GTI HOLDINGS LIMITED
共享集團有限公司

(In Liquidation)

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 3344)

ANNUAL RESULTS ANNOUNCEMENT FOR THE EIGHTEEN MONTHS ENDED 30 JUNE 2021

The board of directors (the "**Directors**") of the Company (the "**Board**") announces the audited consolidated results of the Company and its subsidiaries (the "**Group**") for the eighteen months from 1 January 2020 to 30 June 2021 with comparative figures for the previous year as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the eighteen months ended 30 June 2021

	Notes	**For the eighteen months ended 30 June 2021** *HK$'000*	For the year ended 31 December 2019 *HK$'000*
Revenue	*4*	**643,426**	704,356
Cost of sales		**(627,790)**	(735,299)
Gross profit/(loss)		**15,636**	(30,943)
Interest income		**3,021**	647
Other income	*5*	**6,723**	4,977
Other gains and losses	*6*	**(115,655)**	(358,757)
Selling and distribution costs		**(3,065)**	(15,298)
Administrative expenses		**(139,737)**	(98,900)
Finance costs		**(364,177)**	(129,877)
Share of results of associates		**(624)**	(942)
Loss before tax		**(597,878)**	(629,093)
Income tax expense	*7*	**(4,486)**	(3,666)
Loss for the period/year	*8*	**(602,364)**	(632,759)

	Notes	For the eighteen months ended 30 June 2021 HK$'000	For the year ended 31 December 2019 HK$'000
Loss for the period/year	*8*	**(602,364)**	(632,759)
Other comprehensive loss			
Item that will not be reclassified to profit or loss:			
Fair value changes of equity investment at fair value through other comprehensive income		—	(5,412)
Items that may be reclassified to profit or loss:			
Exchange differences arising on translation of foreign operations		**11,219**	(199)
Share of foreign currency translation reserve of an associate		—	(393)
Reclassification of translation reserve to profit or loss upon disposal of foreign subsidiaries/associate		**103**	(9,776)
		11,322	(10,368)
Total comprehensive loss for the period/year		**(591,042)**	(648,539)
Loss for the period/year attributable to:			
Owners of the Company		**(595,709)**	(585,613)
Non-controlling interests		**(6,655)**	(47,146)
		(602,364)	(632,759)
Total comprehensive loss for the period/year attributable to:			
Owners of the Company		**(586,979)**	(601,247)
Non-controlling interests		**(4,063)**	(47,292)
		(591,042)	(648,539)
		HK cents	*HK cents*
Loss per share			
Basic and diluted	*10*	**(9.46)**	(9.40)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2021

	Notes	**30 June 2021** **HK$'000**	31 December 2019 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment		**68,434**	108,983
Right-of-use assets		**16,489**	13,031
Deposits paid for acquisition of land use right and property, plant and equipment		**13,317**	12,572
Goodwill		**1,582**	6
Intangible assets		**12,561**	18,353
Investments in associates		—	13,923
Derivative financial instruments		**12,969**	37,520
Trade and other receivables, deposits and prepayments		**5,000**	27,693
Total non-current assets		**130,352**	232,081
CURRENT ASSETS			
Inventories		**5,367**	3,408
Trade and other receivables, deposits and prepayments	*11*	**231,527**	203,395
Bank balances and cash		**22,988**	3,242
		259,882	210,045
Assets classified as held for sale		—	9,054
Total current assets		**259,882**	219,099
CURRENT LIABILITIES			
Trade and other payables	*12*	**204,174**	280,823
Contract liabilities		—	533
Taxation payable		**2,310**	9,526
Bank and other borrowings		**1,246,366**	425,414
Lease liabilities		**2,517**	2,618
Amount due to a related party		—	5,095
		1,455,367	724,009
Liabilities classified as held for sale		—	23,456
Total current liabilities		**1,455,367**	747,465
Net current liabilities		**(1,195,485)**	(528,366)
TOTAL ASSETS LESS CURRENT LIABILITIES		**(1,065,133)**	(296,285)

	Notes	**30 June 2021** *HK$'000*	31 December 2019 *HK$'000*
NON-CURRENT LIABILITIES			
Bank and other borrowings		**—**	186,141
Lease liabilities		**3,277**	1,285
Deferred tax liabilities		**7,303**	8,751
Total non-current liabilities		**10,580**	196,177
Net liabilities		**(1,075,713)**	(492,462)
Capital and reserves			
Share capital		**62,988**	62,988
Share premium and reserves		**(1,153,560)**	(569,528)
Deficit attributable to owners of the Company		**(1,090,572)**	(506,540)
Non-controlling interests		**14,859**	14,078
TOTAL DEFICIT		**(1,075,713)**	(492,462)

NOTES TO THE CONSOLIDATED FINANCIAL INFORMATION

For the eighteen months ended 30 June 2021

1. GENERAL INFORMATION

GTI Holdings Limited (In Liquidation) (the "**Company**") was incorporated in Cayman Islands under the Companies Law as an exempted company with limited liability on 9 June 2004 and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The addresses of its registered office and principal place of business are Cricket Square Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and Room 1101, 11/F., the Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong, respectively.

The consolidated financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "**Group**") are presented in Hong Kong dollars ("**HK$**") which is the same as the functional currency of the Company and all values are rounded to the nearest thousand unless otherwise stated.

On 13 November 2020, the Company announced to change the financial year end date of the Company from 31 December to 30 June. Accordingly, the current financial period will cover a period of eighteen months from 1 January 2020 to 30 June 2021 with the comparative audited financial period from 1 January 2019 to 31 December 2019.

