250
	39,673	35,581

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

13. TRADE AND OTHER RECEIVABLES *(Continued)*

The settlement term of trade receivables arising from securities brokerage business is two days after the trade date. For trade receivables arising from the mining business, the Group normally allows a credit period of 60 days.

An ageing analysis of the trade receivables at the end of the reporting periods are as follows:

	As at 30 June 2015 HK\$'000 (unaudited)	As at 31 December 2014 HK\$'000 (audited)
0 to 60 days	30,539	28,300
61 to 90 days	1,309	259
Over 90 days	7,825	7,022
	39,673	35,581

14. EARNEST MONEY

In February 2013, the Group entered into a sale and purchase agreement in relation to the proposed acquisition of a group of companies which is principally engaged in, among others, iron mining business in the PRC (the "Proposed Acquisition"). Earnest money of HK\$300,000,000 was paid by the Group to the vendor in relation to the Proposed Acquisition, and it is subject to full refund without interest upon the termination of the Proposed Acquisition.

The Proposed Acquisition was lapsed on 30 June 2015 and the HK\$300,000,000 earnest money was fully refunded to the Group in July 2015.

Details of the transactions are set out in the Company's announcements dated 14 February 2013, 25 February 2013, 26 June 2013, 6 December 2013, 12 December 2013, 28 February 2014, 31 March 2014, 30 May 2014, 31 October 2014, 1 June 2015 and 30 June 2015.

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss at the end of the reporting period represent equity securities listed on the Stock Exchange.

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

16. BANK BALANCES HELD UNDER SEGREGATED TRUST ACCOUNTS

As a subsidiary of the Company is principally engaged in the business of securities brokerage, it receives and holds money deposits from clients and other institutions in the course of the conduct of the regulated activities. These clients' monies are maintained in one or more segregated trust bank accounts. The Group has recognised the corresponding account payables to respective clients and other institutions. However, the Group does not have a currently enforceable right to offset these payables with the deposits placed.

17. TRADE AND OTHER PAYABLES

	As at 30 June 2015 <i>HK\$'000</i> (unaudited)	As at 31 December 2014 <i>HK\$'000</i> (audited)
Trade payables	247,251	39,094
Other payables and accruals	6,609	5,497
Securities accounts	–	10,151
	253,860	54,742

Details of trade payables are as follows:

	As at 30 June 2015 <i>HK\$'000</i> (unaudited)	As at 31 December 2014 <i>HK\$'000</i> (audited)
Trade payables arising from securities brokerage business:		
Cash account clients	71,088	20,718
Margin account clients	175,757	17,971
	246,845	38,689
Trade payables arising from mining business	406	405
	247,251	39,094

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

17. TRADE AND OTHER PAYABLES *(Continued)*

An ageing analysis of the trade payables at the end of the reporting periods are as follows:

	As at 30 June 2015 HK\$'000 (unaudited)	As at 31 December 2014 HK\$'000 (audited)
0 to 60 days	227,621	19,706
61 to 90 days	4,806	10,193
Over 90 days	14,824	9,195
	247,251	39,094

The settlement term of trade payables arising from securities brokerage business is two days after the trade date while for amounts due to cash and margin account clients are repayable on demand.

Included in trade payables arising from securities brokerage business of approximately HK\$232,312,000 (at 31 December 2014: HK\$32,625,000) was payable to clients and other institutions in respect of the trust bank balances received and held for clients and other institutions in the course of the conduct of the regulated activities (Note 16).

18. PROVISION

During the year ended 31 December 2008, a subsidiary of the Company principally engaged in securities brokerage might be found liable to certain third parties for certain irregular transactions allegedly conducted by its former employee involving an aggregate amount of approximately HK\$9,250,000 and a provision of HK\$9,250,000 was made in that year. The matters had been first reported to the relevant enforcement agencies by such subsidiary in March 2009 and the former employee was convicted by the High Court of Hong Kong in 2009.

During the year ended 31 December 2011, an individual issued a claim against the Group for loss for RMB1,103,000 (equivalent to HK\$1,359,000) plus interest. The claim was fully settled in March 2012 by a payment of RMB600,000 (equivalent to HK\$730,000) and deducted from the provision, of which HK\$1,250,000 was provided for this individual during the year ended 31 December 2008. The remaining provision in respect of this individual amounting to HK\$520,000 was written off as sundry income for the year ended 31 December 2012.

