



2019

Interim Report

GRAND PEACE GROUP HOLDINGS LIMITED
福澤集團控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code : 08108

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

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

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

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, 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 report.

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

INTERIM RESULTS (UNAUDITED)

The board of directors (the “**Board**”) of Grand Peace Group Holdings Limited (the “**Company**”) is pleased to announce the unaudited consolidated interim financial statements of the Company and its subsidiaries (the “**Group**”) for the three months and six months ended 30 June 2019 together with the comparative figures.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and six months ended 30 June 2019

	Notes	Unaudited			
		Three months ended 30 June		Six months ended 30 June	
		2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Turnover	2	20,705	22,133	46,632	47,928
Cost of sales		(11,997)	(11,870)	(23,519)	(23,240)
Gross profit		8,708	10,263	23,113	24,688
Other revenue		209	210	209	210
Other income		1	282	3,177	603
Other loss		–	–	(561)	–
Fair value change of financial assets at fair value through profit or loss		(18)	(24)	(399)	(684)
Loss on disposal of a subsidiary		–	(452)	–	(220)
Selling and distribution costs		(2,171)	(1,379)	(3,502)	(2,610)
Administrative expenses		(5,721)	(18,857)	(16,875)	(25,637)
Profit/(Loss) from operations	3	1,008	(9,957)	5,162	(3,650)
Finance costs		(8,512)	(9,260)	(17,658)	(17,989)
Share of results of a joint venture		(149)	(293)	(430)	(594)
Loss before taxation		(7,653)	(19,510)	(12,926)	(22,233)
Taxation	4	191	219	(76)	(1,472)
Loss for the period		(7,462)	(19,291)	(13,002)	(23,705)
Attributable to:					
Owners of the Company		(7,458)	(19,291)	(12,998)	(23,705)
Non-controlling interests		(4)	–	(4)	–
		(7,462)	(19,291)	(13,002)	(23,705)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and six months ended 30 June 2019

	Notes	Unaudited			
		Three months ended 30 June		Six months ended 30 June	
		2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Loss for the period		(7,462)	(19,291)	(13,002)	(23,705)
Other comprehensive income/(loss) for the period, net of tax					
Exchange differences arising during the period		(2,377)	(5,166)	1	204
Change in fair value of financial assets through other comprehensive loss		(1)	858	(254)	1,072
		(2,378)	(4,308)	(253)	1,276
Total comprehensive loss for the period		(9,840)	(23,599)	(13,255)	(22,429)
Total comprehensive loss attributable to:					
Owners of the Company		(9,840)	(23,599)	(13,255)	(22,429)
Non-controlling interests		–	–	–	–
		(9,840)	(23,599)	(13,255)	(22,429)
Loss per share		HK cents	HK cents	HK cents	HK cents
– basic and diluted	6	(0.81)	(2.09)	(1.41)	(2.57)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	30 June 2019 HK\$'000 (Unaudited)	31 December 2018 HK\$'000 (Audited)
NON-CURRENT ASSETS			
Property, plant and equipment		49,264	51,741
Intangible assets		62,877	62,913
Interests in a joint venture		21,363	21,701
Financial assets at fair value through other comprehensive income	17	5,930	3,934
Long-term prepayment		55,250	74,750
		194,684	215,039
CURRENT ASSETS			
Inventories	8	10,052	10,052
Trade receivables	9	225	–
Loan receivables	10	172,701	155,311
Promissory note receivable	11	1,800	–
Financial assets at fair value through profit or loss	17	76	1,392
Prepayments, deposits and other receivables	12	142,049	168,054
Cash and bank balances	13	1,051	3,082
		327,954	337,891
LESS: CURRENT LIABILITIES			
Trade payables	14	28	28
Borrowings	15	157,413	178,959
Other payables and accruals		24,458	19,903
Tax payable		698	2,192
		182,597	201,082
NET CURRENT ASSETS		145,357	136,809
TOTAL ASSETS LESS CURRENT LIABILITIES		340,041	351,848
LESS: NON-CURRENT LIABILITIES			
Borrowings	15	34,137	32,689
NET ASSETS		305,904	319,159
CAPITAL AND RESERVES			
Share Capital	16	461,360	461,360
Reserves		(155,452)	(142,201)
Total equity attributable to owners of the Company		305,908	319,159
Non-controlling interests		(4)	–
Total equity		305,904	319,159