2. BASIS OF PREPARATION

During the current financial period, the reporting period end date of the Group was changed from 31 December to 30 June because the directors of the Company determined that the change of financial year end date to 30 June will enable the Group to rationalise and mobilise its resources with higher efficiency for the preparation of results announcement as well as interim and annual reports. Accordingly, the consolidated financial statements for the current period cover the eighteen month period ended 30 June 2021. The corresponding comparative amounts shown for the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes cover a twelve-month period from 1 January 2019 to 31 December 2019 and therefore may not be comparable with amounts shown for the current period.

Appointment of provisional liquidators

In May 2020, the Company filed a winding up petition (the "**Petition**") together with an application for the appointment of joint provisional liquidators (the "**JPLs**") of the Company with the Grand Court of the Cayman Islands.

On 28 May 2020 (Cayman time), upon the hearing at the Grand Court of the Cayman Islands of the JPL Application, an order (the "**Order**") in favour of the Company was granted and Mr. Osman Mohammed Arab and Mr. Lai Wing Lun of RSM Corporate Advisory (Hong Kong) Limited, and Ms. Claire Marie Loebell of R&H Restructuring (Cayman) Ltd. were appointed as the JPLs (for restructuring purposes) on a light touch approach for restructuring purposes.

The Order provides that for so long as JPLs are appointed to the Company, no suit, action or other proceeding, including criminal proceedings, shall be proceeded with or commenced against the Company except with the leave of the Grand Court of the Cayman Islands and subject to such terms as the Grand Court of the Cayman Islands may impose.

The Order also provides that, for the avoidance of any doubt, no payment or disposition of the Company's property or any transfer of shares or any alteration in the status of the Company's members shall be made or effected without the direct or indirect approval of the JPLs but no such payment or other disposition or transfer of shares or alteration in the status of the Company's members made or effected by or with the authority or approval of the JPLs in carrying out their duties and functions and in the exercise of their powers under the Order shall be avoided by virtue of the provisions of section 99 of the Companies Law of the Cayman Islands.

Winding up order against the Company and appointment of Joint and Several Liquidators ("JSLs")

On 22 November 2021, the Company was ordered to be wound up by the High Court of The Hong Kong Special Administrative Region (the "**High Court**") under HCCW 51/2020 and the Official Receiver was appointed as the Provisional Liquidator of the Company.

On 20 January 2023, pursuant to an order granted by the High Court, Ms. CHUA Suk Lin, Ivy and Mr. LAU Kwok Hung, both of Crowe (HK) CPA Limited be appointed the JSLs of the Company with a Committee of Inspection.

Winding up order by the Grand Court of the Cayman Islands and appointment of Joint Official Liquidators ("JOLs")

On 22 February 2022, the Grand Court of the Cayman Islands ordered the Company be wound up and Messrs Osman Mohammed Arab and Lai Wing Lun, both of RSM Corporate Advisory (Hong Kong) Limited, and Mr Owen Walker of R&H Restructuring (Cayman) Ltd., were appointed as the JOLs of the Company with the power to act jointly and severally.

Resumption guidance

On 17 November 2021, the Company has been notified by the Stock Exchange of the following resumption guidance (the "**Resumption Guidance**") for the Company:

(i) publish all outstanding financial results required under the Listing Rules and address any audit modifications;

(ii) demonstrate its compliance with Rule 13.24; and

(iii) announce all material information for the Company's shareholders and investors to appraise the Company's position.

On 29 November 2021, the Company received another letter from the Stock Exchange, pursuant to which, the Stock Exchange imposes the following additional resumption guidance for the resumption of trading in the shares of the Company:

(iv) have the winding up order against the Company withdrawn or dismissed and liquidators (provisional or not) discharged.

Stock Exchange also stated in its letter dated 17 November 2021 that, under Rule 6.01A(1) of the Listing Rules, it may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expired on 3 April 2023 (the "Deadline"). Stock Exchange advised that if the Company fails to remedy the issues causing its suspension of trading in its shares, fully comply to Stock Exchange's satisfaction with the Listing Rules and resume trading in its shares by the Deadline, the Listing Department recommended that the Listing Committee proceed with the cancellation of the Company's listing.

Proposed restructuring of the Group

On 31 March 2023, the Company, the JSLs and Mega Yield Enterprise Development Limited (the "**Investors**") entered into a restructuring agreement (the "**Restructuring Agreement**") to implement a restructuring of the Company by regularizing the business of the Group through, inter alia, (i) implementation of a capital reorganization involving share consolidation and capital reduction; (ii) subscription of shares of the Company (the "**Shares**") to be issued by the Company to the Investors, (iii) disposal of excluded subsidiaries of the Group; and (iv) implementation of a creditors scheme (the "**Scheme**") with the creditors of the Company, which will fully and finally discharge all claims of the Company's creditors against the Company as at the effective date of the Scheme.

Going concern basis

The Group incurred a loss attributable to owners of the Company of approximately HK$595,709,000 for the eighteen months ended 30 June 2021 and as at 30 June 2021, the Group had net current liabilities and net liabilities of approximately HK$1,195,485,000 and approximately HK$1,075,713,000, respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The directors of the Company are of the opinion that the Group will have sufficient working capital to meet its financial liabilities as and when they fall due on the assumption that (i) the Group will be able to successfully complete the proposed restructuring of the Group; (ii) the Group will be able to raise fund to meet a level sufficient to finance the working capital requirements of the Group; (iii) the Group is actively implementing cost-control and cost saving measures to improve operating cash flows and its financial position, under which the directors of the Company believe that the performance of the Group will be significantly improved in the forthcoming year.

Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements on the going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements, to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

3. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the Amendments to References to the Conceptual Framework in IFRS Standards and the following amendments to IFRSs issued by International Accounting Standards Board (the "**IASB**") for the first time which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the financial statements:

Amendments to IAS 1 and IAS 8	Definition of Material
Amendments to IFRS 3	Definition of a Business
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform

Except as described below, the application of the Amendments to References to the Conceptual Framework in IFRS Standards and the amendments to IFRSs in the current year had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these financial statements.

Impacts on application of Amendments to IFRS 3 "Definition of a Business"

The Group has applied the amendments for the first time in the current year. The amendments clarify that while business usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

In addition, the amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis.

The amendments had no impact on the financial statements of the Group but may impact future periods should the Group make any acquisition.

New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17, including the October 2020 and February 2022 Amendments to IFRS17	Insurance Contracts[1]
Amendment to IFRS 16	Covid-19-Related Rent Concession[4]
Amendments to IFRS 16	Lease liability in a Sale and Leaseback[7]
Amendments to IFRS 3	Reference to the Conceptual Framework[2]
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2[5]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an investor and its Associate or Joint Venture[3]
Amendments to IAS 1	Classification of Liabilities as Current or Non-current[1]
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies[1]
Amendments to IAS 8	Definition of Accounting Estimates[1]
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a single Transaction[1]
Amendments to IAS 16	Property, Plant and Equipment – Proceeds before Intended Use[2]
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract[2]
Amendments to IFRSs	Annual Improvements to IFRSs 2018–2020[2]
Amendments to IFRS 16	Covid-19-Related Rent Concessions Beyond 30 June 2021[6]

1 Effective for annual periods beginning on or after 1 January 2023
2 Effective for annual periods beginning on or after 1 January 2022
3 Effective for annual periods beginning on or after a date to be determined
4 Effective for annual periods beginning on or after 1 June 2020
5 Effective for annual periods beginning on or after 1 January 2021
6 Effective for annual periods beginning on or after 1 April 2021
7 Effective for annual periods beginning on or after 1 January 2024

The directors of the Company anticipate that the application of all new and amendments to IFRSs, which are not yet effective, will have no material impact on the financial statements in the foreseeable future.

4. REVENUE AND SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the eighteen months ended 30 June 2021

	Production, sale and trading of textile products *HK$'000*	Trading of petroleum and chemical products *HK$'000*	RMB banknotes clearing up services and others *HK$'000*	Total *HK$'000*
Revenue	**31,992**	**576,764**	**34,670**	**643,426**
Segment loss	**(73,314)**	**(523)**	**(8,191)**	**(82,028)**
Unallocated expenses				**(109,669)**
Interest income				**3,021**
Other income				**6,723**
Other gains and losses				**(51,124)**
Finance costs				**(364,177)**
Share of results of associates				**(624)**
Loss before tax				**(597,878)**

For the year ended 31 December 2019

	Production, sale and trading of textile products *HK$'000*	Trading of petroleum and chemical products *HK$'000*	RMB banknotes clearing up services and others *HK$'000*	Provision of financial services *HK$'000*	Total *HK$'000*
Revenue	147,946	518,627	37,345	438	704,356
Segment (loss)/profit	(178,446)	(53,281)	145	(2,890)	(234,472)
Unallocated expenses					(104,330)
Interest income					647
Other income					4,977
Other gains and losses					(165,096)
Finance costs					(129,877)
Share of results of associates					(942)
Loss before tax					(629,093)

5. OTHER INCOME

	For the eighteen months ended 30 June 2021 ***HK$'000***	For the year ended 31 December 2019 *HK$'000*
Income from sales of scrap materials	**—**	425
Subsidy income	**1,234**	—
Sundry income	**5,489**	4,552
	6,723	4,977

During the current period, the Group recognised government grants of HK$1,234,000 (year ended 31 December 2019: nil) in respect of Covid-19-related subsidies in Hong Kong under Employment Support Scheme provided by the Hong Kong government.

6. OTHER GAINS AND LOSSES

	For the eighteen months ended 30 June 2021	For the year ended 31 December 2019
	HK$'000	*HK$'000*
Fair value (loss)/gain on derivative financial instruments	**(24,551)**	48,239
Loss on deconsolidation of subsidiaries	**(14,489)**	—
Gain/(loss) on disposal of subsidiaries	**6,517**	(7,982)
Net exchange (losses)/gains	**(3,119)**	755
Gain/(loss) on disposal/written off of property, plant and equipment	**(22)**	9
Impairment losses recognised in respect of property, plant and equipment	—	(42,406)
Impairment losses recognised on trade and other receivables, net	**(68,174)**	(153,315)
Impairment losses recognised on investments in associates	**(11,817)**	(160,813)
Impairment losses recognised on right-of-use assets	—	(2,598)
Impairment losses recognised on intangible assets	—	(4,080)
Impairment losses recognised on goodwill	—	(34,311)
Impairment loss on deposits paid for acquisition of land use right and property, plant and equipment	—	(5,230)
Gain on fair value changes on modification of other borrowings	—	5,031
Loss on disposal of investments at fair value through profit or loss	—	(723)
Loss on extinguishing financial liabilities with equity instruments	—	(1,333)
	(115,655)	(358,757)

7. INCOME TAX EXPENSE

	For the eighteen months ended 30 June 2021	For the year ended 31 December 2019
	HK$'000	*HK$'000*
Hong Kong Profits Tax:		
— Current tax	**–**	2,176
— Overprovision in prior years	**(99)**	–
People's Republic of China's Enterprise Income Tax:		
— Underprovision in prior years	**6,033**	–
	5,934	2,176
Deferred tax (credit) charge	**(1,448)**	1,490
	4,486	3,666

For the eighteen months ended 30 June 2021 and the year ended 31 December 2019, Hong Kong Profits Tax is calculated under two-tier profits tax system where the first HK$2 million of estimated assessable profits is taxed at a reduced rate of 8.25% and the remaining of estimated assessable profits is taxed at 16.5%.

