敏 捷 控 股
NIMBLE HOLDINGS

NIMBLE HOLDINGS COMPANY LIMITED
敏捷控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 186)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2021

FINANCIAL HIGHLIGHTS

	(Unaudited) Six months ended	
	30 September 2021	30 September 2020
	HK$ million	*HK$ million*
		(Restated)
OPERATING RESULTS:		
Revenue	**127**	70
Loss for the period attributable to the shareholders of the Company		
– From continuing operations	**(49)**	(23)
– From discontinued operations	**(7)**	–
	(56)	(23)
PER SHARE DATA:	***HK cents***	*HK cents*
From continuing and discontinued operations		
Basic and diluted	**(1.02)**	(0.42)
From continuing operations		
Basic and diluted	**(0.89)**	(0.42)

INTERIM RESULTS

The board (the "Board") of directors (the "Directors") of Nimble Holdings Company Limited (the "Company") announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2021 (the "Period"), together with the comparative figures for the six months ended 30 September 2020 (the "Corresponding Period") and selected explanatory notes, are stated as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 September 2021

		(Unaudited) Six months ended	
		30 September 2021	30 September 2020
	Notes	***HK$ million***	*HK$ million* (Restated)
Continuing operations			
REVENUE	*6*	**127**	70
Cost of sales		**(114)**	(58)
Gross profit		**13**	12
Other income		**3**	4
Selling and distribution expenses		**(23)**	(13)
Administrative expenses		**(51)**	(35)
Finance cost		**–***	–*
Continuing operations			
LOSS BEFORE TAXATION	*7*	**(58)**	(32)
Income tax charge	*8*	**(2)**	(2)
LOSS FOR THE PERIOD FROM CONTINUING OPERATIONS		**(60)**	(34)
Discontinued operations			
LOSS FOR THE PERIOD FROM DISCONTINUED OPERATIONS	*18*	**(7)**	–
LOSS FOR THE PERIOD		**(67)**	(34)

	Notes	(Unaudited) Six months ended 30 September 2021 HK$ million	30 September 2020 HK$ million (Restated)
LOSS FOR THE PERIOD ATTRIBUTABLE TO:			
Shareholders of the Company			
– From continuing operations		**(49)**	(23)
– From discontinued operations		**(7)**	–
		(56)	(23)
Non-controlling interests			
– From continuing operations		**(11)**	(11)
– From discontinued operations		**–***	–*
		(11)	(11)
		(67)	(34)
LOSS PER SHARE	*10*	***HK cents***	*HK cents*
From continuing and discontinued operations			
– Basic and diluted		**(1.02)**	(0.42)
From continuing operations			
– Basic and diluted		**(0.89)**	(0.42)

* *The amount is less than HK$1 million.*

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2021

	(Unaudited) Six months ended	
	30 September 2021	30 September 2020
	HK$ million	*HK$ million* (Restated)
LOSS FOR THE PERIOD	**(67)**	(34)
OTHER COMPREHENSIVE INCOME, NET OF TAX:		
– Items that may be subsequently reclassified to profit or loss:		
Exchange differences on translation of financial statements of overseas/PRC subsidiaries	**4**	2
– Items that was reclassified to profit or loss:		
Exchange differences reclassified to profit or loss upon disposal of subsidiaries	**1**	–
	5	2
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	**(62)**	(32)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD ATTRIBUTABLE TO:		
Shareholders of the Company		
– From continuing operations	**(45)**	(21)
– From discontinued operations	**(7)**	–
	(52)	(21)
Non-controlling interests		
– From continuing operations	**(10)**	(11)
– From discontinued operations	**–***	–*
	(10)	(11)
	(62)	(32)

* *The amount is less than HK$1 million.*

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2021

	Notes	**(Unaudited) As at 30 September 2021** *HK$ million*	(Audited) As at 31 March 2021 *HK$ million*
NON-CURRENT ASSETS			
Plant and equipment		**4**	1
Right-of-use assets		**5**	3
Deferred tax assets		**2**	1
Brands and trademarks		**–**	–
Other assets		**1**	1
		12	6
CURRENT ASSETS			
Inventories		**23**	18
Properties under development	*11*	**6,616**	5,769
Accounts receivable	*12*	**86**	70
Prepayments, deposits and other receivables		**105**	37
Tax recoverable		**–**	1
Cash and bank balances		**799**	430
		7,629	6,325
Assets classified as held for sale		**–**	90
		7,629	6,415
CURRENT LIABILITIES			
Accounts payable	*13*	**510**	1,598
Contract liabilities	*14*	**1,093**	282
Accrued liabilities and other payables		**38**	23
Interest-bearing bank loans	*15*	**85**	2
Amount due to a related party	*16a*	**1,664**	1,584
Lease liabilities		**3**	2
Tax liabilities		**8**	5
		3,401	3,496
Liabilities associated directly with assets classified as held for sale		**–**	25
		3,401	3,521
NET CURRENT ASSETS		**4,228**	2,894

	Notes	(Unaudited) As at 30 September 2021 *HK$ million*	(Audited) As at 31 March 2021 *HK$ million*
NON-CURRENT LIABILITIES			
Interest-bearing bank loans	*15*	**960**	–
Amounts due to related parties	*16b*	**2,530**	1,910
Amount due to a non-controlling shareholder	*16c*	**300**	477
Tax liabilities		**12**	14
Lease liabilities		**2**	1
		3,804	2,402
NET ASSETS		**436**	498
CAPITAL AND RESERVES			
Share capital		**55**	55
Share premium		**386**	386
Deficit in reserves		**(119)**	(67)
EQUITY ATTRIBUTABLE TO THE SHAREHOLDERS OF THE COMPANY		**322**	374
NON-CONTROLLING INTERESTS		**114**	124
TOTAL EQUITY		**436**	498

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2021

1. GENERAL

The Company was incorporated in the Cayman Islands and continued in Bermuda as an exempted company with limited liability under the Companies Law of Bermuda. The address of its registered office is Wessex House, 5th Floor, 45 Reid Street, Hamilton HM12, Bermuda. The principal place of business is Flat C01, 32nd Floor, TML Tower, 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong. The shares of the Company (the "Shares") are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company's immediate holding company is Wealth Warrior Global Limited ("Wealth Warrior"), a company incorporated in the British Virgin Islands. The beneficial owner and sole director of Wealth Warrior is Mr. Tan Bingzhao ("Mr. Tan"). As such, the ultimate controlling shareholder of the Company is Mr. Tan.