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital HK\$'000	Contributed Surplus HK\$'000	Accumulated losses HK\$'000	Financial assets at fair value through other comprehensive income reserve HK\$'000	Exchange reserve HK\$'000	Subtotal HK\$'000	Non- controlling interest HK\$'000	Total equity HK\$'000
For the six months ended 30 June 2018								
At 31 December 2017 (Audited) and 1 January 2018 (Unaudited)	461,360	368,178	(409,771)	43	(2,455)	417,355	24	417,379
Loss for the period	-	-	(23,705)	-	-	(23,705)	-	(23,705)
Other comprehensive income for the period								
- Exchange differences arising during the period	-	-	-	-	204	204	-	204
- Fair value change of financial assets at fair value through other comprehensive income	-	-	-	1,072	-	1,072	-	1,072
Total comprehensive (loss)/income for the period	-	-	(23,705)	1,072	204	(22,429)	-	(22,429)
Disposal of a subsidiary	-	-	-	-	-	-	(24)	(24)
At 30 June 2018 (Unaudited)	461,360	368,178	(433,476)	1,115	(2,251)	394,926	-	394,926
For the six months ended 30 June 2019								
At 31 December 2018 (Audited) and 1 January 2019 (Unaudited)	461,360	368,178	(504,168)	779	(6,990)	319,159	-	319,159
Loss for the period	-	-	(12,998)	-	-	(12,998)	(4)	(13,002)
Other comprehensive income for the period								
- Exchange differences arising during the period	-	-	-	-	(41)	(41)	-	(41)
- Share of other comprehensive income of a joint venture	-	-	-	-	42	42	-	42
- Fair value change of financial assets at fair value through other comprehensive income	-	-	-	(254)	-	(254)	-	(254)
Total comprehensive loss for the period	-	-	(12,998)	(254)	1	(13,251)	(4)	(13,255)
At 30 June 2019 (Unaudited)	461,360	368,178	(517,166)	525	(6,989)	305,908	(4)	305,904

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW (UNAUDITED)

For the six months ended 30 June

	2019 HK\$'000	2018 HK\$'000
NET CASH INFLOWS FROM OPERATING ACTIVITIES	37,108	4,964
NET CASH OUTFLOWS FROM INVESTING ACTIVITIES	(1,383)	(11,529)
NET CASH (OUTFLOWS)/INFLOWS FROM FINANCING ACTIVITIES	(37,756)	12,670
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(2,031)	6,105
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	3,082	31,777
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	1,051	37,882
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and bank balances	1,051	37,882

Notes:

1. BASIS OF PREPARATION

The Group's unaudited interim results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by Hong Kong Institute of Certified Public Accountants, including compliance with Hong Kong Accounting Standard 34 "Interim financial reporting", accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and by the Hong Kong Companies Ordinance.

The accounting policies adopted in preparing the unaudited condensed consolidated financial statements for the six months ended 30 June 2019 are consistent with those adopted in the annual report of the Company for the year ended 31 December 2018, except for the adoption of the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") that have become effective for its accounting period beginning on 1 January 2019.

The adoption of the new and revised HKFRSs has no significant effect on these unaudited condensed consolidated financial statements.

The Group has not early adopted the new and revised HKFRSs that have been issued but are not yet effective for the current accounting period of the Group.

These unaudited condensed consolidated financial statements have been prepared under the historical cost convention except for certain financial assets and liabilities.

2. TURNOVER

The Group's turnover during the period represents the net invoiced value of funeral products sold and funeral services provided for, and the interest income earned from loan financing business in Hong Kong after allowances for returns and trade discounts.

