Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

高富集團控股有限公司

GT GROUP HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 263)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2015

INTERIM RESULTS

The board of directors (the "Board") of GT Group Holdings Limited (the "Company") announces the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2015 together with comparative figures as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2015

		Six months ended 30 June	
		2015	2014
	Notes	***HK\$'000***	*HK\$'000*
		(unaudited)	(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	*8*	**18,222**	–
Impairment loss on mining right	*9*	**(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	*6*	**1,073,709**	29,947

	Notes	Six months ended 30 June **2015** ***HK$'000*** **(unaudited)**	 2014 *HK$'000* (unaudited)
Attributable to:			
Owners of the Company	*6*	**1,073,709**	29,947
Non-controlling interests		**–**	–
		1,073,709	29,947
			(restated)
Earnings per share	*6*		
– Basic and diluted (HK$ per share)		**2.17**	0.36

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	2014
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Profit for the period	**1,073,709**	29,947
Other comprehensive expenses		
Items that may be subsequently reclassified to profit or loss:		
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

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2015

	Notes	As at 30 June 2015 HK$'000 (unaudited)	As at 31 December 2014 HK$'000 (audited)
Non-current assets			
Property, plant and equipment		**17,764**	19,714
Available-for-sale financial assets	*7*	**230,584**	233,475
Interests in associates	*8*	**388,222**	–
Other assets		**2,283**	2,230
Trading right		**–**	–
Mining right	*9*	**108,000**	140,000
		746,853	395,419
Current assets			
Inventories		**924**	924
Trade and other receivables	*10*	**100,106**	52,277
Short term loan receivables		**5,000**	–
Earnest money	*11*	**300,000**	300,000
Financial assets at fair value through profit or loss		**1,735,795**	676,692
Tax recoverable		**66**	302
Bank balances held under segregated trust accounts	*12*	**232,312**	32,625
Bank balances and cash		**37,538**	30,357
		2,411,741	1,093,177
Current liabilities			
Trade and other payables	*12*	**253,860**	54,742
Tax payable		**260**	260
Provision	*13*	**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
Capital and reserves			
Share capital	*14*	**2,674,001**	2,266,087
Reserves		**192,088**	(878,878)
Equity attributable to owners of the Company		**2,866,089**	1,387,209
Non-controlling interests		**3,385**	3,385
Total equity		**2,869,474**	1,390,594

Notes:

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.

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 *HK$'000* (unaudited)	Provision of finance *HK$'000* (unaudited)	Brokerage and securities investment *HK$'000* (unaudited)	Exploitation and sales of minerals *HK$'000* (unaudited)	Elimination *HK$'000* (unaudited)	Total *HK$'000* (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.*

Six months ended 30 June 2014

	Trading of goods *HK$'000* (unaudited)	Provision of finance *HK$'000* (unaudited)	Brokerage and securities investment *HK$'000* (unaudited)	Exploitation and sales of minerals *HK$'000* (unaudited)	Elimination *HK$'000* (unaudited)	Total *HK$'000* (unaudited)
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.*

4. PROFIT FOR THE PERIOD

	Six months ended 30 June	
	2015	2014
	HK$'000	*HK$'000*
	(unaudited)	(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

5. INCOME TAX CREDIT

	Six months ended 30 June	
	2015	2014
	HK$'000	*HK$'000*
	(unaudited)	(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. 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	2014
	HK$'000	*HK$'000*
	(unaudited)	(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	2014
	'000	*'000*
		(re-stated)
	(unaudited)	(unaudited)
Number of shares		
Weighted average number of shares for the purposes 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.

7. 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.

8. 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.

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:

	HK$'000
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:

	As at 30 June 2015 HK$'000
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

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 Directly %	Proportion of equity interest held by the Group Indirectly %	Principal activities
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**

	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**

9. 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 announcement, 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 the 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).

10. 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

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

11. 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.

12. TRADE AND OTHER PAYABLES

	As at 30 June 2015 *HK$'000* **(unaudited)**	As at 31 December 2014 *HK$'000* (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 *HK$'000* (unaudited)	As at 31 December 2014 *HK$'000* (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

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 (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. However, the Group does not have a currently enforceable right to offset these payables with the deposits placed.

13. 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 (31 December 2014: HK$8,000,000).

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 (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 (31 December 2014: HK$10,000,000).

14. 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.

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).

AN EXTRACT FROM REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

The Company's auditor has modified its review conclusion on the Group's interim financial report for the six months ended 30 June 2015, an extract of which is as follows:

"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.

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."

[#] Being Note 9 in this interim results announcement.

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.

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 announcement, 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 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.

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.

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.

* *For identification purposes only*

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.

EVENT AFTER THE END OF THE REPORTING PERIOD

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

REVIEW OF INTERIM RESULTS

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

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.

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.

By Order of the Board
GT Group Holdings Limited
Li Dong
Chairman

Hong Kong, 26 August 2015

As at the date of this announcement, the Board comprises six Executive Directors, namely Mr. Li Dong (Chairman), Ms. Ng Shin Kwan, Christine, Mr. Lee Jalen, Mr. Chan Ah Fei, Mr. Lee Yuk Fat and Mr. Liang Shan and three Independent Non-executive Directors, namely Dr. Wong Yun Kuen, Mr. Wong Shun Loy and Mr. Hu Chao.