Under the Law of the People Republic of China ("**PRC**") on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

Under the Law of the Cambodian Income Tax, the tax rate of the Cambodia subsidiaries is 20%.

The income tax expense for the period/year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	For the eighteen months ended 30 June 2021	For the year ended 31 December 2019
	HK$'000	*HK$'000*
Loss before tax	**(597,878)**	(629,093)
Taxation at the domestic income tax rate of 16.5%	**(98,650)**	(103,800)
Effect of different tax rates of subsidiaries	**(8,747)**	(3,117)
Tax effect of income not taxable for tax purpose	**(1,574)**	(107)
Tax effect of expense not deductible for tax purpose	**11,579**	56,842
Underprovision in prior years, net	**5,934**	–
Tax effect of tax losses not recognised	**95,944**	53,848
	4,486	3,666

8. LOSS FOR THE PERIOD/YEAR

The Group's loss for the period/year is arrived at after charging the following:

	For the eighteen months ended 30 June 2021	For the year ended 31 December 2019
	HK$'000	*HK$'000*
Auditor's remuneration	**2,523**	1,900
Directors' remuneration	**7,834**	5,509
Other staff costs	**33,961**	44,260
Retirement benefits scheme contribution	**327**	812
Cost of inventories sold	**627,790**	735,299
Write-down of inventories (included in cost of sales)	–	14,091
Depreciation of property, plant and equipment	**10,872**	24,696
Depreciation of right-of-use assets	**3,276**	5,671
Amortisation of intangible assets	**5,792**	3,877
Expenses related to short-term leases	**1,881**	1,016

9. DIVIDENDS

The Directors do not recommend the payment of any dividend for the eighteen months ended 30 June 2021 and the year ended 31 December 2019.

10. LOSS PER SHARE

The calculation of the basic loss per share for the eighteen months ended 30 June 2021 is based on the loss for the period attributable to the owners of the Company of approximately HK$595,709,000 (For the year ended 31 December 2019: HK$585,613,000) and on the weighted average number of approximately 6,298,816,000 shares in issue during the period (For the year ended 31 December 2019: 6,232,086,000 shares).

No diluted loss per share is presented as the Company had no potential ordinary shares outstanding during any time in both periods presented.

11. TRADE RECEIVABLES

Aged analysis of trade receivables, after allowance for doubtful debts, is presented based on the invoice dates at the end of the reporting period, which approximates the respective revenue recognition dates, is as follows:

	As at 30 June 2021	As at 31 December 2019
	HK$'000	*HK$'000*
0–30 days	**1,453**	5,295
31–60 days	**1,114**	2,449
61–90 days	**5,568**	3,317
91–120 days	**2,635**	1,156
121–180 days	**1,470**	2,203
181–365 days	**6,085**	12,639
Over 1 year	**41,314**	24,057
	59,639	51,116

12. TRADE PAYABLES

The following is an aged analysis of trade payables presented based on the invoice dates at the end of the reporting period:

	As at 30 June 2021	As at 31 December 2019
	HK$'000	*HK$'000*
0–60 days	**627**	9,133
61–90 days	**4,554**	560
Over 90 days	**50,750**	49,623
	55,931	59,316

EXTRACT FROM INDEPENDENT AUDITOR'S REPORT

The below sections set out an extract of the report by CCTH CPA Limited, the independent auditor of the Company, regarding the consolidated financial statements of the Group for the eighteen months ended 30 June 2021:

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of GTI Holdings Limited (In Liquidation) (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") which comprise the consolidated statement of financial position as at 30 June 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the period from 1 January 2020 to 30 June 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient and appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other aspects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for disclaimer opinion

1. ***Going Concern***

We draw attention to note 2 to the consolidated financial statements which mentions that the Group incurred a loss attributable to owners of the Company of approximately HK$595,709,000 for the eighteen months ended 30 June 2021 and as at 30 June 2021 the Company had net current liabilities and net liabilities of HK$1,195,485,000 and HK$1,075,713,000 respectively. This condition indicates a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the debt restructuring of the Group will be successfully completed and future funding available at a level sufficient to finance the working capital requirements of the Group. The consolidated financial statements do not include any adjustments that would result from the failure to obtain the financial support. We consider that the material uncertainty has been adequately disclosed in the consolidated financial statements. However, in view of the extent of the uncertainty relating to the availability of future funding, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

2. ***Impairment loss on investments in Cambodia Group***

In July 2020, administrator was appointed for the Group's major subsidiaries in Cambodia which were engaged in production, sale and trading of textile products. The directors of the Company considered that the control over four 100% owned subsidiaries, Dignity Knitter Limited, Great Honour Textile Factory Limited, Eco Base Factory Ltd and Chung Yick Textile Factory Limited (the "**Cambodia Group**") had been lost. Since then, the directors of the Company neither had control over the operating and financial activities, nor any access to the underlying accounting books and records of the Cambodia Group. The directors of the Company considered it appropriate to deconsolidate the results, assets, liabilities and cash flows of the Cambodia Group as from the date of which control was lost, In addition, the directors also considered it appropriate to recognise impairment loss on the investments in the Cambodia Group amounted to approximately HK$14,489,000 in profit or loss in respect of the current period in view that the Group is not likely to recover the investment, as disclosed in note to the consolidated financial statements.