An analysis of the Group's turnover is as follows:

	Three months ended 30 June		Six months ended 30 June	
	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)
Provision of funeral services and sale of funeral related products	16,470	21,105	39,106	44,575
Loan financing business	4,235	1,028	7,526	3,353
	20,705	22,133	46,632	47,928

3. LOSS FROM OPERATIONS

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

	Three months ended 30 June		Six months ended 30 June	
	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)
Cost of sales	11,997	11,870	23,519	23,240
Depreciation on property, plant and equipment	1,234	828	2,474	1,451

4. TAXATION

Under the two-tiered profits tax rates regime, Hong Kong profits tax will be taxed at 8.25% at the first HK\$2 million of the estimated assessable profits during the Period and the estimated assessable profits above HK\$2 million will be taxed at 16.5% (2018: 16.5%). PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both periods.

No provision for PRC Enterprise Income Tax has been made for both periods as the Group have no assessable profits arising in the PRC.

	2019 HK\$'000	2018 HK\$'000
Current taxation – Hong Kong	76	1,472
Current taxation – PRC	–	–
Deferred taxation	–	–
Tax expense for the period	76	1,472

5. INTERIM DIVIDEND

No interim dividend has been paid or declared by the Company for the six months ended 30 June 2019 (six months ended 30 June 2018: Nil).

6. LOSS PER SHARE

The calculation of basic loss per share from operations is based on the loss for the period attributable to owners of the Company of approximately HK\$12,998,000 (2018: loss approximately HK\$23,705,000) and the weighted average 922,719,512 (2018: 922,719,512 ordinary shares) ordinary shares in issue during the period.

There was no diluting event existing during the six months ended 30 June 2019 and 2018.

7. SEGMENT INFORMATION

The Group's reportable segments under HKFRS 8 are as follows:

- Provision of funeral services and sales of funeral related products
- Loan financing business

The following table presents revenue and results by the Group's operating segment for the six months ended 30 June 2019 and 2018 under review.

	Provision of funeral services and sales of funeral related products		Loan financing business		Total	
	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)
Segment revenue						
Sales to external customers	39,106	44,575	7,526	3,353	46,632	47,928
Segment results	15,587	21,335	7,526	3,353	23,113	24,688
Interest income					209	210
Unallocated gains					2,616	603
Fair value change of financial assets at fair value through profit or loss					(399)	(684)
Loss on disposal of a subsidiary					-	(220)
Corporate and other unallocated expenses					(20,377)	(28,247)
Finance costs					(17,658)	(17,989)
Share of result of a joint venture					(430)	(594)
Loss before taxation					(12,926)	(22,233)
Taxation					(76)	(1,472)
Loss for the period					(13,002)	(23,705)

8. INVENTORIES

	As At 30 June 2019 HK\$'000 (Unaudited)	As At 31 December 2018 HK\$'000 (Audited)
Finished goods	10,052	10,052

9. TRADE RECEIVABLES

The average credit period on sales of goods is 30 days. In view of the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest bearing.

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

	As At 30 June 2019 HK\$'000 (Unaudited)	As At 31 December 2018 HK\$'000 (Audited)
0 – 30 days	–	–
31 – 60 days	–	–
Over 60 days	225	–
	225	–

The Directors considered that the carrying values of trade receivables approximate their fair values.

10. LOANS RECEIVABLES

	As At 30 June 2019 HK\$'000 (Unaudited)	As At 31 December 2018 HK\$'000 (Audited)
Loans receivables – secured	–	–
Loans receivables – unsecured	172,701	155,311
Total loans receivables	172,701	155,311
Less: non-current portion	–	–
Current portion	172,701	155,311

10. LOANS RECEIVABLES (continued)

The Group's loan receivables, which arise from the Loan Financing Business acquired during the period ended 30 June 2019, are denominated in Hong Kong dollars as at 30 June 2019.

Loan receivables bear interest and are repayable with fixed terms ranged from 1 to 10 years agreed with the customers as at 30 June 2019. The maximum exposure to credit risk at each of the reporting dates is the carrying value of the receivables mentioned above.

A maturity profile of the loan receivables net of impairment allowance as at the end of the reporting periods, based on the maturity date is as follows:

	As At 30 June 2019 HK\$'000 (Unaudited)	As At 31 December 2018 HK\$'000 (Audited)
Current	172,701	155,311
2 to 5 years	–	–
Over 5 years	–	–
	172,701	155,311

The credit quality of loan receivables that are neither past due nor impaired has been assessed by reference to historical information about counterparty default rates. The existing counterparties do not have defaults during the period.