The Company is an investment holding company. The principal activities of the Company's major subsidiaries are distribution of houseware products and audio products in the United States of America (the "USA"), and the trading of household appliances, provision of information technology ("IT") services and property development in the People's Republic of China (the "PRC"). The Group was also engaged in the holding and licensing of brands and trademarks on a worldwide basis which was classified as discontinued operations during the year ended 31 March 2021 (the "Corresponding year"), further details of which are set out in Note 18.

The unaudited condensed consolidated interim financial statements are presented in Hong Kong dollars, the functional currency of the Company, and all values are rounded to the nearest million (HK$ million) unless otherwise stated.

2. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements have been prepared in accordance with the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The unaudited condensed consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements for the year ended 31 March 2021, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

These unaudited condensed consolidated interim financial statements have been prepared in accordance with the accounting policies adopted in the Group's most recent annual consolidated financial statements for the year ended 31 March 2021, except for the adoption of new accounting policies as a result of the adoption of the new and amended HKFRSs as set out in Note 3.

These unaudited condensed consolidated interim financial statements have been prepared on a going concern basis. As at 30 September 2021, the following events and conditions existed which may cast significant doubt on the Group's ability to continue as a going concern:–

– the Group incurred losses from its continuing operations in recent years, including losses of HK$60 million and HK$34 million for the Period and the Corresponding Period respectively;

– the Group incurred negative operating cash flows for the Period;

– the Group's net current assets of HK$4,228 million as at 30 September 2021 included HK$6,616 million of properties under development for sale, HK$6,384 million of which are not expected to be realised within one year after 30 September 2021;

– the Group relied upon its related parties to provide fundings for its operations, with amounts due to related parties amounting to HK$4,194 million as at 30 September 2021 (31 March 2021: HK$3,494 million); and

– the current market conditions of the markets in which the Group operates were volatile, in particular for the property development operations of the Group, which will potentially adversely affect the future operations of the Group.

The applicability of the going concern basis to the unaudited condensed consolidated interim financial statements is dependent upon the Group being able to continue to operate as a going concern, which in turn depends upon the continued availability to the Group of adequate financings and the Group being able to attain profitable operations and generate positive operating cash flows in future. In particular, in view of the reliance of the Group on the financing provided by its related parties as at 30 September 2021, the Directors have performed assessments on the financial capabilities of these related parties to provide the financial support to the Group and concluded that the related parties will not withdraw their financing facilities to the Group and request the repayment of loans due from the Group before the respective maturity dates based on the followings:–

– Advances from related parties amounting to HK$2,530 million as at 30 September 2021 (31 March 2021: HK$1,910 million) will be repaid within 3 years from the respective agreement dates as stipulated in the loan agreements using proceeds expected to be received by the Group from its pre-sales of the properties being developed for sale.

– No indication of, or request or demand for, repayment of the amounts due to the related parties have been received by the Group.

– Subsequent to the end of reporting period, the related parties have confirmed to the Group that they will not request for repayment of amounts owed by the Group until the Group is able to do so without impairing its liquidity and financial position.

The Directors also have given careful considerations to the future liquidity needs and financial performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken by the Group to mitigate its liquidity pressure and to improve its financial position which include, but are not limited to, the followings:–

– The Group has eight property development projects as of 30 September 2021 (31 March 2021: eight). The Group has launched the pre-sale of its properties under development for six projects and deposits amounting to approximately HK$1,093 million have been received therefrom as at 30 September 2021 (31 March 2021: HK$281 million). The Group expects to continuously generate cash inflows via the pre-sales activities in the next twelve months subsequent to the end of the reporting period.

– To provide funds required as working capital for its various property development projects in the PRC, the Group has successfully obtained two property development project bank loan facilities of approximately HK$1,690 million, in which approximately HK$1,039 million has been utilised by the Group as of 30 September 2021, these facilities are secured by certain properties under development with aggregate carrying amount of HK$2,464 million. In the opinion of the Directors, the remaining property development projects of the Group, with aggregate carrying amount of approximately HK$4,152 million as at 30 September 2021 are unpledged as of the date of approval of these condensed consolidated interim financial statements, and are available for use as security to be provided to the banks if further banking facilities is required in the foreseeable future.

– Management of the Group has considered the relevant facts and circumstances, and prepared a projected cash flow forecast for the property development operations in the next twelve months. The Directors are of the opinion that the Group will have sufficient working capital to operate within the next twelve months.

– The Group closely monitors the financing activities of the Group, and ensures that all borrowings complied with the terms of the loans and there was no breach of loan covenants at any time during the Period.

– The Group will continue to take active measures to control administrative and operating costs through various channels, including human resources optimization and containment of capital expenditures.

The Directors are of the opinion that, although the eventual outcome of the above mentioned measures cannot be determined with certainty, taking into account the likely and expected outcome of the above measures and after assessing the Group's current and future cash flow needs and positions, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due within twelve months from 30 September 2021. Accordingly, the Directors believe that it is appropriate to prepare the unaudited condensed consolidated interim financial statements of the Group on a going concern basis.

