Gemilang International Limited
彭順國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6163)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 OCTOBER 2024

FINANCIAL HIGHLIGHTS

– Revenue increased to approximately US$22.96 million for the Year from approximately US$14.27 million for the year ended 31 October 2023. The increase was attributable to the increase in revenue of sales of bus bodies and kits and sales of parts and provision of relevant services.

– The Group recorded a loss of approximately US$1.03 million during the Year (2023: US$2.79 million). The loss for the Year was mainly attributable to net allowance for impairment loss on other receivables, which was partially offset by the increase in sales of bus bodies and kits and sales of parts and provision of relevant services, as compared with the year ended 31 October 2023.

– Basic and diluted loss per share for the Year was US 0.41 cent. (2023: US 1.11 cents).

ANNUAL RESULTS

The board (the "**Board**") of directors (the "**Director(s)**") of Gemilang International Limited (the "**Company**") is pleased to announce the audited consolidated financial results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 October 2024 (the "**Year**") with comparative figures for the year ended 31 October 2023. All amounts set out in this announcement are expressed in United States dollars ("**US$**") unless otherwise indicated.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 OCTOBER 2024

	Notes	**2024** *US$'000*	2023 *US$'000*
Revenue from contracts with customers	*5*	**22,956**	14,265
Cost of sales		**(18,751)**	(12,080)
Gross profit		**4,205**	2,185
Other income	*6*	**1,394**	1,772
Selling and distribution expenses		**(632)**	(335)
Net allowance for impairment losses on trade and other receivables		**(1,555)**	(1,382)
General and administrative expenses		**(3,173)**	(4,158)
Profit/(loss) from operations		**239**	(1,918)
Finance costs	*7(a)*	**(753)**	(966)
Loss before taxation	*7*	**(514)**	(2,884)
Income tax (expense)/credit	*8*	**(517)**	97
Loss for the year		**(1,031)**	(2,787)

	Notes	**2024** US$'000	2023 US$'000
Other comprehensive income/(loss) for the year			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of foreign operations		**1,240**	(3)
Total comprehensive income/(loss) for the year		**209**	(2,790)
Loss for the year attributable to:			
Owners of the Company		**(1,027)**	(2,787)
Non-controlling interests		**(4)**	–
		(1,031)	(2,787)
Total comprehensive income/(loss) for the year attributable to:			
Owners of the Company		**213**	(2,790)
Non-controlling interests		**(4)**	–
		209	(2,790)
Loss per share (US cent)	*10*		
– Basic		**(0.41)**	(1.11)
– Diluted		**(0.41)**	(1.11)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 OCTOBER 2024

	Notes	2024 US$'000	2023 US$'000
Non-current assets			
Property, plant and equipment		**6,478**	5,929
Intangible assets		**309**	284
Interest in a joint venture		**–**	–
Deposit paid for acquisition of a subsidiary	*11(b)*	**330**	330
Deferred tax assets		**–**	269
		7,117	6,812
Current assets			
Inventories		**14,980**	11,959
Trade receivables	*11(a)*	**5,041**	3,758
Deposits, prepayment and other receivables	*11(b)*	**4,362**	4,988
Tax recoverable		**361**	215
Financial assets at fair value through profit or loss ("**FVPL**")		**2,391**	1,867
Pledged bank deposits		**132**	521
Cash at banks and on hand		**659**	259
		27,926	23,567
Asset held for sale		**–**	3,773
		27,926	27,340
Current liabilities			
Trade and other payables	*12*	**6,772**	5,260
Contract liabilities	*13*	**3,903**	3,683
Bank loans and overdrafts		**6,670**	8,029
Lease liabilities		**35**	26
Convertible bonds	*14*	**3,586**	3,325
Provision for taxation		**16**	–
		20,982	20,323
Net current assets		**6,944**	7,017
Total assets less current liabilities		**14,061**	13,829

	Notes	**2024**	2023
		US$'000	*US$'000*
Non-current liabilities			
Lease liabilities		**68**	80
Deferred tax liabilities		**35**	–
		103	80
Net assets		**13,958**	13,749
Capital and reserves			
Share capital	*15*	**324**	324
Reserves		**13,663**	13,425
Total equity attributable to owners of the Company		**13,987**	13,749
Non-controlling interests		**(29)**	–
		13,958	13,749

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as an exempted company with limited liability. The Company's registered office is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business in Hong Kong is located at Room 1102, Tower 1, Even Gain Plaza, 88 Container Port Road, Kwai Chung, Hong Kong. The principal place of business in Malaysia is located at Ptd 42326 Jalan Seelong, Mukim Senai 81400 Senai, Johor, West Malaysia.

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") since 11 November 2016.

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION

The consolidated financial statements for the Year comprise the Company and its subsidiaries (together referred to as the "**Group**") and the Group's interest in a joint venture.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets are stated at their fair value:

— investment in equity securities; and

— derivative financial instruments.

Asset held for sale is stated at the lower of carrying amount and fair value less costs to sell.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The functional currency of the Company is Hong Kong dollars ("**HK$**") whereas the consolidated financial statements are presented in United States dollars ("**US$**"), rounded to the nearest thousand, unless otherwise stated, which the management of the Group considered is more appropriate for users of the consolidated financial statements.

The preparation of financial statements in conformity with Hong Kong Financial Reporting Standards ("**HKFRSs**") requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3. NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

Up to the date of this announcement, the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") has issued a number of amendments and new standards which are not yet effective for the Year and which have not been adopted in these consolidated financial statements. These developments include the following which may be relevant to the Group.

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and Related Amendments to Hong Kong Interpretation 5 and Non-current Liabilities with Covenants[1]
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback[1]
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements[1]
Amendments to HKAS 21	Lack of Exchangeability[2]
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[3]
Annual Improvements to HKFRS Accounting Standards – Volume 11	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7[3]
HKFRS 18	Presentation and Disclosure in Financial Statements[4]
HKFRS 19	Subsidiaries without Public Accountability: Disclosures[4]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[5]

1 Effective for annual periods beginning on or after 1 January 2024
2 Effective for annual periods beginning on or after 1 January 2025
3 Effective for annual periods beginning on or after 1 January 2026
4 Effective for annual periods beginning on or after 1 January 2027
5 Effective for annual periods beginning on or after a date to be determined

The Directors anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

4. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

The Group has applied the following new and amendments to HKFRSs issued by the HKICPA to these consolidated financial statements for the current accounting period for the first time:

HKFRS 17 and related amendments	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules

The application of the new and amendments to HKFRSs and guidance from HKICPA in the current year has 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 consolidated financial statements.

5. SEGMENT INFORMATION AND REVENUE

HKFRS 8 Operating Segments requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Board, being the chief operating decision maker (the "**CODM**"), for the purpose of allocating resources to segments and assessing their performance.

For management purposes, the Group is organised into business units based on their products and services and has four reportable operating segments as follows:

– Sales of bus bodies and kits – sales and fabrication of body work for buses and trading of body kits

– Sales of parts and provision of relevant services – dealing in spare parts for buses and provision of after-sales and maintenance services for buses

– Sales of program and related intellectual property ("**IP**") rights. No revenue had been generated during the Year

– Rental of motor vehicles – leasing motor vehicles

Segment profit/(loss) represents the profit/(loss) earned by each segment without allocation of head office and corporate expenses, other income and finance costs. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.