11. PROMISSORY NOTE RECEIVABLE

During the period ended 30 June 2019, the Company hold the promissory note with principal amounts of HK\$1,800,000 (year ended 31 December 2018: Nil), which bear interest of 11% per annum.

12. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	As At 30 June 2019 HK\$'000 (Unaudited)	As At 31 December 2018 HK\$'000 (Audited)
Prepayments (Note (a))	40,126	40,245
Other deposits and receivables (Note (b))	87,595	87,714
Consideration receivable on disposal of subsidiaries	14,328	40,095
	142,049	168,054

Note:

- (a) As at 31 December 2018, the prepayments mainly represents current portion occupation fee prepayment of HK\$39,000,000 for leasing the funeral parlour of Kowloon Funeral Parlour Company Limited ("KFP").

As at 30 June 2019, the prepayments mainly represents current portion occupation fee prepayment of HK\$39,000,000 for leasing the funeral parlour of KFP.

- (b) As at 30 June 2019, the other deposits and receivables of the Group mainly represents amount receivable from KFP of approximately HK\$62,185,000 which is guarantee by the controlling shareholder and director of KFP, interest-free and repayable within one year.

13. CASH AND BANK BALANCES

	As At 30 June 2019 HK\$'000 (Unaudited)	As At 31 December 2018 HK\$'000 (Audited)
Cash and bank balances	1,051	3,802

14. TRADE PAYABLES

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

	As At 30 June 2019 HK\$'000 (Unaudited)	As At 31 December 2018 HK\$'000 (Audited)
0 – 30 days	–	–
31 – 60 days	–	–
Over 60 days	28	28
	28	28

Trade payables are non-interest bearing and the Directors considered that the carrying values of trade payables approximate their fair values.

15. BORROWINGS

	As At 30 June 2019 HK\$'000 (Unaudited)	As At 31 December 2018 HK\$'000 (Audited)
Unsecured (Note (ii))	191,550	211,648
	191,550	211,648
Carrying amount repayable:		
Within one year	157,413	178,959
More than one year, but not exceeding two years	8,729	–
More than two years, but not exceeding five years	14,742	22,309
More than five years	10,666	10,380
	191,550	211,648
Less: Amounts shown under current liabilities	(157,413)	(178,959)
	34,137	32,689

Notes:

- (i) The amounts represent the loans from several independent third parties.
- (ii) As at 30 June 2019, the total borrowings of the Group amounted to approximately HK\$191,550,000, which include (i) unsecured bonds of HK\$163,990,000 at the effective interest rates ranging from 4.64% per annum to 23.26% per annum and (ii) an unsecured short-term borrowing of HK\$27,560,000 at the effective interest rates ranging from 20.7% per annum to 27.27% per annum..

16. SHARE CAPITAL**Ordinary shares**

	Par Value HK\$	Number of shares '000	Shares capital HK\$'000
Authorised:			
At 31 December 2018 (Audited),			
1 January 2019 and			
30 June 2019 (Unaudited)			
	0.5	2,000,000	1,000,000
Issued and fully paid:			
At 31 December 2018 (Audited),			
1 January 2019 and			
30 June 2019 (Unaudited)			
	0.5	922,720	461,360

17. FAIR VALUE MEASUREMENT

The Group's financial instruments that are measured subsequent to initial recognition at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from input other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liability that are not based on observable market data (unobservable inputs).

17. FAIR VALUE MEASUREMENT (CONTINUED)

	At 30 June 2019 (Unaudited)			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Financial assets at fair value through other comprehensive income				
– Listed equity securities	526	–	–	526
– Unlisted equity securities	–	–	5,404	5,404
	526	–	5,404	5,930
Financial assets at fair value through profit or loss	76	–	–	76

	At 31 December 2018 (Audited)			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Financial assets				
Financial assets at fair value through other comprehensive income				
– Listed equity securities	780	–	–	780
– Unlisted equity securities	–	–	3,154	3,154
	780	–	3,154	3,934
Financial assets at fair value through profit or loss	1,392	–	–	1,392

The fair value of the financial assets included in the level 1 above have been determined in accordance with quoted prices in active market.