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatorily effective for the annual period beginning on or after 1 April 2021 ("New HKFRSs") for the preparation of the Group's unaudited condensed consolidated interim financial statements:

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS16	Interest Rate Benchmark Reform – Phase 2

In addition, the Group has early applied the amendment to HKFRS 16 "COVID-19-Related Rent Concessions beyond 30 June 2021" ("2021 Amendments") during the year ended 31 March 2021.

None of the New HKFRSs have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report. The Group has not applied any other new standard or interpretation that is not yet effective for the current accounting period.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

In preparing the unaudited condensed consolidated interim financial statements, the critical accounting judgments made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those that were applied to the audited consolidated financial statements for the year ended 31 March 2021.

5. SEGMENT INFORMATION

The Group currently organises its operations into the following reportable and operating segments.

Operating segments	Principal activities
PRC's Property Development	Property development and operation in the PRC
Emerson	Distribution of houseware products and audio products and licensing business – Comprising a group listed on the NYSE American of the USA
PRC's Household Appliances	Trading of household appliances, wires and cables in the PRC
PRC's IT Services	IT system development and related services in the PRC

(a) Unaudited revenue and results of the Group by operating segments:

For the six months ended 30 September 2021

Continuing operations

	PRC's Property Development *HK$ million*	Emerson *HK$ million*	PRC's Household Appliances *HK$ million*	PRC's IT Services *HK$ million*	Unallocated *HK$ million*	Consolidated *HK$ million*
Revenue:						
Sale of household appliances, wires and cables to external customers	–	–	98	–	–	98
Sale of houseware products to external customers	–	9	–	–	–	9
Sale of audio products to external customers	–	20	–	–	–	20
Total segment revenue	–	29	98	–	–	127
Results:						
Segment results	(41)	(13)	8	–		(46)
Reconciliations:						
Unallocated corporate expenses					(11)	(11)
Expected credit loss allowance on accounts receivable			(2)			(2)
Interest income					1	1
Loss before taxation						(58)

For the six months ended 30 September 2020

Continuing operations

	PRC's Property Development *HK$ million*	Emerson *HK$ million*	PRC's Household Appliances *HK$ million*	PRC's IT Services *HK$ million*	Unallocated *HK$ million*	Consolidated *HK$ million* (Restated)
Revenue:						
Sale of household appliances, wires and cables to external customers	–	–	43	–	–	43
Sale of houseware products to external customers	–	12	–	–	–	12
Sale of audio products to external customers	–	15	–	–	–	15
Total segment revenue	–	27	43	–	–	70
Results:						
Segment results	(14)	(17)	5	–		(26)
Reconciliations:						
Unallocated corporate expenses					(9)	(9)
Expected credit loss reversal on accounts receivable			2			2
Interest income					1	1
Loss before taxation						(32)

(b) Assets and liabilities of the Group by operating segments:

	PRC's Property Development ***HK$ million***	**Emerson** ***HK$ million***	**PRC's Household Appliances** ***HK$ million***	**PRC's IT Services** ***HK$ million***	**Unallocated** ***HK$ million***	**Inter-segment elimination** ***HK$ million***	**Consolidated** ***HK$ million***
As at 30 September 2021 (unaudited)							
Reportable segment assets	7,283	249	106	7	20	(24)	7,641
Reportable segment liabilities	7,127	10	76	–	16	(24)	7,205
As at 31 March 2021(audited)							
Reportable segment assets	5,965	264	85	7	23	(13)	6,331
Assets of a disposal group classified as held for sale							90
Consolidated assets							6,421
Reportable segment liabilities	5,824	9	60	–	18	(13)	5,898
Liabilities associated with a disposal group classified as held for sale							25
Consolidated liabilities							5,923

(c) **Geographical segments:**

	(Unaudited) Six months ended	
	30 September 2021	30 September 2020
	HK$ million	*HK$ million* (Restated)
Revenue:		
PRC	**98**	43
North America		
– USA and Canada	**29**	27
Total	**127**	70

6. REVENUE

An analysis of the Group's revenue from contracts with customers, by principal activities and by timing of recognition of revenue, for the Period is as follows:

	(Unaudited) Six months ended	
	30 September 2021	30 September 2020
	HK$ million	*HK$ million* (Restated)
Continuing operations:		
By principal activity:		
Sale of goods	**127**	70

Revenue from the above mentioned principal activity were recognised on "point in time" basis.

7. LOSS BEFORE TAXATION

The loss before taxation is arrived at after charging/(crediting):

	(Unaudited) Six months ended 30 September 2021 HK$ million	30 September 2020 HK$ million (Restated)
Continuing operations:		
(a) Staff costs		
Directors' and Chief Executive Officer's emoluments	**3**	3
Other staff costs:		
– Salaries and other benefits	**25**	13
– Retirement benefits costs	**3**	2
Less: amount capitalised in properties under development	**(5)**	(–*)
	26	18
(b) Other items		
Short-term lease expenses	**1**	–*
Depreciation of property, plant and equipment	**1**	–*
Depreciation of right-of-use assets	**1**	1
Auditor's remuneration – current period	**1**	1
Business tax and other levies	**3**	–*
Advertising and promotion expenses	**17**	12
Carrying amount of inventories sold	**114**	58
Expected credit loss allowance/(reversal) on accounts receivable	**2**	(2)
Interest income	**(1)**	(1)

* *The amount is less than HK$1 million.*

8. INCOME TAX CHARGE

No Hong Kong profits tax has been provided for the Period/Corresponding Period in the unaudited condensed consolidated interim financial statements as there are no assessable profits arising in Hong Kong during the Period and the Corresponding Period.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

		(Unaudited)	
		Six months ended	
		30 September 2021	30 September 2020
		HK$ million	*HK$ million*
Continuing operations:			
Current tax	– PRC	**(2)**	(1)
	– Overseas	**–**	(1)
Deferred tax	– PRC	**–***	–*
Income tax charge		**(2)**	(2)

* *The amount is less than HK$1 million.*

9. DIVIDEND

The Board does not recommend the payment of an interim dividend for the Period (the Corresponding Period: Nil).