No segment assets and liabilities are presented as they were not regularly provided to the CODM for the purpose of resources allocation and performance assessment.

Information regarding the above segments is reported below.

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

For the year ended 31 October 2024

	Sales of bus bodies and kits *US$'000*	Sales of parts and provision of relevant services *US$'000*	Sales of program and related IP rights *US$'000*	Rental of motor vehicles *US$'000*	Total *US$'000*
Revenue from external customers recognised at a point in time	**18,428**	**4,416**	**–**	**112**	**22,956**
Reportable segment revenue	**18,428**	**4,416**	**–**	**112**	**22,956**
Reportable segment profit/ (loss)	**510**	**692**	**(1,553)**	**7**	**(344)**
Unallocated head office and corporate expenses:					
– Other expenses					**(811)**
Other income					**1,394**
Finance costs					**(753)**
Loss before taxation					**(514)**
Other segment information					
Depreciation	**341**	**–**	**–**	**14**	**355**
Net (reversal)/allowance for impairment losses on trade and other receivables	**(2)**	**4**	**1,553**	**–**	**1,555**
(Reversal) for writedown of inventories	**(296)**	**–**	**–**	**–**	**(296)**

For the year ended 31 October 2023

	Sales of bus bodies and kits *US$'000*	Sales of parts and provision of relevant services *US$'000*	Sales of program and related IP rights *US$'000*	Rental of motor vehicles *US$'000*	Total *US$'000*
Revenue from external customers recognised at a point in time	11,330	2,935	–	–	14,265
Reportable segment revenue	11,330	2,935	–	–	14,265
Reportable segment (loss)/ profit	(643)	284	(2,195)	–	(2,554)
Unallocated head office and corporate expenses:					
– Other expenses					(1,136)
Other income					1,772
Finance costs					(966)
Loss before taxation					(2,884)
Other segment information					
Depreciation	386	–	–	–	386
Net (reversal)/allowance for impairment losses on trade and other receivables	(798)	9	2,171	–	1,382
(Reversal) for writedown of inventories	(295)	–	–	–	(295)

Geographical information

The following tables set out information about the geographical location of the Group's revenue from external customers. The geographical location of the customers is based on the location at which the goods are delivered and services are provided.

	Revenue from external customers	
	2024	2023
	US$'000	*US$'000*
Malaysia (place of domicile)	**4,657**	2,703
Singapore	**5,821**	2,353
Australia	**4,264**	1,424
Hong Kong	**3,818**	5,426
New Zealand	**1,868**	1,092
United States of America	**1,981**	1,112
Others	**547**	155
	22,956	14,265

6. OTHER INCOME

	2024	2023
	US$'000	*US$'000*
Bank and other interest income	**195**	328
Total interest income on financial assets measured at amortised cost	**195**	328
Dividends from listed securities	**–**	1
Net foreign exchange gain	**118**	152
Gain on disposal of property, plant and equipment	**2**	–
Gain on disposal of land held for sale	**588**	–
(Loss)/gain on disposal of listed securities	**(17)**	10
Net gain on fair value change on financial assets at fair value through profit or loss ("**FVPL**")	**400**	1,198
Others	**108**	83
	1,394	1,772

7. LOSS BEFORE TAXATION

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

(a) Finance costs

	2024 *US$'000*	2023 *US$'000*
Interest on bank borrowings	**487**	718
Interest on lease liabilities	**5**	7
Imputed interest on convertible bonds	**261**	241
Total interest expenses on financial liabilities not at FVPL	**753**	966

(b) Staff costs (including Directors' emoluments)

	2024 *US$'000*	2023 *US$'000*
Salaries, wages and other benefits	**2,048**	2,357
Equity-settled share-based payment expenses	**–**	168
Contributions to defined contribution retirement plans	**188**	255
	2,236	2,780

(c) Other items

	2024 *US$'000*	2023 *US$'000*
Auditors' remuneration	**147**	145
Cost of inventories*	**18,751**	12,080
Depreciation		
– Owned property, plant and equipment	**326**	345
– Right-of-use assets	**29**	41
(Gain) on disposal of property, plant and equipment	**(2)**	–
(Gain) on disposal of land held for sale	**(588)**	–
Net allowance for impairment losses on trade and other receivables	**1,555**	1,382
Net foreign exchange (gain)	**(118)**	(152)
Loss/(gain) on disposal of listed securities	**17**	(10)
Net (gain) on fair value change on financial assets at FVPL	**(400)**	(1,198)
Expenses relating to short-term lease	**268**	163

* *Cost of inventories includes approximately US$862,000 (2023: approximately US$836,000) relating to staff costs and depreciation charges, which amount is also included in the respective total amounts disclosed separately above or in the note 7(b) for each of these types of expenses, and (reversal) of slow-moving inventory of approximately US$(296,000) (2023: reversal of approximately US$(295,000)).*

8. INCOME TAX (EXPENSE)/CREDIT

	2024	2023
	US$'000	*US$'000*
The income tax (expense)/credit comprises:		
Current tax:		
Singapore Income Tax	**(28)**	(47)
	(28)	(47)
Interest Withholding Tax	**(58)**	(47)
Real Property Gain Tax (note (iv))	**(142)**	–
Over/(under) provision in prior years:		
Malaysia Income Tax	**–**	39
Singapore Income Tax	**21**	–
	21	39
Deferred taxation	**(310)**	152
Income tax (expense)/credit for the year	**(517)**	97

(i) Hong Kong profits tax rate is 16.5% for the Year on the estimated assessable profits arising in Hong Kong except for the first HK$2 million of qualified group entity's assessable profits is calculated at 8.25% which is in accordance with the two-tiered profit tax rates regime. The Group is not subject to Hong Kong profits tax as it had no assessable profits for the years ended 31 October 2024 and 2023.

(ii) The People's Republic of China ("**PRC**") Enterprise Income Tax ("**EIT**") is at the rate of 25% for the Year (2023: 25%). The PRC subsidiaries are not subject to PRC EIT as they had no assessable profits for the years ended 31 October 2024 and 2023.

(iii) The domestic statutory tax rate of Malaysia and Singapore is 24% and 17% (2023: 24% and 17%) of the estimated assessable profits, respectively.

(iv) All gains arising from transfer of real estate property in Malaysia are subject to Real Property Gains Tax at rates ranging from 10% to 30% on the appreciation of the land value, being the proceeds on sales of properties less certain deductible expenditure.

9. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company (the "**Shareholders**") during the Year, nor has any dividend been proposed since the end of the reporting period (2023: nil).

10. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the consolidated loss attributable to equity Shareholders of approximately US$1,027,000 (2023: US$2,787,000) and the weighted average number of approximately 251,364,000 ordinary shares (2023: 251,364,000 ordinary shares) in issue during the year ended 31 October 2024. There is no issuance or cancellation of share during the years ended 31 October 2024 and 2023.