As at 30 June 2015, the outstanding provision regarding to this incident was HK\$8,000,000 (at 31 December 2014: HK\$8,000,000).

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

18. PROVISION *(Continued)*

In addition, pursuant to a preliminary legal advice, such subsidiary may also be subject to a maximum penalty of HK\$10,000,000 to the enforcement agency for the allegedly irregular transactions conducted by the former employee. In the opinion of the directors, since the investigation of the matters by the enforcement agency is in progress, up to the end of the reporting period, no penalty against the subsidiary has been received and further, the directors cannot reasonably estimate the outcome of the matters and thus, the Group did not provide any provision on such potential penalty as at 30 June 2015 (at 31 December 2014: Nil). The possible maximum penalty of HK\$10,000,000 is therefore regarded as a contingent liability of the Group as at 30 June 2015 (at 31 December 2014: HK\$10,000,000).

19. SHARE CAPITAL

	2015		2014	
	Number of shares ('000)	HK\$'000	Number of shares ('000)	HK\$'000
Issued and fully paid:				
At 1 January 2015 and 2014	389,421	2,266,087	389,421	3,894
Share consolidation (Note (a))	(311,537)	–	–	–
Issue of shares pursuant to rights issue (Note (b))	700,959	407,914	–	–
Transition to no-par value regime on 3 March 2014 (Note (c))	–	–	–	2,262,193
At 30 June 2015 and 31 December 2014	778,843	2,674,001	389,421	2,266,087

Notes:

- (a) The share consolidation of every five shares in the capital of the Company into one consolidated share was effective on 6 February 2015. Details of the share consolidation are set out in the circular of the Company dated 24 December 2014.
- (b) On 16 March 2015, the Group issued a total of 700,958,385 new shares as a result of the rights issue. Net proceeds of approximately HK\$407,914,000 were raised. Details of the rights issue are set out in the prospectus of the Company dated 24 February 2015.
- (c) In accordance with the transitional provision set out in Section 37 of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622), on 3 March 2014, the amount of approximately HK\$2,262,193,000 regarding the credit of the share premium account has become part of the Company's share capital.

20. CAPITAL COMMITMENTS

The Group has no capital commitments as at 30 June 2015 (at 31 December 2014: Nil).

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

21. CONTINGENT LIABILITIES

Save as disclosed in note 18, the Group and the Company had no material contingent liability as at 30 June 2015 and 31 December 2014.

22. FAIR VALUE HIERARCHY

An analysis of the Group's financial assets and financial liabilities stated at fair value, based on the degree to which their fair values are observable and grouped into Levels 1 to 3:

Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: inputs are inputs, other than quoted prices included Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3: inputs are unobservable inputs for the asset or liability.

The following table presents the Group's financial instruments that are measured at fair value at the end of the reporting period by level of the fair value measurement hierarchy:

Financial assets	Fair values as at		Fair value hierarchy	Valuation techniques and key inputs
	30 June 2015 HK\$'000	31 December 2014 HK\$'000		
Available-for-sale financial assets — Listed equity securities	15,584	18,475	Level 1	Quoted bid prices in active markets
Financial assets at fair value through profit or loss — Listed equity securities	1,735,795	676,692	Level 1	Quoted bid prices in active markets

Notes to the Condensed Consolidated Financial Statements *(Continued)*

For the six months ended 30 June 2015

23. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the condensed consolidated interim financial statements, during the period, the Group had entered into transactions with related parties which, in the opinion of the directors, were carried out in the ordinary course of the Group's business as shown below:

Key management personnel remuneration

Remunerations for key management personnel, including amounts paid to the Company's directors are as follows:

	Six months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Short-term employee benefits	2,250	2,225
Retirement benefits schemes contributions	9	8
	2,259	2,233

24. EVENT AFTER THE END OF THE REPORTING PERIOD

There was no other significant event took place subsequent to the end of the reporting period.

Other Information

CHANGE OF COMPANY NAME

Pursuant to a special resolution passed by shareholders of the Company at the annual general meeting of the Company held on 1 June 2015 (the "AGM") and the Certificate of Change of Name issued by the Registrar of Companies of Hong Kong on 12 June 2015, the name of the Company was changed from "China Yunnan Tin Minerals Group Company Limited 中國雲錫礦業集團有限公司" to "GT Group Holdings Limited 高富集團控股有限公司" with effect from 12 June 2015. Details were set out in the Company's circular dated 24 April 2015 and announcements of 22 April 2015 and 18 June 2015.