We have not yet obtained sufficient appropriate audit evidence to satisfy ourselves as to whether the impairment loss on investments in of Cambodia Group of approximately HK$14,489,000 in profit or loss of the Group for the period from 1 January 2020 to 30 June 2021 have been accurately recorded and properly accounted for in the consolidated financial statements.

We have not yet obtained sufficient appropriate audit evidence to satisfy ourselves as to whether the income and expenses for the prior year ended 31 December 2019 and the assets and liabilities as at 31 December 2019, and the related disclosure notes in relation to Cambodia Group, as included in the comparative information presented in the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements.

We were also unable to obtain sufficient reliable evidence to satisfy ourselves as to whether the Group have any significant contingent liabilities and commitments as at 30 June 2021 and significant transactions or events which may have occurred from 1 January 2020 to the date of this auditor's report in respect of Cambodia Group that need to be adjusted for or disclosed in the consolidated financial statements.

3. Investments in associates

We were unable to obtain sufficient and appropriate audit evidence to satisfy ourselves as to (i) whether the share of results of associates of approximately HK$624,000 for the period from 1 January 2020 to 30 June 2021 was properly recorded; and (ii) whether the impairment losses recognised on investments in associates of approximately HK$11,817,000 in profit or loss of the Group for the eighteen months ended 30 June 2021 was properly recorded.

In addition, regarding the comparative information of investments in associates presented in the consolidated financial statements, we were unable to obtain sufficient and appropriate audit evidence to satisfy ourselves as to (i) the accuracy of carrying amount and the recoverability of the investment in an associate of approximately HK$11,937,000 as at 31 December 2019; (ii) whether the share of results of investment in an associate of approximately HK$500,000, the share of translation reserve of that associate of approximately HK$393,000 (Debit) for the prior year ended 31 December 2019 and the balance of translation reserve of that associate of approximately HK$393,000 (Debit) as at 31 December 2019 were properly recorded; and (iii) whether the impairment losses recognised on investment in an associate of approximately HK$160,813,000 was properly recorded for the prior year ended 31 December 2019.

Any adjustments to be made in respect of the above matters might have a significant consequential effect on the Group's consolidated financial performance and consolidated cash flows for the period from 1 January 2020 to 30 June 2021 and the prior year ended 31 December 2019 and the consolidated financial position of the Group as at 30 June 2021 and 31 December 2019, and the related disclosures thereof in the consolidated financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

Business review

GTI Holdings Limited (In Liquidation) (the "**Company**") was incorporated in the Cayman Islands under the Companies Law of the Cayman Islands as an exempted company with limited liabilities on 9 June 2004. The Company's shares were listed on the main board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The Company and its subsidiaries (the "**Group**") are principally engaged in sales and trading of textile products (including surgical masks), trading of petroleum and chemical products, RMB banknotes clearing up services and others.

The Group's consolidated revenue for the eighteen months ended 30 June 2021 decreased by 8.7% from approximately HK$704,356,000 for the year ended 31 December 2019 to approximately HK$643,426,000 for the eighteen months ended 30 June 2021, while the net loss for the period decreased to approximately HK$602,364,000 as compared to approximately HK$632,759,000 for the year ended 31 December 2019.

Textile business

During the eighteen months ended 30 June 2021, the revenue from the textile business was approximately HK$31,992,000. Compared to the year ended 31 December 2019, the revenue from the textile business dropped significantly by 78.4%. The overall segment loss from textile business improved from the loss of approximately HK$178,446,000 in last year to approximately HK$73,314,000 this period.

During the eighteen months ended 30 June 2021, the production in our Cambodia site was abandoned because operation of the factory was suspended under court orders of the Kandel Provisional Court in Cambodia (the "**Kandel Court**"). Based on the latest financial information, the net assets value of the Group's Cambodia group companies as at 31 December 2019 was approximately HK$16,464,000, including total assets and total liabilities of approximately HK$60,834,000 and HK$44,370,000, respectively, while the total claims against the operating subsidiaries (namely Eco Base Factory Limited and Dignity Knitter Limited) in Cambodia were approximately HK$34,008,000 (equivalent to approximately US$4,360,000), including certain outstanding employees' salaries, tax expenses, rental expenses and trade balances etc. With reference to the Court Orders issued from the Kandel Court and the Notices issued by the administrator in June 2020 and July 2020, respectively, insolvency proceedings were opened and the administrator was appointed for the operating subsidiaries in Cambodia. In accordance with the Articles of the General Provisions in Cambodia, the management and power over all debtor's assets shall vest in the administrator, as such, the Board considers that the financial information of the operating subsidiaries was deconsolidated from the consolidation financial statements of the Group during the eighteen months ended 30 June 2021 with loss on deconsolidation of subsidiaries of approximately HK$14,489,000 recorded under other gains and losses.

Due to the outbreak of COVID-19 (“**Outbreak**”) in the People’s Republic of China (the “**PRC**”) during the eighteen months ended 30 June 2021, the Group’s operation for the production and sale of yarn in the PRC has ceased.

Nevertheless, the Group had implemented the restructuring on and extension of the textile business by entering into the surgical mask industry through acquisition of Titok Investment Limited and Profit Fortune International Limited in September 2020 and April 2021 respectively, which has enriched the Group’s textile business and profile. Particularly, the Board considers that the synergy between the ordinary textile business and surgical mask business through sharing experience and resources can benefit the development and expansion of this business segment. In light of the latest market development and surging demand for personal protective equipment against COVID-19 pandemic and the Outbreak, the Board considers such investment would have great prospect.