(b) Diluted loss per share

The basic and diluted loss per share for the years ended 31 October 2024 and 2023 were the same because the effect of the assumed conversion of all dilutive potential ordinary shares outstanding, including the conversion of the convertible bonds and the exercise of the outstanding share options, during the year was anti-dilutive.

11. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

(a) Trade receivables

	2024	2023
	US$'000	*US$'000*
Trade receivables	**5,511**	4,188
Less: allowance for impairment losses	**(470)**	(430)
Financial assets measured at amortised cost	**5,041**	3,758

Trade receivables are expected to be recovered within one year.

Ageing analysis of trade receivables

As at the end of each reporting period, the ageing analysis of trade receivables based on the invoice date and net of loss allowance, is as follows:

	2024	2023
	US$'000	*US$'000*
Within 30 days	**3,925**	2,443
31 to 90 days	**369**	911
Over 90 days	**747**	404
	5,041	3,758

Trade receivables are generally due within 30 days from the date of billing.

(b) Deposits, prepayments and other receivables

	2024	2023
	US$'000	*US$'000*
Deposits	**413**	392
Prepayments	**3,912**	3,465
Other receivables*	**4,091**	3,632
Less: allowance for impairment losses	**(3,724)**	(2,171)
	4,692	5,318
Less: non-current portion		
Deposit paid for acquisition of a subsidiary**	**(330)**	(330)
	4,362	4,988

The amount of deposits, prepayments and other receivables as at 31 October 2024, are expected to be recovered or recognised as assets or expenses within one year.

Notes:

* *Included in other receivables was an amount of approximately US$3,724,000 (2023: US$3,530,000) in relation to the return of certain inventories under the sales of program and related IP rights segment, for which the refund was eligible pursuant to the terms and conditions under the sales and purchase agreement with the supplier. At the end of the reporting period, the directors of the Company considered that there was an increase in credit risk given that the outstanding receivables was past due and the recoverability is uncertain. Accordingly, an allowance for impairment loss of approximately US$3,724,000 was recognised against the balance as at 31 October 2024 (2023: US$2,171,000).*

** *Deposit paid for acquisition of a subsidiary*

*On 27 October 2022, Gemilang Limited (the "**Purchaser**"), a direct wholly-owned subsidiary of the Company, and Mr. Pang Chong Yong ("**Mr. CY Pang**") (who is the chairman, the chief executive officer, the executive Director and a controlling Shareholder) and Mr. Pang Jun Kang ("**Mr. JK Pang**", together with Mr. CY Pang, the "**Vendors**")) (who is the son of Mr. CY Pang and the brother of Mr. Pang Jun Jie, an executive Director), entered into a conditional share sale agreement, pursuant to which the Vendors have conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the entire issued share capital of GML Premier Sdn. Bhd. (the "**Target Company**") and the advances owing to the Vendors by the Target Company, for an aggregate consideration of RM2,591,244 (equivalent to approximately US$550,000). RM1,554,746 (equivalent to approximately US$330,000), being the deposit and part payment towards account of the consideration, had been paid by the Purchaser to the Vendors upon the execution of the conditional share sale agreement.*

On 19 October 2023, the Purchaser and the Vendors have mutually agreed to extend the conditional period, which was initially 12 months from the date of the agreement for a further period of six (6) months, i.e. to the 26 April 2024, as additional time is required for the parties to obtain approvals from relevant authorities in Malaysia on the change of the category of land use and transfer of shares.

On 19 April 2024, the Purchaser and the Vendors have mutually agreed to further extend the conditional period for a period of six (6) months to 26 October 2024. On 16 October 2024, the Vendors and the Purchaser have mutually agreed to further extend the conditional period for a period of nine (9) months to 26 July 2025.

For further details of the above acquisition, please refer to the announcements of the Company dated 27 October 2022, 19 October 2023, 19 April 2024 and 16 October 2024.

12. TRADE AND OTHER PAYABLES

	2024	2023
	US$'000	*US$'000*
Trade payables	**5,676**	3,704
Other payables and accruals	**1,096**	1,252
Deposits received	**–**	304
	6,772	5,260

Ageing analysis of trade payables

As at the end of each reporting period, the ageing analysis of trade payables based on the invoice date is as follows:

	2024	2023
	US$'000	*US$'000*
Within 30 days	**2,284**	1,321
31 to 90 days	**2,056**	767
Over 90 days	**1,336**	1,616
	5,676	3,704

All of the trade and other payables are expected to be settled within one year or are repayable on demand.

13. CONTRACT LIABILITIES

	2024	2023
	US$'000	*US$'000*
Deposits received from customers	**3,903**	3,683

14. CONVERTIBLE BONDS

On 28 February 2022, the Company issued convertible bonds with an aggregate principal amount of HK$25,000,000 (equivalent to approximately US$3,222,000) (the "**Convertible Bonds**") pursuant to the subscription agreement dated 14 December 2021 (the "**Subscription Agreement**") and entered into between the Company and a subscriber (the "**Subscriber**"), which is an independent third party to the Company.

The Convertible Bonds entitle the holders thereof to convert them into ordinary shares of the Company at any time between the date of issue and the date of maturity. The initial conversion price is HK$1.00 (subject to adjustments) per conversion share (the "**Conversion Price**") under the terms and conditions of the Subscription Agreement. The Convertible Bonds shall bear an interest from (and including) the date of issue at the rate of 4.25% per annum on the outstanding principal amount of the Convertible Bonds.

The Convertible Bonds will mature on the day falling on the second anniversary of the issue of the Convertible Bonds (the "**Initial Maturity Date**"). In the event that any of the Convertible Bonds remain unconverted and outstanding on the date falling one (1) month prior to the Initial Maturity Date, the Company may serve a written notice (the "**Written Notice**") on the holder or holders in whose name the Convertible Bonds is registered in the register in relation to the Convertible Bonds (the "**Bondholder(s)**") at least fourteen (14) days prior to the Initial Maturity Date to extend the maturity date of such Convertible Bonds which remain unconverted and outstanding at the Initial Maturity Date to the day falling on the third anniversary of the issue of the Convertible Bonds (the "**Extended Maturity Date**"). In February 2024, the Company had served the Written Notice to the Bondholder to extend the maturity date to the Extended Maturity Date.

Subject to the terms of the conditions endorsed on the Convertible Bonds, the Company has the absolute right to require the Bondholder(s) to mandatorily convert any Convertible Bonds remaining outstanding at the Initial Maturity Date (in case of the Initial Maturity Date be extended, would be the Extended Maturity Date) into conversion shares at the then applicable Conversion Price.

For further details on the issue of the Convertible Bonds, please refer to the announcements of the Company dated 14 December 2021 and 28 February 2022. The gross proceeds and net proceeds (after deducting all the relevant costs and expenses) from the issue of the Convertible Bonds shall be approximately HK$25,000,000 (equivalent to US$3,222,000) and approximately HK$24,837,000 (equivalent to US$3,201,000), respectively.

The Convertible Bonds have three components – (i) a liability component, representing the principal amount, (ii) a derivative financial instruments, representing the extension right and the mandatory conversion option held by the issuer, and (iii) an equity component, representing the equity conversion feature.