The fair value of the other financial assets included in the level 3 above have been determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The Directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised costs in condensed consolidated financial statements approximately their fair values.

18. CONTINGENT LIABILITIES

The Group had no contingent liabilities at 30 June 2019.

19. MATERIAL RELATED PARTY TRANSACTIONS

The Group had no material related party transactions during the six months ended 30 June 2019 and 2018.

20. EVENTS AFTER THE REPORTING PERIOD

No significant subsequent event took place subsequent to 30 June 2019.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

The Group's principal businesses during the half year ended 30 June 2019 (the "Period") are the funeral business, loan financing business and elderly home business. The Group's unaudited total operating revenue during the Period amounted to approximately HK\$46,632,000 in total, representing a decrease of 2.7% as compared to that in the same period of last year. Such decrease was mainly due to a decrease in operating revenue and an increase in costs from funeral parlours during the Period. The Group's unaudited total loss during the Period amounted to approximately HK\$13,002,000.

Funeral Business

During the Period, the Group recorded an unaudited total revenue of approximately HK\$39,106,000 from the provision of funeral-related services and sale of funeral-related products and an unaudited gross profit of approximately HK\$15,587,000, representing a decrease of 12.27% as compared to that in the same period of last year of approximately HK\$44,575,000. Such decrease was mainly due to a decrease in operating revenue from funeral parlours.

For the six months ended 30 June 2019, the Group recorded an unaudited total revenue of HK\$38,877,000 from the provision of funeral-related services and the sale of funeral-related products in the Kowloon Funeral Parlour ("KFP"), a decrease of 12.78% as compared to that in the same period of last year of approximately HK\$44,575,000, and a gross profit of approximately HK\$15,359,000, representing a decrease of 28.01% as compared to that in the same period of last year of approximately HK\$21,335,000. The unaudited segment profit[#] was approximately HK\$7,472,000, representing an increase of 48.43% as compared to that in the same period of last year of approximately HK\$5,034,000. The Group will continue to enhance promotion and advertising investment as well as personnel training to raise the utilization of the KFP, and endeavor to control costs and expenses.

For the funeral business in Mainland China, the Group has invested resources in developing the Huidong County Huaqiao Cemetery. The preliminary infrastructure work of the Huidong cemetery (including the road landscaping and greening in the cemetery area) has been completed and has commenced trial operation. During the Period, the Group recorded an unaudited revenue of approximately HK\$229,000 from the provision of funeral-related services and the sale of funeral-related products in the Huidong cemetery. The unaudited segment profit[#] was approximately HK\$213,000, representing an increase of approximately HK\$896,000 as compared to the unaudited segment loss[#] for the same period of last year of approximately HK\$683,000. Due to the fact that the Huidong cemetery has not been recognized by customers, the Group will continue to enhance promotion and advertising investment to stimulate the marketing and sales of the Huidong cemetery.

Loan Financing Business

Revenue from the loan financing business was mainly generated by a finance company, an indirect wholly-owned subsidiary of the Company, which holds a valid Money Lender License under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) qualifying for providing loan financing services to clients.

During the Period, the unaudited total interest income of the Group from providing loan financing services was approximately HK\$7,526,000, representing an increase of 124.46% as compared to that in the same period of last year of approximately HK\$3,353,000. The segment profit[#] was approximately HK\$5,053,000, representing an increase of approximately 89.04% as compared to that in the same period of last year of approximately HK\$2,673,000. This was mainly due to the fact that the Group had allocated more resources for the development of the business.

Elderly Home Business

惠州市福澤頤養服務有限公司, a joint venture company (the “**JV Company**”) established in the PRC by Most Fame (China) Limited (“**Most Fame**”), an indirect wholly-owned subsidiary of the Company, together with an independent third party, is principally engaged in the construction, management and operation of a social elderly nursing home in the Huidong County, Huizhou, the Guangdong Province, the PRC. The JV Company will enable the joint venture parties to develop the business of operating a social elderly nursing home in the Guangdong Province, which will attract Hong Kong elderly to move in. We believe that the proposed social elderly nursing home will bring synergistic effect to the cemetery operated by the Group in Huidong.