10. LOSS PER SHARE

(a) Basic loss per share:

For continuing and discontinued operations

The calculation of basic loss per share is based on the following data:

	(Unaudited) Six months ended	
	30 September 2021	30 September 2020
	HK$ million	*HK$ million*
Loss attributable to the shareholders of the Company used in the basic loss per share calculation	**(56)**	(23)

	30 September 2021	30 September 2020
	Number of ordinary shares	Number of ordinary shares
	million	*million*
Shares:		
Weighted average number of ordinary shares for the purposes of calculating basic loss per share	**5,492.2**	5,492.2

For continuing operations

The calculation of basic loss per share is based on the following data:

	(Unaudited) Six months ended 30 September 2021 HK$ million	30 September 2020 HK$ million
Loss:		
Loss attributable to shareholders of the Company	**(56)**	(23)
Less: Loss for the period from discontinued operations	**(7)**	–
Loss attributable to the shareholders of the Company used in the basic loss per share calculation	**(49)**	(23)

The denominators used are the same as those detailed above for basic loss per share.

For discontinued operations

Basic and diluted loss per share for the Period from the discontinued operations is HK0.13 cents (Corresponding Period: Nil), based on the loss for the period from the discontinued operations of HK$7 million (Corresponding Period: Nil) and the denominators detailed above for basic loss per share.

(b) Diluted loss per share:

Diluted loss per share equals basic loss per share as the Company has no potential ordinary shares in existence during the Period and the Corresponding Period.

11. PROPERTIES UNDER DEVELOPMENT

	(Unaudited) **30 September** **2021** ***HK$ million***	(Audited) 31 March 2021 *HK$ million*
Amounts comprise:		
– Land use right (including direct costs associated with the acquisition)	**5,568**	5,417
– Construction costs including depreciation and staff costs capitalised	**868**	299
– Finance costs capitalised	**180**	53
	6,616	5,769

12. ACCOUNTS RECEIVABLE

The Group allows an average credit period of 30 to 90 days to its trade customers.

	(Unaudited) **30 September** **2021** ***HK$ million***	(Audited) 31 March 2021 *HK$ million*
Gross amount	**95**	77
Less: allowance of expected credit loss	**(9)**	(7)
Net amount	**86**	70

The following are the movements expected credit loss allowance of accounts receivable during the Period/the Corresponding Year:

	(Unaudited) **30 September** **2021** ***HK$ million***	(Audited) 31 March 2021 *HK$ million*
At the beginning of the Period/Corresponding Year	**7**	5
Allowance during the Period/Corresponding Year	**2**	2
Net amount	**9**	7

The Directors consider that the carrying amounts of accounts receivable approximate to their fair values.

The ageing analysis of accounts receivable (net of allowance of expected credit loss) is presented based on the invoice dates as follows:

	(Unaudited) **30 September** **2021** ***HK$ million***	(Audited) 31 March 2021 *HK$ million*
0 – 3 months	**69**	31
3 – 6 months	**17**	39
	86	70

Before accepting any new customers, the management assesses the potential customer's credit quality with reference to the customer's reputation and market standing and defines the credit limits accordingly. Continuity of the credit limits to the customers is reviewed by the management as and when necessary.

13. ACCOUNTS PAYABLE

The ageing analysis of accounts payable is as follows:

	(Unaudited) **30 September** **2021** ***HK$ million***	(Audited) 31 March 2021 *HK$ million*
For purchases of inventories		
0 – 3 months	**443**	168
3 – 6 months	**64**	34
6 – 12 months	**3**	–
For additions of lands	**–**	1,396
	510	1,598

Included in the accounts payable balances as at 31 March 2021 were payable of approximately HK$1,396 million, which were payable to the relevant government authorities for the acquisition of land use rights and were fully settled during the Period.

14. CONTRACT LIABILITIES

	(Unaudited)	(Audited)
	30 September	31 March
	2021	2021
	HK$ million	*HK$ million*
Sale of properties	**1,093**	281
Others	**–**	1
	1,093	282

15. INTEREST-BEARING BANK LOANS

	(Unaudited)	(Audited)
	30 September	31 March
	2021	2021
	HK$ million	*HK$ million*
Loans from banks – secured	**1,045**	–
Loan from bank – unsecured	**–**	2
	1,045	2
Less: Amount due within one year shown under current liabilities	**(85)**	(2)
Amount due after one year	**960**	–

At 30 September 2021, bank loans of the Group bear floating interest rates based on Renminbi ("RMB") Loan Prime Rate plus a specified margin, ranging from 0.55% to 3.65% per annum. These bank loans were secured by certain properties under development.

16. AMOUNTS DUE TO RELATED PARTIES/NON-CONTROLLING SHAREHOLDER

(a) Amount due to a related party

It represents amount due to Guangzhou Minjie Real Estate Development Co., Ltd.# ("GZ Minjie" 廣州敏捷房地產開發有限公司). This balance is denominated in RMB, non-trade in nature, unsecured, interest-free and repayable on demand.

(b) Amounts due to related parties

	Contractual interest rate	(Unaudited) 30 September 2021 *HK$ million*	(Audited) 31 March 2021 *HK$ million*
GZ Minjie	4.75% to 5.60%	**241**	224
Guangzhou Jinxiu Investment Company Limited#（廣州錦綉投資有限公司）	4.75%	**51**	93
Guangzhou Yufeng Real Estate Development Co., Ltd.#（廣州育豐房地產開發有限公司）	6.40% to 7.50%	**2,099**	1,199
Zhongshan Wanquan Property Management Co., Limited#（中山市完全物業管理有限公司）	8.50%	**139**	394
		2,530	1,910

(c) Amount due to a non-controlling shareholder

It represents amount due to Guangxi Huayu Ye Rui Enterprise Management Company Limited#（廣西華宇業瑞企業管理有限公司）, a non-controlling shareholder of Nanning Ruihua Real Estate Development Co., Ltd.#（南寧市瑞華房地產開發有限公司）, a non-wholly owned indirect subsidiary of the Company. The loan principal of approximately HK$275 million (31 March 2021: approximately HK$470 million), is interest bearing at 9% per annum, with the principal and interest not repayable within twelve months since the end of the reporting period. The balance is non-trade in nature and unsecured.