At initial recognition, the liability component of the Convertible Bonds is measured as the present value of the future interest and principal payments, discounted at the market rate for equivalent non-convertible bonds that do not have a conversion option. The derivatives of the Convertible Bonds, which are early redemption and mandatory conversion options held by the Company, are measured at fair value and presented as derivative financial instruments in current assets. The equity component was the residual amount after deducting the liability and derivative components from the gross consideration received for the Convertible Bonds.

The effective interest rate of the liability component is 7.79%.

The Convertible Bonds have been split as follows:

	Liability component	Derivative financial instruments	Equity component	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*
As at 1 November 2022	3,084	(669)	1,031	3,446
Fair value change	–	(1,198)	–	(1,198)
Imputed interest for the year ended 31 October 2023	241	–	–	241
As at 31 October 2023 and 1 November 2023	3,325	(1,867)	1,031	2,489
Fair value change	–	(409)	–	(409)
Imputed interest for the Year	261	–	–	261
As at 31 October 2024	3,586	(2,276)	1,031	2,341

Binomial tree method is used for valuation of the derivatives financial instruments of the Convertible Bonds.

15. SHARE CAPITAL

Ordinary shares of HK$0.01 each

Authorised:

	No. of shares	Amount
		US$'000
At 1 November 2022, 31 October 2023, 1 November 2023 and 31 October 2024	2,000,000,000	2,581

Issued and fully paid:

	No. of shares	Amount
		US$'000
At 31 October 2023, 1 November 2023 and 31 October 2024	251,364,000	324

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

The Group designs and manufactures bus bodies and assembles buses. The Group divides its target markets into two segments, namely core markets which comprise Singapore and Malaysia, and developing markets which comprise all other markets to where the Group exports its products, including Australia, New Zealand, Hong Kong and the United States of America (the "**USA**"). The Group's buses, comprising city buses and coaches in aluminium, mainly serve public and private bus transportation operators in its target markets.

The Group's products mainly include single deck, double deck and articulated city buses, as well as single deck, double deck and high deck coaches.

The Group sells its products to public and private bus transportation operators, chassis principals and their purchasing agents, bus assemblers and manufacturers in two categories: (i) in the form of bus bodies (SKDs[3] and CKDs[2]) for their local assembly and onward sales; and (ii) buses (CBUs[1]).

Apart from manufacturing bus bodies and assembling buses, the Group also provides after-sales services in maintenance of bus bodies and sales of related spare parts. During the Year, the Group has also leased motor vehicles to the customers.

During the Year, 100% of the Group's revenue derived from the sales of aluminium buses and bus bodies (including coaches) in the sales of bus bodies and kits segment. The demand in aluminium buses and bus bodies will continue to be the major business drive as using aluminium as materials meets environmental standards. Aluminium is likely the preferred material for buses, in particular electric buses, due to its lighter weight which results in better energy efficiency.

The Group delivered a total of 128 units of buses (CBUs[1]) and 49 units of CKDs[2] to its customers during the Year.

Notes:

[1] CBU: *completely built up, means a fully completed bus ready for immediate operation*

[2] CKD: *completely knocked down, means completely knocked down parts and components for the side, front, rear and extended chassis frames, and roof*

[3] SKD: *semi knocked down parts, where only constructed side, front, rear and extended chassis frames, and roof are provided and the frames and roof are not joined to each other*

The following tables set out information about the geographical location of the Group's revenue from external customers, for its two major segments, namely, sales of bus bodies, kits and sales of parts and provision of relevant services, respectively.

Sales of bus bodies and kits segment

	Revenue from external customers For the year ended 31 October	
	2024	2023
	US$'000	*US$'000*
Malaysia (place of domicile)	**4,430**	2,581
Australia	**4,067**	1,351
Hong Kong	**3,759**	5,219
Singapore	**2,279**	–
USA	**1,789**	979
New Zealand	**1,562**	1,090
Others	**542**	110
	18,428	11,330

The sales of bus bodies and kits segment is the major source of income for the Group, with the sales of whole buses as the major product of the Group contributing approximately 80% of revenue for the Year (2023: 79%). The revenue generated from this segment amounted to approximately US$18.43 million during the Year, representing an increase of approximately US$7.10 million or 62.6% as compared with approximately US$11.33 million for the year ended 31 October 2023. The increase in revenue in this segment was mainly attributable to the increase in revenue from the sale of CBUs to customers in Australia, Malaysia and Singapore during the Year as compared to the year ended 31 October 2023.

During the Year, the Group delivered a total of 17 units of electric buses to its customers in Australia and recognised revenue of approximately US$4.07 million for the Year, resulting in an increase in revenue from Australia market in this segment of approximately US$2.72 million or 201.0% as compared to approximately US$1.35 million for the year ended 31 October 2023.

The revenue from Singapore market in this segment was approximately US$2.28 million during the Year, where no revenue was recognised from Singapore market in this segment during the year ended 31 October 2023. During the Year, the Group delivered 23 units of CBUs and 1 unit of CKD to its customers in Singapore.

The increase in revenue from Malaysia market in this segment was approximately US$1.85 million or 71.6%, from approximately US$2.58 million for the year ended 31 October 2023 to approximately US$4.43 million for the Year. The increase was mainly attributable to the increase in the number of buses and coaches delivered to Malaysia customers from 14 units for the year ended 31 October 2023 to 23 units for the Year.

The decrease in revenue from Hong Kong market in this segment during the Year as compared to the year ended 31 October 2023 had partially set off the increase in revenue from other markets. The decrease was approximately US$1.46 million or 28.0%, from approximately US$5.22 million for the year ended 31 October 2023 to approximately US$3.76 million for the Year. The decrease was mainly attributable to the decrease in the number of CBUs delivered to Hong Kong customers from 64 units for the year ended 31 October 2023 to 31 units for the Year.

Sales of parts and provision of relevant services segment

	Revenue from external customers For the year ended 31 October	
	2024	2023
	US$'000	*US$'000*
Malaysia (place of domicile)	**115**	122
Singapore	**3,542**	2,353
New Zealand	**306**	2
Australia	**197**	73
USA	**192**	133
Hong Kong	**59**	207
Others	**5**	45
	4,416	2,935

The segment of sales of parts and provision of relevant services is the Group's secondary source of income, the revenue of which is mainly generated from providing after-sales service and sales of parts to the Group's customers. The revenue generated from sales of parts and provision of relevant services segment amounted to approximately US$4.42 million during the Year, representing an increase of approximately US$1.48 million or 50.5% as compared with approximately US$2.94 million for the year ended 31 October 2023.

Rental income from motor vehicles

During the Year, the Group had leased the motor vans to customers in Malaysia and recorded revenue of approximately US$0.11 million (2023: nil).

OPERATING RESULTS AND FINANCIAL REVIEW

Revenue

The Group's revenue was principally generated from the assembly and sales of aluminium buses and the manufacture of bus bodies. The Group generated revenue of approximately US$22.96 million and US$14.27 million for the years ended 31 October 2024 and 2023, respectively. The increase in revenue was mainly attributable to the increase in revenue from sales of bus bodies and kits during the Year as compared to the year ended 31 October 2023.