Since the JV Company is still in the initial stage of development and is not widely recognised by the market, no income has been generated from the elderly nursing home business during the Period. As the government of Huidong County is implementing the Policy on the Protection of Drinking Water Sources of Xizhi River, Huidong County (惠東縣西枝江飲用水源保護政策), we will keep abreast of its development and its impact on the development of the project.

Prospects

The Group will maintain its focus on its funeral business in Tai Kok Tsui, Kowloon and in Huidong of China.

The Group will continue to seek and identify other businesses that are conducive to bringing more robust profits for the Group, and form new growth drivers through acquiring and developing different businesses.

We believe that the strategy of diversification will add value to the shareholders’ equity and reach to the purpose of dispersing business risks.

[#] Segment profit/loss is the profit/loss earned by each segment, except that there is no distribution of undistributed corporate expenses, financial costs and income tax expenses.

ISSUE OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

As mentioned in the Company's announcements dated 29 January 2019, 19 February 2019, 20 February 2019 and 12 March 2019, the Company has entered into the Subscription Agreement, Supplemental Subscription Agreement and Second Supplemental Agreement (collectively the "**Subscription Agreements**") with the Subscriber, pursuant to which the Subscriber has conditionally agreed to subscribe, and the Company has conditionally agreed to issue the Convertible Bonds in the principal amount of up to HK\$36,000,000. The estimated net proceeds from the Subscription will be approximately HK\$35.8 million, which will be used as to (i) approximately HK\$22 million for relief of the liabilities of the Group; (ii) approximately HK\$11.8 million for potential investment if such opportunity arises; and (iii) approximately HK\$2 million for the general working capital of the Group.

Upon full conversion of the Convertible Bonds at the initial Conversion Price of HK\$0.25 per Conversion Share, a total of 144,000,000 Conversion Shares will be allotted and issued, representing approximately 15.61% of the issued Shares as at the date of this report and approximately 13.50% of the issued Shares as enlarged by the issue of the Conversion Shares (assuming there is no other change in the number of issued Shares between the date of this report and the full conversion of the Convertible Bonds). The Conversion Shares will be issued pursuant to the General Mandate. As of the date of this report, the condition precedents stipulated in the Subscription Agreements have been fulfilled and pending for the completion in accordance with the terms of the Subscription Agreements.

LIQUIDITY AND FINANCIAL RESOURCES

All the Group's funding and treasury activities are basically managed and controlled by the senior management. There is no significant change in respect of treasury and financing policies from the information disclosed in the Group's latest annual report.

As at 30 June 2019, cash and bank balances of the Group was approximately HK\$1,051,000 (as at 30 June 2018: approximately HK\$37,882,000).

As at 30 June 2019, the total borrowings of the Group amounted to approximately HK\$191,550,000 (2018: approximately HK\$221,839,000), represents by (i) unsecured bonds of HK\$163,990,000 at the effective interest rate ranging from 4.64% per annum to 23.26% per annum and (ii) unsecured short-term borrowings of HK\$27,560,000 at the effective interest rate ranging from 20.7% per annum to 27.27% per annum.

EMPLOYEES INFORMATION

As at 30 June 2019, the Group had employed 63 staffs (as at 30 June 2018: 64 staffs), staff are remunerated in accordance with their performance and market condition. Other benefits available to eligible employees include retirement benefits and medical insurance schemes.

Total staff costs for the six months ended 30 June 2019 amounted to approximately HK\$7,365,000 (2018: approximately HK\$6,098,000).

The Group did not experience any significant labour dispute or substantial change in the number of its employees that led to any disruption of normal business operations. The Directors consider the Group's relationship with its employees to be good.

GEARING RATIO

As at 30 June 2019, the Group's gearing ratio was approximately 62.62% representing a percentage of the total borrowings over shareholders' equity (2018: approximately 66.31%), and the net current assets was approximately HK\$145,357,000 (2018: approximately HK\$136,809,000).