For identification purposes only

17. DISPOSAL OF SUBSIDIARIES

As detailed in Note 18, the disposal of entire issued share capital in Unijoy Limited ("Unijoy", together with its subsidiaries, the "Unijoy Group" or "Disposal Group") was completed on 15 June 2021 (the "Completion Date") at a consideration of HK$60,000,000. Upon completion, Unijoy Group ceased to be subsidiaries of the Company and consolidated results, assets and liabilities of Unijoy Group ceased to be consolidated with those of the Group.

The net assets of Disposal Group as at the date of disposal were as follows:

	(Unaudited) ***HK$ million***
Financial assets at fair value through profit or loss	**6**
Brands and trademarks	**58**
Accounts and other receivables	**1**
Cash and bank balances	**27**
Accounts and other payables	**(19)**
Contract liabilities	**(2)**
Tax liabilities	**(18)**
Net assets disposed of	**53**
Non-controlling interests	**–***
Reclassification adjustment of exchange reserve on disposal of Unijoy Group	**1**
Direct cost incurred for the disposal	**1**
Gain on disposal of subsidiaries	**5**
Total cash consideration received	**60**
Net cash inflow arising on disposal	
Cash consideration	**60**
Cost directly attributable to the disposal	**(1)**
Bank balances and cash disposed of	**(27)**
Net cash inflow arising on disposal	**32**

* *The amount is less than HK$1 million.*

18. DISCONTINUED OPERATIONS

During the Period, Unijoy Group was disposed of and transferred to Sino Capital Resources Limited, an entity wholly owned by Mr. Ho Wing On Christopher (a director of Grande N.A.K.S. Ltd, a wholly owned subsidiary of the Company), at the initial consideration of HK$60,000,000 (the "Disposal"). The Disposal completed on the Completion Date and the Group received the consideration amount of HK$60,000,000 on the Completion Date.

Due to the ongoing COVID-19 pandemic and the performance of Disposal Group over the past years, the Directors had considered that the Disposal is expected to allow the Group to reallocate its resources to other business segments, in particular the PRC's property development, which are considered to have higher development potential, in order to generate more return to the shareholders of the Company.

The Disposal Group was available for immediate sale and its sale was considered highly probable as at 31 March 2021. As at 31 March 2021, the carrying amounts of the Disposal Group would be recovered principally through a sale transaction rather than through continuing use and accordingly the Disposal Group was classified as held for sale under HKFRS 5.

The Disposal Group represents the whole licensing segment of the Group in the business of generating licensing income through the trademarks of Akai, Sansui and Nakamichi and represents a separate major line of business of the Group. The assets and liabilities of the Disposal Group as at 31 March 2021, which were presented as assets and liabilities associated with assets classified as held for sale respectively in the consolidated statement of financial position.

The comparative financial performance and cash flows from the above discontinued operation has been represented as part of discontinued operation for the six months ended 30 September 2020. The results of the Disposal Group for the period from 1 April 2021 up to the date of disposal and the six months ended 30 September 2020 have been presented separately as a single line item in the unaudited condensed consolidated income statement.

19. RESTATEMENT DUE TO DISCONTINUED OPERATIONS

The presentation of comparative information in respect of the condensed consolidated income statement and condensed consolidated statement of comprehensive income for the Corresponding Period has been restated in order to present the discontinued operations separately from continuing operations.

MANAGEMENT DISCUSSION AND ANALYSIS

30 September 2021

BUSINESS REVIEW

The Group recorded a revenue of HK$127 million for the period ended 30 September 2021 (the "Period") as compared to HK$70 million for the period ended 30 September 2020 (the "Corresponding Period"), representing an increase of approximately 81%. The increase in revenue was mainly due to the higher revenue income generated from Emerson and the trading of household appliances, wires and cables in the People's Republic of China (the "PRC") during the Period. Besides, as the disposal of the entire issued share capital of Unijoy Limited ("Unijoy", together with its subsidiaries, the "Unijoy Group", which was engaged in the licensing business, more details below) was completed on 15 June 2021 (the "Completion Date"), the Group has re-classified the operation of the licensing business for the period from 1 April 2021 to the Completion Date as the discontinued operations in the unaudited condensed consolidated income statement for the Period, which also affected the total revenue for the Period. According to this re-classification, revenue generated from the licensing business for the Period amounting to HK$7 million was not included in the total revenue of the Group. Likewise, the revenue generated from the licensing business for the Corresponding Period of HK$8 million was also not included in the total revenue. Having taken into account the result of the discontinued operations, the Group recorded an unaudited loss attributable to shareholders of the Company (the "Shareholders") of HK$56 million for the Period, which was approximately 143% higher than the unaudited loss attributable to the Shareholders of HK$23 million for the Corresponding Period. The increase in the loss attributable to the Shareholders during the Period was mainly due to (i) the increase in selling expenses and administrative expenses incurred from the PRC's property development business of the Group mainly due to the pre-sale activities during the Period; and (ii) the loss attributable to the Shareholders from the licensing business, ie. the discontinued operations.