By product category

The Group derives its revenue mainly from the assembly and sales of aluminium buses (CBUs) and the manufacture of bus bodies in the form of SKDs or CKDs. The following table sets out the revenue from different product segments:

	For the year ended 31 October			
	2024		2023	
	US$'000	***%***	*US$'000*	*%*
Bus (CBU)				
– City Bus	**16,360**	**71.3**	9,522	66.8
– Coach	**173**	**0.8**	496	3.4
Bus Body (CKD)				
– City Bus	**1,895**	**8.3**	1,312	9.2
Maintenance and after-sales service	**4,416**	**19.2**	2,935	20.6
Rental income from motor vehicles	**112**	**0.4**	–	–
Total	**22,956**	**100.0**	14,265	100.0

Gross profit

The Group's gross profit was approximately US$4.21 million and US$2.19 million for the years ended 31 October 2024 and 2023, respectively. The Group's gross profit margin was approximately 18.3% and 15.3% for the years ended 31 October 2024 and 2023, respectively. The increase of gross profit margin for the Year was mainly due to a completed electric vehicle ("**EV**") order to Australia customers during the Year. The Group had also recorded a higher gross profit ratio as compared to average gross profit ratio for other projects. The higher gross profit ratio for these EVs was mainly due to the bus model sold to Australia during the Year.

Selling and distribution expenses

The Group's selling and distribution expenses primarily include advertising and promotion expenses, logistic expenses, commission expenses as well as travelling expenses for sales personnel. The Group's selling and distribution expenses increased by approximately US$0.30 million or 88.7% from approximately US$0.34 million for the year ended 31 October 2023 to approximately US$0.63 million for the Year. The increase was mainly due to the increase in carriage outwards expenses which was in line with the increase of the revenue for the Year.

Net allowance for impairment losses on trade and other receivables

During the Year, the Group recognised approximately US$1.56 million of net allowance for impairment losses on trade and other receivables (2023: US$1.38 million).

The net allowance for impairment losses on other receivables was attributable to one of the Group's other receivables arising from the return of certain inventories under the sales of program and related intellectual property rights segment. As at 31 October 2024, the Group assessed the outstanding receivable of approximately US$3.72 million (the "**Receivable**") to be credit impaired due to default in payment and had engaged an independent professional valuer (the "**Valuer**") to conduct a valuation (the "**Valuation**") to assess its expected credit loss ("**ECL**") as at 31 October 2024, and approximately US$1.55 million (2023: US$2.17 million) of allowance for impairment losses on other receivables was recognised during the Year. The Valuation was performed in accordance with HKFRS 9 to estimate the ECL of the Receivable.

Given that the nature of the Receivable is other receivable, the Valuer has adopted general approach to perform the Valuation. The probability-weighted loss default ("**PLD**") model is adopted in the Valuation. The PLD model is considered to be the standard ECL formula which is straightforward and a commonly applied methodology of general approach.

The key assumptions of the Valuation included: (i) there will be no material change in the political, legal, fiscal, technological, market and economic conditions that will materially affect the operation of the Group and the Receivable; and (ii) the interest rates and exchange rates will not differ materially from those of present or expected.

There is no subsequent change in the valuation approach and methodology from that previously adopted for the Receivable.

The PLD model involves the following four key parameters (i.e. inputs):

(i) Probability of default ("**PD**");

(ii) Loss given default ("**LGD**");

(iii) Exposure at default ("**EAD**"); and

(iv) Discount factor ("**DF**").

In this model, the total ECL is derived by summing up the ECL of all the expected default events within a specific period. The total ECL for each possible event is calculated as the product of the four parameters above, through the formula shown below:

ECL = DF x PD x LGD x EAD

The Valuer has assessed the credit risk of the debtor and determined its relevant stage and credit rating so as to apply the parameters pertinently.

EAD represents the value that the Group is exposed to when the debtor defaults. In this case, the EAD equals to the gross carrying amount of the Receivable as there is no collateral value.

PD is the likelihood of the debtor defaults (failure to meet repayment or debt obligations) during a particular period of time. The PD is determined to be 100% since the default event has occurred (i.e. credit risk: stage 3). Macroeconomic factors (i.e. GDP) have also been taken into account in determining the forward-looking adjustment factor (FLA) by regression model.

LGD is the percentage of contractual claims that would be lost if the debtor defaults. It is calculated as (1 – recovery rate). The Valuer estimated the recovery rate to be 0.00% (2023: 38.50%) based on lack of development of the collection of the Receivable during the Year.

DF is the factor that needs to be multiplied in order to convert future cash flows into the present value as at the valuation date. The Valuer estimated the DF to be 1.00 because the credit risk of the Receivable is considered to be in stage 3. The primary concern in stage 3 is to estimate the extent of loss. The focus is on determining the impaired value of the Receivable, which reflects the amount that the Group expects to recover.

For net allowance for impairment losses on trade receivables, the Group had recognised approximately US$2,000 of net reversal for impairment losses on trade receivables during the Year.

General and administrative expenses

The Group's general and administrative expenses mainly comprised staff costs as well as legal and professional fees. Staff costs mainly represent the salary and staff benefits paid to the Group's management and staff who were not directly involved in the production.

General and administrative expenses decreased by approximately US$0.99 million or 23.7% from approximately US$4.16 million for the year ended 31 October 2023 to approximately US$3.17 million for the Year. The decrease was mainly attributable to the decrease in remuneration of management staff during the Year as compared to the year ended 31 October 2023.

Income tax (expense)/credit

The Group recorded an income tax expense of approximately US$0.52 million for the Year, as compared with an income tax credit of approximately US$0.10 million recorded for the year ended 31 October 2023. The income tax expense for the Year was mainly attributable to the (i) real property gain tax in Malaysia arising from the disposal of the Property (as defined below); (ii) the provision of income tax for the subsidiary in Singapore; and (iii) the temporary tax difference arose from the unutilised foreign exchange difference and the reversal of the provision for the slow-moving inventory provision recognised in previous years.

Significant investments held

During the Year, there was no significant investment held by the Group.

Future plans for material investments and capital assets

The Group did not have other plans for material investments and capital assets.

Material acquisitions and disposals of subsidiaries, associates, joint ventures and assets

On 18 August 2023, Gemilang Coachwork Sdn. Bhd. ("**Gemilang Coachwork**"), being an indirect wholly-owned subsidiary of the Company, as vendor, and Super Choice Sdn. Bhd. ("**Super Choice**"), as purchaser entered into a sale and purchase agreement (the "**Sale and Purchase Agreement**"), pursuant to which Gemilang Coachwork has conditionally agreed to sell, and Super Choice has conditionally agreed to purchase, the freehold vacant industrial land situated at GM 79 Lot 250, Mukim of Senai, District of Kulai, State of Johor, Malaysia with an area of approximately 3.3437 hectares (equivalent to approximately 359,912 square feet) (the "**Property**") for a total consideration of RM20,688,000 (the "**Purchase Price**", equivalent to approximately US$4,456,000[#]) (the "**Disposal**"). A deposit of RM2,068,800 (equivalent to approximately US$446,000[#]), being the earnest deposit of RM206,880 (equivalent to approximately US$45,000[#]), and the balance deposit of RM1,861,920 (equivalent to approximately US$401,000[#]) was paid upon execution of the Sale and Purchase Agreement to the Gemilang Coachwork's solicitors as stakeholder. At the extraordinary general meeting of the Company held on 13 October 2023, the ordinary resolution approving the Disposal was duly passed by way of poll and the Sale and Purchase Agreement has become unconditional on 17 October 2023 (the "**Unconditional Date**"). The completion of the Disposal took place on 14 February 2024.