Trading of petroleum and chemical products business

Trading of chemical products business was the major source of the revenue of the Group during the eighteen months ended 30 June 2021. Due to the unfavourable market condition and intensive oil price volatility during the period, the Group has implemented a risk averse approach in the trading of petroleum for the eighteen months ended 30 June 2021, with revenue increased slightly from approximately HK$518,627,000 for the year ended 31 December 2019 to approximately HK$576,764,000 for the eighteen months ended 30 June 2021. The trading of petroleum and chemical products business remains as the Group’s major source of revenue, representing over 89.6% of the Group’s total revenue for the eighteen months ended 30 June 2021.

RMB banknotes clearing up services business

Our Group’s subsidiary, Zhongcheng Huiyu Technology Services Company Limited, together with its subsidiaries (“**Zhongcheng Huiyu**”), were principally engaged in the provision of financial outsourcing services of RMB banknotes clearing up services in the PRC. We offer one-stop professional financial outsourcing services for the branches of the People’s Bank of China and its local commercial banks in the PRC. During the eighteen months ended 30 June 2021, the revenue from RMB banknotes clearing up services business was approximately HK$34,670,000, as compared to approximately HK$37,345,000 for year ended 31 December 2019, representing a drop in revenue of 7.2%. Affected by the drop in revenue, this segment resulted a loss of approximately HK$8,191,000 for the eighteen months ended 30 June 2021, compared to segment profit of approximately HK$145,000 for last year.

As disclosed in the Company’s announcement dated 29 January 2021, Mr. Hao Zhao (the “**Vendor**”) had provided profit guarantee in favour of the Group for the performance of Zhongcheng Huiyu in the years 2019, 2020 and 2021 and personal guarantee had been given by Mr. Hao Xiangbin (the “**Guarantor**”), executive director of the Company, to guarantee the performance of the obligations by the Vendor.

According to the audited financial statements of Zhongcheng Huiyu for the year ended 31 December 2019, the profit of Zhongcheng Huiyu for the year 2019 falls below the guaranteed profit and the Vendor shall compensate the Group in the amount of approximately RMB10,423,000. The non-fulfilment of the guaranteed profit in the year 2019 was mainly due to the winding up petition filed against the Company in the High Court in August 2019 which has seriously damaged the Group's image and stopped certain customers (mainly financial institutions in the PRC) to start new businesses with Zhongcheng Huiyu.

Considering that the business performance of Zhongcheng Huiyu was affected by the above unforeseeable event and further affected by the Outbreak, which are beyond the control of the Company, the Vendor and the Guarantor, the Group has entered into a conditional supplemental deed dated 29 January 2021 with the Vendor and the Guarantor to extend the profit guarantee period, pursuant to which the Vendor irrevocably warrants and guarantees to the Group that the audited consolidated net profit after tax of Zhongcheng Huiyu for the financial year ended 31 December 2019 and for the financial years ending 31 December 2021, 31 December 2022 and 31 December 2023 shall not be less than RMB23,000,000, RMB8,000,000, RMB30,000,000 and RMB36,000,000 (the "**New Guaranteed Profits**") respectively and the Guarantor has agreed to guarantee the performance of the obligations by the Vendor.

Prospects

Despite the uncertainties and challenges casted by the macroeconomic and political factors, during the period, the Board has reviewed the businesses of the Group with a view to improving the shareholders' returns, streamlining and strengthening the business operations.

On 28 May 2020, an order from the Grand Court of the Cayman Islands in favour of the Company was granted and the JPLs were appointed for restructuring purposes on a light touch approach. On 19 August 2020, the Company, Mega Yield Enterprise Development Limited and the JPLs entered into a funding agreement in relation to the provision of funding of HK$10 million to facilitate the preparation and implementation of the restructuring plan of the Company. A supplemental agreement to the funding agreement was made on 1 April 2021 to increase the funding amount from HK$10 million to HK$60 million. Despite the Company was wound up by the High Court and the Grand Court of the Cayman Islands on 22 November 2021 and 22 February 2022 respectively, the JSLs, JOLs and the Investor have reached two funding agreements on 27 March 2023 and 22 April 2022 respectively, to provide continue funding to the Group and seek for the restructuring of the Group's debt to fulfill the listing requirements and to stay the winding up orders against the Company. Details of the mentioned funding agreements are set out in the Company's announcements dated 19 August 2020, 1 April 2021, 30 March 2023 and 31 March 2023 respectively.

Despite of the hard hit of the Outbreak in early 2020, the Group managed to take advantage of this opportunity to bring much prospect of the textile industry by introducing the surgical mask business. During the COVID-19 pandemic, surgical masks are popularly worn by the general public to reduce the chance of spreading diseases to others, and to prevent from the breathing in germs. Also, since July 2021, the Group resumed its production and trading of garment products through lease of factories in the PRC in order to fulfill the criteria of resumption guidance imposed by the Stock Exchange. The Board will continue to seek business opportunity in order to increase the revenue for this segment.

During 2020 and 2021, the Group maintained its cautious and conservative approach on the trading of petroleum and chemical business in view of the uncertain economic conditions with the oil price volatility. However, the Directors consider the possibility on expansion of value-added services into the chemical business by assigning more resources in this segment, with a view to increase this segment's sales volume and gross margin in the long run. In addition, the management will continue to seek business opportunity to expand any sort of natural resources and energy related business in the future.

The management expects that the current situation in the RMB banknotes clearing up services business will gradually recover and improve once the Group's restructuring plan is concluded and the proposed scheme of arrangement between the Company and its creditors has been implemented.