On 7 April 2021, the Company, Grande N.A.K.S. Ltd and Unijoy, both of them are wholly owned subsidiaries of the Company, entered into a sale and purchase agreement with Sino Capital Resources Limited (the "Purchaser"), a company wholly owned by a director of Grande N.A.K.S. Ltd, to dispose of the entire issued share capital of Unijoy to the Purchaser (the "Disposal"). The Disposal was completed on the Completion Date, and therefore the management has classified the licensing business as the discontinued operations in the Group's consolidated results for the Period. In addition, since the Completion Date, the assets and liabilities of licensing business were excluded from the condensed consolidated statement of the financial position of the Group; in return, the receipt of the cash consideration for the Disposal of HK$60 million was included in the consolidated assets of the Group. Upon completion of the Disposal, the current and continuing principal business activities of the Group include Emerson's operation, the PRC's household appliances business, PRC's information technology ("IT") services business and property development in the PRC.

Emerson operations business

Emerson, a 72.4% owned subsidiary, whose shares are listed on the NYSE American in the United States of America (the "USA"), generated revenue of HK$29 million for the Period as compared to HK$27 million for the Corresponding Period, representing an increase of approximately 7%. The increase in revenue was mainly came from the increased consumer demand for certain of Emerson's products in particular clock radios as consumers spent more time at home and shopped online, and therefore, Emerson was able to continue to sell products under difficult economic conditions during the Period. During the Period, Emerson had continued to take active steps to streamline its operations and reduce and control its operating costs. The operating loss of Emerson for the Period was reduced to HK$13 million as compared to the operating loss of HK$17 million for the Corresponding Period.

Licensing revenue generated by Emerson for the Period was minimal, which is approximately the same as the Corresponding Period.

PRC's household appliances business

Although the spread of COVID-19 pandemic has affected the overall economic environment adversely in the PRC, trading of household appliances, wires and cables in the PRC recorded a revenue of HK$98 million for the Period, as compared to HK$43 million for the Corresponding Period, representing an increase of approximately 128%. The increase in revenue was mainly due to two factors. Firstly, the price of copper increased during the Period as compared to the Corresponding Period, and that increased the selling prices of wires and cables, in effect, the revenue from the sales of wires and cables. Secondly, our PRC's household appliances business team has continued to double its efforts to solicit new customers, and resulting in an increase in the revenue from the sales of wires and cables to new customers. Since the revenue of PRC's household appliances business had increased tremendously, and the management of the operation has implemented tighter cost controls, the operation has generated an operating profit of HK$8 million for the Period as compared to the operating profit of HK$5 million for the Corresponding Period. The increase in operating profit was due to (i) the increase in the absolute value of gross profit; and (ii) partially offset by higher distribution cost was resulted from the spread of COVID-19 pandemic.

PRC's IT business

The PRC's IT business recorded no income during the Period, which is similar to the situation as the Corresponding Period. This loss in income was due to the ongoing COVID-19 pandemic as most companies have had to reduce their budget for non-profit generating units.

PRC's property development business

Since the inception of PRC's property development business in late 2019, the Group has increased its land plots from a single project in Ningxiang, Hunan province to 8 projects in 7 cities of 5 provinces in the PRC by the end of 2020, locating as 2 projects in Ningxiang and Yongzhou cities of Hunan province, 2 projects in Gongyi city of Henan province, 2 projects in Yangjiang and Shantou cities of Guangdong province, a project in Ningbo city of Zhejiang province and a project in Nanning city of Guangxi province. All these projects are being developed for residential use.

Contracted sales

Out of the 8 projects under development, 6 of them have been in pre-sales during the Period. The Group's attributable contracted sales during the Period were approximately RMB777 million with approximately 99,450 sq.m. sold and the average selling price was approximately RMB7,800 per sq.m. As there was only one project owned and under pre-sale by the Group in the Corresponding Period, comparison of contracted sales for the two periods is not appropriate. The attributable contracted sales for the Group are summarised as follows:

Name of the project	**Approximate attributable total value** *(RMB million)*	**Approximate attributable saleable area sold** *(sq.m.)*
Ningxiang Minjie Ziyun Fu* (寧鄉敏捷紫雲府)	71	14,200
Gongyi Minjie Jinxiu Yuanzhu* (鞏義敏捷錦繡源築)	221	28,900
Yangjiang Minjie Dongyue Fu* (陽江敏捷東樾府)	169	28,500
Guangxi Nanning Minjie Huayu Jinxiu Jiangchen* (廣西南寧敏捷華宇錦繡江辰)	1	50
Shantou Minjie Jinglong Wan* (汕頭敏捷璟瓏灣)	257	18,900
Yongzhou Minjie Jinyue Fu* (永州敏捷金玥府)	58	8,900
Total	777	99,450

Projects under development

Projects under development amounted to approximately 837,900 sq.m. attributable gross floor area ("GFA") as at 30 September 2021, details of which are set out below:

Location	**Approximate attributable GFA** *(sq.m.)*	**Approximate attributable saleable area** *(sq.m.)*
Ningxiang, Hunan	98,100	78,000
Gongyi, Henan	183,900	154,100
Yangjiang, Guangdong	103,000	87,500
Ningbo, Zhejiang	100,200	74,800
Nanning, Guangxi	115,400	96,000
Shantou, Guangdong	75,000	72,000
Yongzhou, Hunan	162,300	137,400
Total	837,900	699,800

Land bank

As at 30 September 2021, the Group's attributable land bank was approximately 413,200 sq.m. and approximately 359,800 sq.m. in GFA and saleable area respectively, distributed across 4 cities and regions. Details are as below:

Location	**Approximate attributable GFA** *(sq.m.)*	**Approximate attributable saleable area** *(sq.m.)*
Gongyi, Henan	4,300	800
Yangjiang, Guangdong	95,900	80,300
Shantou, Guangdong	243,700	232,200
Yongzhou, Hunan	69,300	46,500
Total	413,200	359,800

Discontinued operations

Prior to the Disposal, Unijoy Group owned three consumer electronic brands, namely, Akai, Sansui and Nakamichi, and were principally engaged in the licensing of brands and trademarks through the licensing of these brands to independent third parties. The Group successfully disposed the entire interests of Unijoy Group on the Completion Date, and therefore, the results of the licensing business for the period from 1 April 2021 to the Completion Date was classified as discontinued operations in the condensed consolidated income statement.