For further details, please refer to the announcements of the Company dated 18 August 2023, 13 October 2023 and 16 February 2024 and the circular of the Company dated 27 September 2023 (the "**Circular**") in relation to, among other matters, the Disposal.

Exchange rate applied as at the date of the Sale and Purchase Agreement: RM1.00 = US$0.2154

Save as disclosed above, there was no material acquisition or disposal of subsidiaries, associates and joint ventures by the Group during the Year.

Pledge of assets

As at 31 October 2024, bank deposits of approximately US$0.13 million (2023: approximately US$0.52 million) as disclosed in the consolidated statement of financial position have been pledged to banks as security for banking facilities granted to the Group. The net book value of the following assets which were pledged to banks to secure certain banking facilities granted to the Group is as follows:

	2024	2023
	US$'000	*US$'000*
Freehold land	**1,760**	1,618
Buildings	**3,812**	3,548
Assets held for sale	**–**	3,773
Financial assets at FVPL	**115**	–
	5,687	8,939

Contingent liabilities

As at 31 October 2024, the Group had the following contingent liabilities:

	2024	2023
	US$'000	*US$'000*
Performance bonds for contracts in favour of customers	**26**	603

The above performance bonds were given by banks in favour of some of the Group's customers as security for the due performance and observance of the Group's obligations under the contracts entered into between the Group and its customers. If the Group fails to provide satisfactory performance to its customers to whom performance bonds have been given, such customers may demand the banks to pay to them the sum or sums stipulated under such demand. The Group will then become liable to compensate such banks accordingly. The performance bonds will be released upon the completion of the contract work for the relevant customers.

Capital commitments

Significant capital expenditure contracted at the end of the reporting period but not recognised as liabilities is as follows:

	2024	2023
	US$'000	*US$'000*
Contracted but not provided for:		
– Investment in a joint venture *(note (i))*	**211**	206
– Acquisition of a subsidiary *(note (ii))*	**237**	218
	448	424

*(i) During the year ended 31 October 2019, 順鋁(上海)汽車科技有限公司 (“**順鋁(上海)**”), an indirectly wholly-owned subsidiary of the Company, entered into a joint venture agreement (the “**JV agreement**”) with 上海北斗新能源有限公司 (“**Beidou**”) pursuant to which both companies agreed to establish a joint venture company, 上海北鋁汽車科技有限公司 (the “**JV Company**”). Pursuant to the JV agreement, the amount of registered capital of the JV Company shall be RMB3,000,000 while 順鋁(上海) and Beidou shall each account for a capital contribution of RMB1,500,000. As at 31 October 2024, the Group has not contributed any capital into the JV Company.*

*(ii) On 27 October 2022, Gemilang Limited (the “**Purchaser**”), being direct wholly-owned subsidiary of the Company, and Mr. Pang Chong Yong (“**Mr. CY Pang**”) and Mr. Pang Jun Kang (“**Mr. JK Pang**”, together with Mr. CY Pang, the “**Vendors**”), entered into a conditional share sale agreement (the “**Conditional Share Sale Agreement**”), pursuant to which the Vendors have conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the entire issued share capital of GML Premier Sdn. Bhd. (the “**Target Company**”) and the sums of money advanced to and expended by the Vendors for the Target Company which are due and owing to the Vendors by the Target Company, for an aggregate consideration of RM2,591,244 (equivalent to approximately US$550,000^). RM1,554,746 (equivalent to approximately US$330,000^), being the deposit and part payment towards account of the consideration, had been paid by the Purchaser to the Vendors upon the execution of the Conditional Share Sale Agreement.*

On 19 October 2023, the Purchaser and the Vendors have mutually agreed to extend conditional period, which was initially 12 months from the date of the Conditional Share Sale Agreement, i.e. 26 October 2023, for to a further period of six (6) months, i.e. to 26 April 2024, as additional time is required for the parties to obtain approvals from relevant authorities in Malaysia on the change of the category of land use and transfer of shares.

On 19 April 2024, the Purchaser and the Vendors have mutually agreed to further extend the conditional period for a period of six (6) months to 26 October 2024. On 16 October 2024, the Vendors and the Purchaser have mutually agreed to further extend the conditional period for a period of nine (9) months to 26 July 2025.

For further details of the Conditional Share Sale Agreement, please refer to the announcements of the Company dated 27 October 2022, 19 October 2023, 19 April 2024 and 16 October 2024.

^ *Exchange rate applied as at the date of the Conditional Share Sale Agreement: RM1.00 = US$0.2122*

PROSPECTS

The Group's objective is to become one of the leading bus manufacturing solution providers in Asia. The Group believes the Asia market has a lot of growth potential as countries continue to urbanise with a growing population and bus is a convenient and cost efficient form of public transportation that can be implemented in many areas. The Group believes that it is well positioned and equipped with the technological capability to capture this opportunity.

The following highlights the Group's key development strategies:

The Group plans to capture the rising demand of body solutions for electric buses in the Asia Pacific Region

The general demand for EV including buses is in an increasing trend and the Group continues to use its best endeavour to explore further of venturing or gaining more exposure in the Asia Pacific region with Malaysia and Singapore as its core markets. The Greater China's bus market and industry remains the largest in the world and the Group will also be focusing more on promoting lightweight aluminium bus body solutions for electric buses as well as strengthening relationships with chassis principals and partners in the region.

The Group plans to expand its manufacturing capacity and continue to invest in product development

The Group will continue to upgrade and improve its production capacity and efficiency. This can be achieved through building new facilities and enhancing the automation of its existing manufacturing facility. The expansion of the Group's production capacity and efficiency is essential for catering the rising demand of body solutions for electric-powered commercial vehicles (including but not limited to buses and coaches). The Group will also continuously endeavour in research and development to further improve the lightweight body solutions as well as the overall environmental friendliness of its products.

The Group will further enhance its strategic partnership with chassis principals

The Group has always been maintaining close collaborations with its chassis principals. The Group's long-standing relationship with them is a key factor behind the success of its business.

The Group will continue to co-design and jointly bid for projects with its chassis principals. In order to further enhance the Group's strategic partnership with its chassis principals, the Group intends to implement the following measures:

- develop new markets with the Group's chassis principals;
- develop new EV models with the Group's chassis principals;
- share its bus production technology and know-how in improving production efficiency; and
- leverage its market position to help the Group's chassis principals to enter new markets.