AMENDMENTS TO THE ARTICLES AND ADOPTION OF THE NEW ARTICLES

During the period, the Company adopted new articles of association which was passed by the shareholders of the Company at the AGM. Details were set out in the Company's circular dated 24 April 2015. Save as disclosed above, there is no other change in the Company's constitutional documents during the period.

The latest set of the constitutional documents are available on the websites of the Company and the Stock Exchange respectively.

INTERIM DIVIDEND

The Company had no distributable reserve as at 30 June 2015. The Board has resolved not to declare an interim dividend for the six months ended 30 June 2015 (2014: Nil).

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2015, the interests of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

Name of director	Capacity	Number of shares	Number of underlying shares	Total interests	Approximate percentage of the issued share capital of the Company
Ng Shin Kwan, Christine	Beneficial owner	–	44,938 (note 1)	44,938	0.01%
Wong Yun Kuen	Beneficial owner	1,800	139 (note 2)	1,939	0.00%

Other Information *(Continued)*

Notes:

1. This represents the interest of Ms. Ng Shin Kwan, Christine in 44,938 underlying shares issuable under the share options granted by the Company to her on 3 December 2007 under the Share Option Scheme. The consideration paid by Ms. Ng Shin Kwan, Christine on acceptance of the share options granted was HK\$1.00. The exercise price is HK\$455.49 per share and the exercisable period is between 3 December 2007 and 2 December 2017.
2. This represents the interest of Dr. Wong Yun Kuen in 139 underlying shares issuable under the share options granted by the Company to him on 3 December 2007 under the Share Option Scheme. The consideration paid by Dr. Wong Yun Kuen on acceptance of the share options granted was HK\$1.00. The exercise price is HK\$455.49 per share and the exercisable period is between 3 December 2007 and 2 December 2017.

Save as disclosed above, as at 30 June 2015, none of the directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which required to be recorded in the register kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTION SCHEME

The existing share option scheme was approved and adopted by the shareholders of the Company at the extraordinary general meeting held on 8 November 2006 ("Share Option Scheme"). The primary purpose of the Share Option Scheme is to provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. Further details of the Share Option Scheme are as disclosed in the Company's 2014 Annual Report.

Other Information *(Continued)*

Movement of share options under the Share Option Scheme during the six months ended 30 June 2015 was as follows:

Name or category of participant	Date of grant (DD.MM.YYYY)	Exercisable period (DD.MM.YYYY)	At 1 January 2015		After adjustment (Note a)		Number of share options	
			Exercise price per share HK\$	Number of share options	Exercise price per share HK\$	Number of share options	Lapsed during the period	Outstanding at 30 June 2015
Directors								
Ng Shin Kwan, Christine	03.12.2007	03.12.2007 – 02.12.2017	96.8	211,455	455.49	44,938	–	44,938
Wong Yun Kuen	03.12.2007	03.12.2007 – 02.12.2017	96.8	655	455.49	139	–	139
Subtotal:				212,110		45,077	–	45,077
Employees other than directors in aggregate	03.12.2007	03.12.2007 – 02.12.2017	96.8	136,178	455.49	28,940	–	28,940
Other participants in aggregate	03.12.2007	03.12.2007 – 02.12.2017	96.8	982,020	455.49	208,699	–	208,699
Total:				1,330,308		282,716	–	282,716

Notes:

- As a result of the share consolidation and rights issue which was completed on 6 February 2015 and 16 March 2015 respectively, the relevant subscription price was adjusted from HK\$96.8 to HK\$455.49, and the number of outstanding share options was adjusted accordingly.
- There was no vesting period for the share options granted by the Company.
- No share options were granted and exercised during the six months ended 30 June 2015.

As at 30 June 2015, a total of 542,684 shares are available for issue under the Share Option Scheme which represents approximately 0.07% of the issued share capital of the Company as at the same date.