Looking forward, the Group will need to continue to implement cautious approach on the development of the existing businesses and seek for better business opportunities to mitigate the impacts of the market's current volatility and to improve the performance of the Group so as to pursue a satisfactory return to our shareholders. The financial restructuring will further proceed subject to the supervision of the JSLs. The management of the Company will minimise all non-core assets and liabilities so that the Group will restore into a healthier financial position.

FINANCIAL REVIEW

Revenue

During the eighteen months ended 30 June 2021, the revenue of the Group decreased by approximately 8.7% from approximately HK$704,356,000 for the year ended 31 December 2019 to approximately HK$643,426,000.

For eighteen months ended 30 June 2021, the revenue from the textile business (including surgical masks) was approximately HK$31,992,000 which accounted for approximately 5.0% of the revenue of the Group owing to the fact that textile business had ceased its production of cotton and yarn since the closedown of the factory in the Cambodia site, and only the Anhui factory remains in operation. Nevertheless, revenue of approximately HK$28,800,000 was contributed from the newly introduced mask business.

The trading of petroleum and chemical products became the major contributor of revenue of the Group and it represented approximately over 89.6% of the Group's total revenue during the eighteen months ended 30 June 2021. The trading of petroleum and chemical products was mainly carried out in Hong Kong and the PRC during the eighteen months ended 30 June 2021.

During the eighteen months ended 30 June 2021, the revenue from RMB banknotes clearing up services business was approximately HK$34,670,000 and represented approximately 5.4% of the Group's total revenue.

Cost of sales and gross profit/loss margin

The cost of sales decreased by approximately 14.6% from approximately HK$735,299,000 in the year ended 31 December 2019 to approximately HK$627,790,000 during the eighteen months ended 30 June 2021. There had been a turnaround in gross profit of approximately HK$15,636,000 as compared to gross loss of approximately HK$30,943,000 in the year ended 31 December 2019, because of the contribution made by the newly acquired surgical mask industry.

Other gains and losses

During the eighteen months ended 30 June 2021, the other net losses of approximately HK$115,655,000 decreased as compared to approximately HK$358,757,000 for the year ended 31 December 2019. During the last year ended 31 December 2019, (i) the impairment losses were recognised on trade and other receivables of approximately HK$153,315,000, in which the impaired other receivables of approximately HK$100,182,000 mainly represented deposits paid for services and potential business opportunities and deposits paid to certain suppliers, given the long outstanding of those balances, the Board considered that the recoverability of those other receivables was remote, nevertheless, the management has implemented certain class of actions during the period at various status, including issuing demand notes, legal letters and further legal actions are/to be taken to recover the other receivables; (ii) the impairment losses of approximately HK$160,813,000 were recognised on investments in associates, Coulman International Limited and its group companies, which are principally engaged in natural gas business. To the best knowledge of the management, the Group's effective interest in the associates' operating companies was passively diluted from 24.3% to 6.1% through capital injection from other investor during the year ended 31 December 2019.

During the eighteen months ended 30 June 2021, the other net losses were mainly derived from the loss on deconsolidation of Cambodia operating subsidiaries approximately HK$14,489,000, the gain on disposal of subsidiaries of approximately HK$6,517,000, and further impairment loss was recognised on the investments in associates and other receivables of approximately HK$11,817,000 and HK$67,185,000 respectively. The interest in associate was fully impaired during the 2020 Second Interim and the subsidiary holding the associate was disposed of at HK$100,000 during the eighteen months ended 30 June 2021.

Selling and distribution costs

Selling and distribution costs mainly included transportation cost, accessories and packing expenses. During the eighteen months ended 30 June 2021, with the suspended operation in Cambodia, the Group's overall selling and distribution costs decreased significantly to approximately HK$3,065,000, representing approximately 0.5% of the Group's revenue.

Administrative expenses

Administrative expenses increased by approximately 41.3% to approximately HK$139,737,000 during the eighteen months ended 30 June 2021. It mainly consisted of staff costs which covered employees' salaries and welfare and directors' remuneration, depreciation and legal and professional fees. The increase in administrative expenses was mainly attributable to commission expenses for bonds renewal.

Finance costs

Finance costs mainly comprised interests on bank and other borrowings which increased to approximately HK$364,177,000 for the eighteen months ended 30 June 2021. The increase in finance costs of approximately HK$234,300,000 during the eighteen months ended 30 June 2021 was attributable to additional interest for bonds and bank and other borrowings recognised during the period, as bonds and bank and other borrowings recognised under amortised costs method in the year ended 31 December 2019 were adjusted to its outstanding principal plus accrued interest after the effect of the JPL appointed for restructuring purposes on 28 May 2020.

Borrowings

As at 30 June 2021, the Group had outstanding bank and other borrowings of approximately HK$1,246,366,000, including bonds payable and bank and other borrowings of approximately HK$657,354,000 and HK$568,891,000, respectively, was due within one year. The total bank and other borrowings increased by approximately HK$634,811,000 when comparing with the balance as at 31 December 2019 due to (i) the increase of bank and other borrowings of approximately HK$258,739,000 in order to support the working capital of the Group; and (ii) the increase in bonds payable of approximately HK$376,072,000, which was mainly attributable to new bonds, transfer of other payables, commission payable for bonds renewal and interest payables of approximately HK$28,164,000, HK$34,119,000, HK$49,636,000 and HK$277,282,000, respectively and the repayment of bonds payable amounting to HK$13,129,000.

Liquidity and financial resources

As at 30 June 2021, the Group's bank balances and cash increased from approximately HK$3,242,000 as at 31 December 2019 to approximately HK$22,988,000 as at 30 June 2021. The Group's total assets were approximately HK$390,234,000 as at 30 June 2021.