The Group will expand its market footprint in the USA and Australia

The USA and Australian governments have been promoting the use of EV, and there was a significant increase in revenue contribution from these two regions in recent years respectively. In order to further broaden the Group's exposure, the Group is working closely with business partners from the regions to increase its market shares. The Group also believes that it is in better position to promote its products by collaborating with its business partners, especially in Australia while the Group is present in those major cities where it has been delivering its buses to since 1999. The Group will continue to working closely with its business partners through regular discussions to produce buses that meet the Federal Motor Vehicle Safety Standard for the USA market and the Australian Design Rules for the Australia market. In terms of after-sales support, the Group seeks to provide round the clock after-sales services to the bus transportation operators by working closely with its business partners. Furthermore, the Group is working on the expansion of its after-sales services and the size of its marketing team which will enable the Group to be more responsive to after-sales requests from its customers and to establish better relationships with its customers through gathering feedbacks on its products. During the Year, the Group has recorded the increase in revenue from the USA and Australia as compared to the corresponding period last year and the Group will continue to put its best effort to maintain the revenue growth in these markets.

The Group will further diversify its product portfolio

The Group's current product portfolio mainly comprises of city bus and coach, including both electric and diesel powered. It is the Group's plan to expand its product range to cater for a broader market. As more countries are transitioning to EV, the Group will be exploring the markets and continue to design and manufacture suitable bodies that can be assembled on different EV chassis based on the demand from different regions. Through the Group's development efforts, the Group intends to develop bodies with lighter materials to further reduce the weight of the vehicle, so as to improve battery efficiency and performance. In addition, its body-kit solutions are versatile and friendly to those countries that are promoting localisation with local manufacturing activities. The Group's relentless efforts to invest in developing new products for new markets outside Asia have successfully helped the Group open doors to new markets such as the USA. The Group will continue to innovate and expand its portfolio to reach out to more new markets.

The Group will continue to identify and explore other business opportunities with an aim to diversifying its earnings base

The Group will explore suitable locations near its headquarter for expansion of its business and evaluate different business opportunities to broaden the Group's existing earnings base, enhance its profitability and offer better returns to the Shareholders.

EVENT AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Company or by the Group after 31 October 2024 and up to the date of this announcement.

DIVIDENDS

The Board does not recommend the payment of any final dividend for the Year (for the year ended 31 October 2023: Nil).

ANNUAL GENERAL MEETING

The forthcoming annual general meeting is scheduled to be held on Friday, 14 March 2025. The notice of annual general meeting will be published on both the website of the Stock Exchange (***www.hkexnews.hk***) and the website of the Company (***www.gml.com.my***) and despatched to the Shareholders (if requested).

CLOSURES OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming annual general meeting of the Company which will be held on Friday, 14 March 2025, the register of members of the Company will be closed from Tuesday, 11 March 2025 to Friday, 14 March 2025, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 10 March 2025.

FOREIGN CURRENCY RISK

The Group undertakes certain transactions denominated in foreign currencies, mainly in US dollars, Euros, Hong Kong dollars and Singaporean dollars, hence exposure to exchange rate fluctuations arises. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure closely in order to keep the net exposure to an acceptable level. The Group will consider hedging significant foreign currency exposure should the need arises.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 October 2024, the aggregate sum of the Group's bank balances and cash net of bank overdrafts, and short-term pledged bank deposits amounted to approximately US$(1.54) million, representing an increase of approximately US$0.62 million as compared with approximately US$(2.16) million as at 31 October 2023. The net current assets and total equity of the Group were approximately US$6.94 million (2023: approximately US$7.02 million) and approximately US$13.96 million (2023: approximately US$13.75 million), respectively. As at 31 October 2024, the Group's bank borrowings and bank overdrafts amounted to approximately US$6.67 million (2023: approximately US$8.03 million).

As at 31 October 2024, the Group's gearing ratio, which is computed based on dividing the total outstanding indebtedness by the total equity, was approximately 69% (2023: approximately 81%).

The Group monitors capital using, *inter alia*, a gearing ratio which is net debt divided by total equity. Net debt includes bank overdrafts, interest-bearing bank borrowings, convertible bonds and lease liabilities, less cash and bank balances. The gearing ratios as at 31 October 2024 and 2023 are as follows:

	2024	2023
	US$'000	*US$'000*
Lease liabilities	**103**	106
Bank borrowings	**4,342**	5,094
Bank overdrafts	**2,328**	2,935
Convertible bonds	**3,586**	3,325
	10,359	11,460
Less: Cash and bank balances	**659**	259
Net debt	**9,700**	11,201
Total equity	**13,958**	13,749
Gearing ratio	**69%**	81%

CAPITAL STRUCTURE

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for the Shareholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to the Shareholders, return capital to the Shareholders, or sell assets to reduce debt. No changes in the objective, policies or processes for managing capital were made in the Year.

The Board reviews the capital structure on a regular basis. As part of the review, the Board considers the cost of capital and the risks associated with each class of capital. Based on recommendation of the management, the Group will balance its overall capital structure through the payment or non-payment of dividends as well as issue of new debt or the redemption of the debt.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 October 2024, the total number of full-time employees of the Group was 256 (2023: 270). The Group recruits, employs, remunerates and promotes its employees based on their qualifications, experience, skills, performance and contributions. Remuneration is offered with reference to market rates. Salary and/or promotion review is conducted upon performance appraisal by the management on a regular basis. Discretionary year-end bonus and share options, if applicable, are granted to eligible employees, taking into account the Group's performance and individual's contribution. Ample in-house orientation and on-the-job training are arranged for the employees all year round. Employees are always encouraged to attend job-related seminars, courses and programs organised by professional or educational institutions, in Malaysia, Hong Kong or other jurisdictions.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

It is the belief of the Board that good corporate governance plays a vital part in maintaining the success of the Company. The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value accountability. The Company has adopted and complied with the applicable code provisions of the Corporate Governance Code (the "**CG Code**") set out in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), save and except for code provision C.2.1 of the CG Code throughout the Year. The Board will continue to review and enhance its corporate governance practice of the Company to ensure compliance with the CG Code and align with the latest developments.

Pursuant to the code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Accordingly, the appointment of Mr. Pang Chong Yong, being the chief executive officer (the "**CEO**") and the chairman (the "**Chairman**") of the Company, deviates from the relevant code provision.

The Board believes that vesting the roles of both the Chairman and the CEO in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board also considers that this arrangement will not impair the balance of power and authority as a majority of the Board members are represented by the independent non-executive Directors, who offer different independent perspectives. In addition, the Board meets regularly to consider major matters affecting the operations of the Group and all Directors are properly and promptly briefed on such matters with adequate, complete and reliable information. Therefore, the Board is of the view that the balance of power and safeguards in place are adequate. The Board would review and monitor the situation on a regular basis, and it would ensure that the present structure would not impair the balance of power in the Group.

USE OF PROCEEDS FROM GLOBAL OFFERING

The net proceeds of the global offering received by the Company were approximately HK$68.06 million (equivalent to approximately US$8.77 million), after deduction of related listing expenses, of which approximately HK$15 million of the total amount of fees and expenses in connection with the global offering has been paid from the proceeds of the pre-IPO investments.