Other Information *(Continued)*

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures" and "Share Option Scheme" above, at no time during the six months ended 30 June 2015 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate, and none of the directors or their spouse or children under the age of eighteen, had any rights to subscribe for the securities of the Company, or had exercised any such rights during the period.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

As at 30 June 2015, the register of interest kept by the Company under section 336 of the SFO showed that the following shareholders had notified the Company of their relevant interests in the issued share capital of the Company:

Name of shareholder	Capacity	Number of shares	Total interests	Approximate percentage of the issued share capital of the Company
Freeman Financial Corporation Limited	Interest held by controlled corporation	65,159,600	65,159,600	8.37%
Ou Yaping	Interest held by controlled corporation	41,080,000 <i>(Note 1)</i>	41,080,000	5.27%
Asia Pacific Promotion Limited	Interest held by controlled corporation	41,080,000 <i>(Note 1)</i>	41,080,000	5.27%
Enerchina Holdings Limited	Interest held by controlled corporation	41,080,000 <i>(Note 1)</i>	41,080,000	5.27%
Enerchine Capital Limited	Interest held by controlled corporation	41,080,000 <i>(Note 1)</i>	41,080,000	5.27%
Enerchine Holdings Limited	Interest held by controlled corporation	41,080,000 <i>(Note 1)</i>	41,080,000	5.27%
Kenson Investment Limited	Beneficial owner	41,080,000	41,080,000	5.27%

Other Information *(Continued)*

Notes:

1. These shares are beneficially owned by Kenson Investment Limited. Kenson Investment Limited is wholly-owned by Enerchine Holdings Limited, Enerchine Holdings Limited is wholly-owned by Enerchine Capital Limited, Enerchine Capital Limited is wholly-owned by Enerchina Holdings Limited, Enerchina Holdings Limited is owned by Asia Pacific Promotion Limited by 36.4% which in turn is wholly-owned by Mr. Ou Yaping. Accordingly, Mr. Ou Yaping, Asia Pacific Promotion Limited, Enerchina Holdings Limited, Enerchine Capital Limited and Enerchine Holdings Limited are deemed to be interested in 41,080,000 shares under SFO.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the shares and underlying shares of the Company as at 30 June 2015 as required pursuant to section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the six months ended 30 June 2015.

REVIEW OF INTERIM REPORT

The Company's unaudited interim financial report for the six months ended 30 June 2015 have been reviewed by the Audit Committee and external auditors of the Company.

CHANGES IN DIRECTOR'S INFORMATION

Changes in directors' information since 27 March 2015, the date of the 2014 Annual Report of the Company which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below:

1. Dr. Zhang Guoqing resigned as an executive director and chairman of the Company with effect from 15 July 2015 and Mr. Li Dong has been appointed as an executive director and chairman of the Company with effect from 15 July 2015. Details of the change of executive director and chairman of the Company were set out in the announcement of the Company dated 14 July 2015.
2. Mr. Wong Shun Loy, an independent non-executive director of the Company, has been appointed as an independent director of Dazhou City Commercial Bank with effect from 18 July 2015 and resigned as an independent director of Nanchong City Commercial Bank with effect from 13 April 2015.
3. Dr. Wong Yun Kuen, an independent non-executive director of the Company, has been appointed as chairman of UBA Investments Limited with effect from 30 April 2015.

Other Information *(Continued)*

CORPORATE GOVERNANCE CODE

During the six months ended 30 June 2015, the Company has complied with the code provisions of the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 14 of the Listing Rules, except for the first part of code provision E.1.2 of the CG Code, the chairman of the Board, Dr. Zhang Guoqing (resigned as executive director and chairman on 15 July 2015), did not attend the annual general meeting held on 1 June 2015 (the “Meeting”) as he had other business engagement. An executive director of the Company, who took the chair of the Meeting, and other members of the Board together with the chairmen of the Nomination and Remuneration Committees and other members of each of the Audit, Nomination and Remuneration Committees attended the Meeting. The Company considers that the members of the Board and the Audit, Nomination and Remuneration Committees who attended the Meeting were already of sufficient calibre and number for answering questions at the Meeting.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by directors. All directors have confirmed, following specific enquiry by the Company, that they have fully complied with the required standard set out in the Model Code throughout the six months ended 30 June 2015.

By Order of the Board
GT GROUP HOLDINGS LIMITED
Li Dong
Chairman

Hong Kong, 26 August 2015