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the share option scheme adopted on 9 December 2010, during the period, the Company or any of its subsidiaries was not a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

As at 30 June 2019, none of the Directors or chief executives of the Company held any share options of the Company.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the six months ended 30 June 2019, the Company had adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiries with all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

DISCLOSURE OF INTEREST AS PER REGISTERS KEPT PURSUANT TO THE SECURITIES AND FUTURES ORDINANCE (THE “SFO”)

(a) Directors’ and chief executives’ interests and short positions in shares, underlying shares and debentures

As at 30 June 2019, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 & 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which are required pursuant to Section 352 of the SFO to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 of the GEM Listing Rules were as follows:

Long positions in ordinary shares of HK\$0.5 each of the Company

Name of Director	Number of shares held, capacity and nature of interest					Approximate percentage of the Company’s total issued share capital (Note 1)
	Directly beneficially owned	Through spouse or minor children	Through controlled corporation	Beneficiary of a trust	Total	
-	-	-	-	-	-	-

Note:

- (1) The percentage is calculated by dividing the number of shares interested or deemed to be interested by the existing 922,719,512 issued shares as at 30 June 2019.

Save as disclosed above, as at 30 June 2019, none of the Directors and chief executive of the Company was, under Divisions 7 & 8 of Part XV of the SFO, taken to be interested or deemed to have any other interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) that were required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or were required to be notified to the Company and the Stock Exchange pursuant to the GEM Listing Rules.

(b) Substantial shareholders' and other persons' interests and short positions in shares and underlying shares of the company

So far as were known to the Directors or chief executive of the Company, as at 30 June 2019, the following persons (other than the Directors and chief executive of the Company as disclosed above) had interests and/or short positions of 5% or more of the shares and underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in the ordinary shares of HK\$0.5 each of the Company

Name	Note	Nature and capacity of interest	Number of ordinary shares held	Approximate percentage of the Company's total issued share capital (Note 1)
------	------	---------------------------------	--------------------------------	--

Substantial Shareholder

Mr. Chung Tsai Kin ("Mr. Chung") and Ms. Cheung Po Yuet ("Ms. Cheung")	2	Beneficial owner	121,108,000	13.13%
---	---	------------------	-------------	--------

Note:

- (1) The percentage is calculated by dividing the number of shares interested or deemed to be interested by the existing 922,719,512 issued shares as at 30 June 2019.
- (2) 103,672,000 Shares of these Shares are held by Mr. Chung as beneficial owner. The remaining 17,436,000 Shares are held by his spouse Ms. Cheung as beneficial owner. By virtue of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), Mr. Chung and Ms. Cheung are deemed, or taken to be interested in the Shares held by their respective spouse, i.e. Ms. Cheung and Mr. Chung.

Save as disclosed above, as at 30 June 2019, the Directors are not aware of any other persons, other than the Directors and chief executives of the Company, whose interests are set out in the section headed "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures" above, had interests or short positions in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

CHARGE ON GROUP'S ASSETS

The Group did not have any charge on its assets as at 30 June 2019 (2018: The Group did not have any charge on its assets).

FOREIGN CURRENCY RISK

As most of the Group's transactions are denominated in Renminbi and Hong Kong dollars, the Directors believe that the Group's exposure to exchange fluctuation was immaterial and the Group has not implemented any formal hedging or other alternative policies to deal with such exposure.

CONTINGENT LIABILITIES

The Group had no contingent liabilities at the end of reporting period.

AUDIT COMMITTEE

The Company has established an audit committee (the "**Audit Committee**") on 7 July 2000 with its written terms of reference pursuant to Rules 5.28 to 5.33 of the GEM Listing Rules. Approved by the Directors attending the Board meeting held on 22 March 2016, new terms of reference were adopted by the Audit Committee. Please refer to the announcement of the Company dated 22 March 2016 under the heading "Audit Committee Terms of Reference" for details. As at the day of this report, the Audit Committee comprised three members, namely Mr. Chin Kwan Lam, Raymond, Mr. Huen Ho Yin and Mr. Huang Hongbin, all being Independent Non-executive Directors of the Company.