Due to the ongoing COVID-19 pandemic, the licensing business was directly affected resulting in a decrease in revenue. During the Period, revenue generated from the licensing operation was HK$7 million up to the Completion Date as compared to HK$8 million for the Corresponding Period. Before partially offset by the gain on the Disposal of HK$5 million, the loss attributable to the Shareholders of the discontinued operations for the Period was approximately HK$12 million as compared to Nil for the Corresponding Period.

BUSINESS PROSPECTS

During the Period, the Group had successfully disposed of its licensing business as management planned to consolidate the Group's resources in the remaining core businesses, especially in the PRC's property development business. Management has planned to continue to acquire more land plots through public auction in the coming future in order to expand the land bank of the Group. However, as the overall financial markets have been quite volatile recently, bringing uncertainties on the availability of sources of financing, management will take a more conservative approach to acquire lands with better development potential.

Regarding the operation of Emerson, in light of the adverse effects of the COVID-19 pandemic on macroeconomic conditions domestically and internationally, along with the uncertainty associated with a potential recovery, Emerson has implemented certain cost-reduction actions intended to reduce expenditures in light of the effects of the COVID-19 pandemic to the business. However, the environment remains highly uncertain and demand for Emerson's products remains difficult to assess due to many factors including the pace of economic recovery around the world, the status of various government stimulus programs, competitive intensity and retailer actions to continue carefully managing inventory. As a result, Emerson is unable at this time to predict the full impact of the COVID-19 pandemic on its operations and financial results, and, depending on the magnitude and duration of the pandemic, including the further spread and severity of COVID-19 cases in areas in which Emerson operates and the availability and distribution of effective vaccines, such impact may be material. Accordingly, current results and financial condition recorded for the Period herein may not be indicative of the future operating results and trends for the second half of the financial year.

Even though the spread of COVID-19 pandemic has adversely affected the normal operation of our PRC's household appliances business in certain extent, management of this operation has confidence in maintaining the scale of this operation in the second half of the financial year. The sales team will continue to solicit new customers in order to increase the revenue of this operation. On the other hand, management will continue to impose various cost control measures in order to reduce the operating cost of this operation.

Having completed the consolidation work on the core businesses, the Group will focus its resources on the remaining core businesses, i.e., PRC's property development, Emerson and PRC's household appliances. With better use of resources on proven operations, the Directors hope that the Group can produce a better return to the Shareholders in a foreseeable future.

LIQUIDITY AND FINANCIAL RESOURCES

The current ratio of the Group as at 30 September 2021 was approximately 2.24 as compared to approximately 1.82 as at 31 March 2021. The increase in the current ratio was mainly attributable to (1) the increase in properties under development and cash and bank balances; and (2) the decrease in accounts payable which were partially offset by the increase in contract liabilities from PRC's property development business during the Period.

During the Period, the Group's working capital requirements were mainly financed by internal resources and external borrowings as the Group continued to generate cash from its Emerson operation business, licensing operation business (up to the Completion Date), PRC's household appliances business and PRC's property development business.

During the six months ended 30 September 2021, new bank borrowings of approximately RMB860 million, equivalent to approximately HK$1,037 million, have been procured at interest rate ranging from 4.4% to 7.5%. The effective interest rate of the total bank borrowings portfolio at 30 September 2021 was approximately 5.48% (31 March 2021: Nil). All the borrowings were in RMB and at floating interest rate bench marked to rates published by the People's Bank of China. The Group considered the RMB interest rate environment relatively stable and with the Group's borrowings substantially in RMB that matched income and assets predominantly in RMB, the Group did not consider it necessary to hedge its interest rate exposure.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

As disclosed above, on 7 April 2021, the Group entered into a sale and purchase agreement with the Purchaser, a company wholly owned by a director of Grande N.A.K.S. Ltd, a wholly owned subsidiary of the Company, to dispose of the entire issued share capital of Unijoy to the Purchaser at an initial cash consideration of HK$60 million, subject to adjustments (i.e., the Disposal). Prior to the Disposal, Unijoy Group owned three consumer electronic brands and carried the licensing operation business within the Group through licensing of brands and trademarks on a worldwide basis. The Disposal was completed on 15 June 2021 with the final consideration remained unchanged at HK$60 million.

Except for the above, the Group had no other material acquisition or disposal of subsidiaries nor affiliated companies for the Period.

MATERIAL EVENTS AFTER THE PERIOD

There were no significant events after the Period.

SIGNIFICANT INVESTMENT

The Group did not make any new significant investment during the Period.

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As the management has decided to continue expanding the PRC's property development business, the Group will continue to acquire lands in the PRC through public auctions where appropriate opportunity arises. Nevertheless, as at the date hereof the Group has not yet identified any concrete investment opportunity. Other than that, the Group does not have any concrete plan for material investments or capital assets for the coming 12 months from the date of this announcement.

GEARING RATIO

As at 30 September 2021, the Group's gearing ratio, expressed as net borrowings over total equity, was approximately 7.06 times (as at 31 March 2021: approximately 3.93 times).

CONTINGENT LIABILITIES

Except as set out below, the Group did not have significant contingent liabilities as at 30 September 2021 and up to the date of this announcement.

(i) Guarantees

The Group had provided guarantees of approximately HK$390 million as at 30 September 2021 (as at 31 March 2021: approximately HK$177 million) to banks in favour of the purchasers of the Group's properties under development up to an amount of 80% of the purchase price of an individual property in respect of the mortgage loans provided by the banks to such purchasers. These guarantees provided by the Group to the banks will be released upon receiving the building ownership certificates of the respective properties by the banks from the customers as a pledge for security to the mortgage loans granted.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with any accrued interests and penalties owed by the defaulted purchasers to the banks, and the Group is entitled to take over the legal title and possession of the related properties. The guarantees start from the respective dates of grant of the mortgage loans.