Uses of net proceeds	**Planned amount as stated in the Prospectus[1]** *US$ million*	**Actual amount utilised up to 31 October 2024** *US$ million*	**Actual balance as at 31 October 2024** *US$ million*
Construction of the new facility in Senai, Malaysia	4.70	4.70	–
Upgrading and acquiring machines	0.89	0.89	–
Repayment of bank loans	2.39	2.39	–
Working capital	0.79	0.79	–
Total	8.77	8.77	–

(1) *The planned amount as stated in the Prospectus (as defined below) was further adjusted as disclosed in the announcement of the Company dated 10 November 2016 after the offer price being fixed at HK$1.28.*

Such utilisation of the net proceeds was in accordance with the proposed allocations as set out in the section headed "Future Plans and Use of Proceeds" in the Company's prospectus dated 31 October 2016 (the "**Prospectus**"). The unutilised portion of the net proceeds were deposited in the Group's banks in Hong Kong and Malaysia and is intended to be utilised in the manner consistent with the proposed allocation as set forth in the Prospectus.

USE OF PROCEEDS FROM CONVERTIBLE BONDS

On 14 December 2021, the Company entered into a subscription agreement (the "**Subscription Agreement**") with the Ms. Kan Suk Ping (the "**Subscriber**"), who is an independent third party to the Group, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue convertible bonds (the "**Convertible Bonds**") in the principal amount of HK$25,000,000 (equivalent to approximately US$3,222,000) of which a maximum number of 25,000,000 shares will be allotted and issued upon full conversion of the Convertible Bonds.

The initial conversion price is HK$1.00 (subject to adjustments) per conversion share under the terms and conditions of the Subscription Agreement, representing a premium of approximately 35.14% over the closing price of HK$0.740 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement. The Convertible Bonds shall bear an interest from (and including) the date of issue at the rate of 4.25% per annum on the outstanding principal amount of the Convertible Bonds. Details of the terms and conditions of the Subscription Agreement are set out in the Company's announcement dated 14 December 2021.

The Directors consider that the raising of funds by the issue of the Convertible Bonds is justifiable taking into account the market conditions which represent an opportunity for the Group to strengthen its capital base and financial position. The Directors also consider that the issue of Convertible Bonds is an appropriate means of raising additional capital since the conversion price of HK$1.00 per conversion share is at a premium to the market price of HK$0.740 per share as at the date of the Subscription Agreement, which was arrived at after arm's length negotiations between the Company and the Subscriber. The Directors (including the independent non-executive Directors) consider that the terms of the Subscription Agreement, the terms and conditions endorsed on the Convertible Bonds and the transactions contemplated thereunder, including the conversion price, are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The gross proceeds and net proceeds (after deducting all the relevant costs and expenses) from the issue of the Convertible Bonds were approximately HK$25,000,000 and approximately HK$24,837,000, respectively, representing a net issue price of approximately HK$0.993 per conversion share. The Company intended to use such net proceeds for development of the existing business of the Group and for working capital purposes of the Group. The issue of the Convertible Bonds was completed on 28 February 2022.

The Group had utilised the entire net proceeds from the issue of the Convertible Bonds for development of the existing business of the Group and for working capital purposes of the Group during the year ended 31 October 2022 according to the intentions previously disclosed in the announcements of the Company dated 14 December 2021 and 28 February 2022.

USE OF PROCEEDS FROM DISPOSAL OF INDUSTRIAL LAND

On 18 August 2023, Gemilang Coachwork as vendor, and Super Choice, as purchaser entered into the Sale and Purchase Agreement, pursuant to which Gemilang Coachwork has conditionally agreed to sell, and Super Choice has conditionally agreed to purchase the Property for a total consideration of RM20,688,000 (equivalent to approximately US$4,456,000#). For further details of the Disposal, please refer to the announcements of the Company dated 18 August 2023, 13 October 2023 and 16 February 2024 and the Circular.

Completion of the Disposal took place on 14 February 2024 and net proceeds from the Disposal was approximately RM19,742,000 (equivalent to approximately US$4,252,000#). As disclosed in the Circular, the Company intended to apply the net proceeds from the Disposal in the following manner:

(i) approximately RM12,512,000 (equivalent to approximately US$2,695,000#), representing approximately 63% of the net proceeds from the Disposal shall be utilised for settlement of the bank borrowings, which Gemilang Coachwork financed for the purchase of the Property; and

(ii) approximately RM7,230,000 (equivalent to approximately US$1,557,000#), representing approximately 37% of the net proceeds from the Disposal shall be utilised for the general working capital of the Group.

As at 31 October 2024, the Group had fully utilised the net proceeds from the Disposal in the following manner: (i) approximately RM12,960,000 (equivalent to approximately US$2,791,000#) for the settlement of the bank borrowings; and (ii) approximately RM6,782,000 (equivalent to approximately US$1,461,000#) for the general working capital of the Group.

Exchange rate applied at the date of the Sale and Purchase Agreement for the Property: RM1.00 = US$0.2154, is shown for illustrative purpose only

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules on terms no less exacting than the required standard set out in the Model Code as its code of conduct regarding securities transactions by Directors.

Having made specific enquiry of all Directors, they confirmed that they had complied with the required standard set out in the Model Code regarding securities transactions by Directors throughout the Year.

The Company has also established written guidelines no less exacting than the Model Code (the "**Employees Written Guidelines**") for securities transactions by employees who are likely to be in possession of inside information of the Company.

No incident of non-compliance with the Employees Written Guidelines by the employees was noted by the Company during the Year.

AUDIT COMMITTEE

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process, risk management and internal control system. As at the date of this announcement, the audit committee comprises the three independent non-executive Directors with Mr. Huan Yean San as the Chairman. Other members are Mr. Andrew Ling Yew Chung and Ms. Kwok Yuen Lam Sophia. The audit committee of the Company has met the external auditors of the Company, Crowe (HK) CPA Limited ("**Crowe**"), and reviewed the accounting principles and practices adopted by the Company and the consolidated financial statements of the Group for the Year.

REVIEW OF PRELIMINARY RESULTS ANNOUNCEMENT BY INDEPENDENT AUDITORS

The figures in respect of the preliminary results announcement of the Group for the Year have been agreed by the Group's auditors, Crowe, to the amounts set out in the Group's audited consolidated financial statements for the Year. The work performed by Crowe 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 HKICPA and consequently no assurance has been expressed by Crowe on the preliminary results announcement.

PUBLICATION OF ANNUAL RESULTS ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

This announcement is published on the websites of the Stock Exchange (***www.hkexnews.hk***) and that of the Company (***www.gml.com.my***). The annual report of the Group for the Year containing all the information required by the Listing Rules will be despatched to the Shareholders (if requested) and published on the websites of the Stock Exchange and the Company in due course.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to extend our gratitude to the Group's management and staff who dedicated their endless efforts and devoted services, and to our shareholders, suppliers, clients and bankers for their continuous support.

By order of the Board
Gemilang International Limited
Pang Chong Yong
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 17 January 2025

As at the date of this announcement, the Board comprises (i) Mr. Pang Chong Yong (Chairman and Chief Executive Officer), Mr. Pang Jun Jie and Mr. Yik Wai Peng as executive Directors; and (ii) Mr. Huan Yean San, Mr. Andrew Ling Yew Chung and Ms. Kwok Yuen Lam Sophia as independent non-executive Directors.