The Group will continue to focus on improving the net cash from operating activities and asset restructuring and to meet its funding requirements in its usual course of operation by improving profitability, procuring the disposal of non-core or idle assets and implementing tighter control over costs, working capital and capital expenditure.

The sales and purchases of the Group were denominated in Hong Kong dollars, US dollar and Renminbi. The Group will remain concerned about the fluctuations in exchange rate of foreign currencies such as US dollar and Renminbi. To mitigate the foreign currency risk, the Group will consider entering into appropriate hedging arrangements from time to time.

Capital commitments

The Group did not have any capital commitments as at 30 June 2021.

Dividend policy

The declaration of dividends is subject to the discretion of the Directors and is expected to take into account various factors such as the Group's financial results, shareholders' interests, general business conditions and strategies, the Group's capital requirements, contractual restrictions on the payment of dividends by the Company to its shareholders or by the Group's subsidiaries to the Company, taxation considerations, possible effects on the Group's creditworthiness, statutory and regulatory restrictions and any other factors as the Directors may deem relevant. Taking into account the accumulated losses of the Company, the Board of Directors of the Company does not recommend the payment of final dividend for the eighteen months ended 30 June 2021.

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

During the eighteen months ended 30 June 2021, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

DISCLOSURE OF CHANGES IN INFORMATION OF DIRECTOR

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in Directors' information since the date of the 2020 Second Interim Report are set out below:

Mr. Cheung Kiu Cho Vincent has resigned as a non-executive director, member of each of audit committee, remuneration committee and nomination committee of the Company with effect from 21 April 2021.

Mr. Ng Ka Lun has been appointed as a member of audit committee of the Company with effect from 21 April 2021.

CORPORATE GOVERNANCE

The Company is committed to the implementations of good corporate governance practices and procedures.

None of the directors of the Company (the "**Directors**") is aware of any information which would reasonably indicate that the Company is not, or was not in compliance with the code provisions as set out in the Corporate Governance Code (the "**Corporate Governance Code**") as set out in Appendix 14 to the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") during the eighteen months ended 30 June 2021, apart from an executive director located in the PRC did not attend the general meeting of the Company.

DIVIDENDS

The Board resolved not to declare any dividend for the eighteen months ended 30 June 2021 (year ended 31 December 2019: Nil) to the shareholders.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of the Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made to all Directors, and the Directors have confirmed that they have complied with all relevant requirements as set out in the Model Code for the eighteen months ended 30 June 2021.

EVENTS AFTER REPORTING DATE

Except for matters as set out in note 2 to this announcement, there were no material subsequent events after the eighteen months ended 30 June 2021 and up to the date of this announcement.

REVIEW OF THIS ANNUAL RESULTS ANNOUNCEMENT

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, and the related notes thereto for the eighteen months ended 30 June 2021 as set out in this announcement have been agreed by the Company's auditor, CCTH CPA Limited, to the amounts set out in the Group's consolidated financial statements for the eighteen months ended 30 June 2021. The work performed by CCTH CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by CCTH CPA Limited on this announcement.

PUBLICATION OF FINANCIAL INFORMATION

This results announcement is published on the website of the Stock Exchange (www.hkex.com.hk). The annual report will be despatched to the shareholders of the Company and available on the above website in due course.

AUDIT COMMITTEE

The primary responsibilities of the audit committee of the Company (the "**Audit Committee**") are to make recommendation to the Board on the appointment and removal of external auditors, review the financial statements and material advice in respect of financial reporting at least at half-year intervals, and oversee the risk management policies and internal control procedures of the Group constantly. The Audit Committee currently consists of three members, namely, Mr. Chan Shu Kin, Mr. Chung Lim Tung and Mr. Ng Ka Lun, all of whom are independent non-executive Directors. Mr. Chan Shu Kin currently serves as the chairman of the Audit Committee. The Audit Committee has reviewed with senior management of the Group, this announcement, the accounting principles and practices adopted by the Group and has discussed internal controls and financial reporting matters, including the review of Group's audited consolidated financial statements for the eighteen months ended 30 June 2021.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this announcement, the Company has maintained the prescribed public float of not less than 25% of the Company's issued shares as required under the Listing Rules for the eighteen months ended 30 June 2021.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Company's shares on The Stock Exchange of Hong Kong Limited was suspended from 9:00 a.m. on 4 October 2021 and will remain suspended until further notice. Shareholders and other investors are advised to exercise caution when dealing in the shares of the Company.

The Joint and Several Liquidators were only appointed on 20 January 2023 and with limited information in relation to the Group who are not in a position to confirm the completeness, existence and accuracy of the historical result of the Group. The Joint and Several Liquidators do not accept or assume responsibility for these audited consolidated financial statements for the 18 months ended 30 June 2021 for any purpose or to any person to whom these audited consolidated financial statements are shown or into whose hands they may come.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares of the Company.

By order of the Board
GTI Holdings Limited
(In Liquidation)
Tan Teng Hong
Executive Director

Hong Kong, 3 April 2023

According to the information available from the previous announcement made by the Company, immediately before the making of winding up order against the Company by the Court, the Board comprises (i) Mr. Ng Kwok Hung Perry, Mr. Hao Xiangbin and Mr. Tan Teng Hong as executive Directors; and (ii) Mr. Chan Shu Kin, Mr. Chung Lim Tung, Mr. Ng Ka Lun and Mr. Zhou Weijia (alias Zhou Yi) as independent non-executive Directors.

The affairs, business and property of the Company are being managed by the Joint and Several Liquidators who act as the agents of the Company only and are not subject to personal liability.