In the opinion of the Directors, the total fair value of the financial guarantee contracts of the Group is insignificant at initial recognition. The Directors also consider the possibility of default by the parties involved to be remote and in case of default in payments, the net realisable value of the related properties would be able to cover the outstanding principal together with the accrued interest and penalties. Accordingly, no value has been recognised in the condensed consolidated statement of financial position as at 30 September 2021.

(ii) Legal cases

In an order made by the High Court of the Hong Kong Special Administrative Region (the "High Court") on 9 May 2016 in respect of case HCCW 177/2011, the Company is required to:

(i) indemnify and keep indemnified the former provisional liquidators in the event that the funds paid into court are insufficient to meet the taxed fees and expenses of the former provisional liquidators; and

(ii) indemnify and keep indemnified Mr. Fok Hei Yu and FTI Consulting (Hong Kong) Limited in respect of the costs of the defence of proceedings HCA 92/2014 (the "Action"), subject to the final determination of the Action. HCA 92/2014 is a legal case filed in January 2014 in the High Court by Sino Bright Enterprises Co., Ltd., and HCA1152/2017 is a legal case filed in May 2017 in the High Court by the Company (which was later consolidated with HCA 92/2014), against Mr. Fok Hei Yu and FTI Consulting (Hong Kong) Limited for alleged misrepresentation and the case is ongoing.

As at the date of this announcement, the Company has received no such requests for the related fees, costs and expenses.

The Directors are of the view that no provision is necessary for the matter described above, after having considered the merits.

CAPITAL COMMITMENTS

As at 30 September 2021, the Group had contracted, but not provided for capital expenditure commitments of HK$2,208 million (as at 31 March 2021: HK$1,351 million) in respect of properties under development.

CHARGES ON GROUP ASSETS

As at 30 September 2021, properties under development with aggregate carrying amount of HK$2,464 million were pledged to secure bank borrowing facilities for the Group (as at 31 March 2021: Nil).

TREASURY POLICIES

The Group's revenues are mainly in US dollars and RMB. Since the Hong Kong dollars is linked with the US dollar, the Group is not exposed to significant currency risks in transactions settled in US dollars. However, for transactions settled in RMB, the Group will be exposed to foreign currency risks. The Group offset the corresponding risks mainly through natural hedging and has not participated in any speculative trading of derivative financial instruments, but will carefully consider whether to conduct currency swaps at an appropriate time to hedge against corresponding risks. The Group will closely monitor and manage its foreign currency exposure and to make use of appropriate measures when required.

EMPLOYEES AND REMUNERATION POLICIES

The number of employees of the Group as at 30 September 2021 was 176 (146 as at 31 March 2021). The Group remunerates its employees mainly based on industry practice, individual performance and experience. Apart from the basic remuneration, a discretionary bonus may be granted to eligible employees by reference to the Group's performance as well as to an individual's performance in the relevant financial year. Other benefits include medical and retirement schemes.

DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the Period (the Corresponding Period: Nil).

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

Neither the Company, nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the Period.

CORPORATE GOVERNANCE PRACTICES

The Company's code on corporate governance practices was adopted by reference to the code provisions of the Corporate Governance Code (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The Board confirmed that the Company had complied with all principles and code provisions in the Code during the Period, except for the codes provisions of the Code as noted hereunder.

Code Provision A.2.1

Mr. Tan has been acting as the chairman of the Board (the "Chairman") and the Chief Executive Officer ("CEO") of the Company since his appointment as a Director on 2 December 2017. According to code provision A.2.1, the roles of these two positions should be separate and should not be performed by the same individual.

The Board has considered that the non-segregation would not result in concentration of power in one person and has the advantage of a strong and consistent leadership which is conducive to making and implementing decisions quickly and consistently.

The primary role of the Chairman is to provide leadership for the Board and to ensure that it works effectively in the discharge of its responsibilities. The CEO is responsible for the day-to-day management of the Group's business. Their respective roles and responsibilities are set out in writing and have been approved by the Board. As mentioned above, the roles of the Chairman and the CEO have been performed by Mr. Tan. However, if the Board does find a suitable candidate for the position of CEO, the above roles will be separately discharged by different persons at that time.

Code Provision A.6.7

Pursuant to code provision A.6.7, independent non-executive directors generally should attend general meetings to gain and develop a balanced understanding of the views of shareholders. Due to the outburst of COVID-19 pandemic, the independent non-executive Directors Dr. Lin Jinying and Dr. Lu Zhenghua, whose respective residence is in Guangzhou, the PRC, were unable to attend the annual general meeting of the Company held on 26 August 2021.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rule as its own code of conduct regarding securities transactions by the Directors. Specific enquiry has been made to all Directors and all of them have confirmed that they have complied with the required standards as set out in the Model Code during the Period.

REVIEW OF INTERIM FINANCIAL REPORT

The audit committee of the Company has reviewed and confirmed with the management of the Company the unaudited condensed consolidated interim results of the Group for the Period and the Corresponding Period, the accounting principles and practices adopted by the Group, and discussed risk management, internal controls and financial reporting matters. At the request of the Directors, the Company's external auditor, Moore Stephens CPA Limited, has carried out a review of the said unaudited condensed consolidated interim financial statements in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

PUBLICATION OF 2021 INTERIM RESULTS AND INTERIM REPORT

This results announcement is published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.nimbleholding.com). The 2021 interim report will be despatched to the Shareholders and available on the above websites in due course.

By order of the Board
Nimble Holdings Company Limited
Tan Bingzhao
Chairman

Hong Kong, 26 November 2021

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Tan Bingzhao and Mr. Deng Xiangping; and three independent non-executive Directors, namely, Dr. Lin Jinying, Dr. Lu Zhenghua and Dr. Ye Hengqing.