The primary duties of the Audit Committee are to review and supervise the financial reporting process, audit plan and relationship with external auditors, the internal control and risk management systems of the Group and to provide advices and recommendations to the Board for review and follow-up. The Audit Committee has reviewed the Group's interim results announcement and report for the six months ended 30 June 2019 and provided advices and recommendations to the Board. After the review of the financial statements, the members of the Audit Committee opined that such statements comply with the applicable accounting standards, the GEM Listing Rules and other applicable laws and regulations and that adequate disclosure had been made.

CORPORATE GOVERNANCE PRACTICES

Under the code provision A.2.1 of the CG Code, the roles of the Chairman and CEO should be separate and should not be performed by the same individual. There is not a post of the Chairman and CEO in the Company. The responsibilities of the chairman and chief executive of the Company are taken up by members of the Board. The Board will continuously review and improve the corporate governance practices and standards of the Group to ensure that business activities and decision-making processes are regulated in a proper and prudent manner.

Save as disclosed above, for the six months ended 30 June 2019, the Company complied with the code provisions of the Code.

SHARE OPTION SCHEME

On 9 December 2010, the Company adopted a share option scheme (the “**Share Option Scheme**”). Pursuant to the Share Option Scheme, the Board, may for a consideration of HK\$1.00, offer to selected eligible persons (as defined in the circular of the Company dated 23 November 2010) to subscribe for shares of the Company as incentive or rewards for their contribution to the Group. The subscription price will be determined by the Board in its absolute discretion, in any event, shall not be less than the higher of the nominal value for the time being of each share of the Company, the average closing price of the shares of the Company as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date on which the relevant option is granted and the closing price of the shares of the Company as stated in the Stock Exchange’s daily quotation sheet on the date on which the relevant option is granted.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme and other schemes of the Company may not, in aggregate, exceed 30% of the issued share capital of the Company from time to time which have been duly allotted and issued. The total number of shares issued and to be issued upon exercise of the options granted (including both exercised and outstanding options) in any 12-month period to each eligible person shall not exceed 1% of the shares in issue. If any further grant of options to such eligible person which would result in the shares issued or to be issued upon exercise of all options granted or to be granted to such eligible person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of further grant would exceed 1% of the shares in issue, such grant must be separately approved by shareholders in general meeting, with such eligible person and its associates abstaining from voting. A shareholders’ circular containing the information required by the GEM Listing Rules shall be despatched to the shareholders. An option may be exercised in whole or in part at any time during the Option Period (as defined in the circular of them Company dated 23 November 2010).

The maximum number of shares available for issue upon the exercise of the options under the Share Option Scheme is 686,782 shares, representing 10% of 6,867,822 shares, the total issued shares of the Company at the date on which the Share Option Scheme was adopted (as adjusted to reflect the share consolidation effective on 29 August 2013, 10 June 2014 and 11 August 2016 respectively and Share Sub-division effective on 18 April 2017).

The Share Option Scheme became effective for a period of 10 years commencing on 9 December 2010 (the date on which the Share Option Scheme was adopted).

The details and major provisions of the Share Option Scheme were set out in the circular of the Company dated 23 November 2010.

The Company has not grant any options under the Share Option Scheme for the six months ended 30 June 2019.

As at the date of this report, none of the Directors or chief executives of the Company held any share options of the Company.

PURCHASES, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

For the six months ended 30 June 2019, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

COMPETING INTEREST

None of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) or their respective associates had any interest in any business which competed or might compete with the business of the Group for the six months ended 30 June 2019.

RE-ELECTION OF DIRECTORS

At the annual general meeting of the Company held on 7 May 2019, Mr. Sun, Miguel, Mr. He Weiqing, Mr. Chin Kwan Lam, Raymond, Mr. Huen Ho Yin and Mr. Huang Hongbin were re-elected as Directors by the shareholders of the Company.

By Order of the Board
Grand Peace Group Holdings Limited
Sun, Miguel
Executive Director

Hong Kong, 14 August 2019

As at the date of this report, the Board comprises Mr. Sun, Miguel, Mr. He Weiqing and Mr. Wong Wai Leung as Executive Directors, and Mr. Chin Kwan Lam, Raymond, Mr. Huen Ho Yin and Mr. Huang Hongbin as Independent Non-executive Directors.