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漢國置業有限公司

Hon Kwok Land Investment Company, Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 160)

2022-23 INTERIM RESULTS ANNOUNCEMENT

FINANCIAL RESULTS

For the six months ended 30 September 2022, the Group's unaudited consolidated revenue was HK\$629 million (2021: HK\$608 million) with a net profit attributable to shareholders of HK\$114 million (2021: HK\$122 million). Excluding the effect of fair value gains on investment properties (net of deferred taxation) of HK\$11 million (2021: losses of HK\$19 million), the underlying net profit attributable to shareholders would be HK\$103 million for the six months ended 30 September 2022 (2021: HK\$141 million). The slight increase in revenue was mainly attributable to more property units being delivered to customers and recognised as revenue during the current period. The decline in the underlying profit was due to the drop in profit margins from property sales and the effect of a one-off gain on disposal amounting to HK\$25 million recorded in last reporting period arising from the sale of a property in the Mainland.

Basic earnings per share was HK\$0.16 (2021: HK\$0.17). As at 30 September 2022, the shareholders' equity amounted to HK\$11,377 million (as at 31 March 2022: HK\$12,264 million) and net assets per share attributable to shareholders was HK\$15.79 (as at 31 March 2022: HK\$17.02). The decrease in shareholders' equity at period end was primarily from the exchange differences arising from the depreciation of Renminbi-denominated net assets with the effect being partially offset by the net profit attributable to shareholders recorded during the period.

INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2022 (2021: Nil).

BUSINESS REVIEW

(i) Property Development

For the six months ended 30 September 2022, the property development segment revenue was HK\$394 million compared with HK\$377 million in 2021. Segment profit before taxation was HK\$173 million compared with HK\$213 million in 2021. The revenue and profit for the period were derived from sales of completed properties from Metropolitan Oasis in Nanhai, Foshan. The slight increase in revenue was mainly attributable to more property units delivered to customers during the current period. The profit margin generated under the highly competitive property market was slim, resulting in a lower profit contribution.

The Group's property development projects located in Mainland China are made up of (i) Metropolitan Oasis, the Group's wholly-owned project in the Da Li District of Nanhai; (ii) 45-107 Beijing Nan Road, the Group's wholly-owned project in the Yue Xiu District of Guangzhou and (iii) Enterprise Square in the Nanshan District of Shenzhen in which the Group owns a 20% interest.

Metropolitan Oasis, with a total gross floor area of approximately 273,000 square meters, was developed in three phases. The final phase of the development project was completed in December 2020. For the six months ended 30 September 2022, the Group recorded revenue of HK\$394 million (2021: HK\$377 million) from the properties sales recognised during the period. As at 30 September 2022, the contracted property sales but not yet booked amounted to RMB293 million, and is expected to be recognised from the second half of 2022/2023 onwards. Meanwhile, the management continued to launch the remaining property units amid the gloomy property market.

Our development site at 45-107 Beijing Nan Road, Yue Xiu District, with an aggregated gross floor area of approximately 77,000 square meters, is located in close proximity to the Beijing Road Pedestrian Street and the Pearl River. It is designated for mixed-use development, including a commercial/residential building and a commercial/office building. The development site is adjacent to the Group's former projects, namely No. 5 Residence and Ganghui Dasha. Upon completion, these three developments will form a large-scale mixed-use complex accommodating office, residential and retail components along Beijing Road. The residential portion of the project will be developed as quality residences for sale whereas the office portion will be held for rental and long-term investment purpose. Superstructure works were substantially completed and the residential units were scheduled to launch for pre-sale in the next financial year.

Enterprise Square, of which the Group owns a 20% interest, situated at Qiaoxiang Road North, Nanshan District, has a total gross floor area of approximately 224,500 square meters. This mixed-use commercial complex comprises office towers, a residential apartment tower and a shopping mall. Apart from an office tower and the shopping mall that are held for leasing purposes, the other office towers and a portion of residential apartment units were sold in prior years. During the six months ended 30 September 2022, the project recognised revenue of RMB200 million (2021: RMB273 million), net profit attributable to the Group in respect of its interest in Enterprise Square, including the change in fair value of the investment properties, amounting to HK\$17 million (2021: HK\$22 million). As at 30 September 2022, the contracted property sales of the residential apartment units but not yet booked amounted to RMB80 million.

(ii) Property Investment

For the six months ended 30 September 2022, the property investment segment revenue was HK\$212 million compared with HK\$212 million posted for the same period in 2021. Segment profit before taxation was HK\$138 million compared with HK\$86 million in 2021. Excluding the change in fair value of investment properties, segment profit before taxation was HK\$133 million compared with HK\$127 million in 2021. Notwithstanding the difficult business conditions under the impact of pandemic, the Group's investment properties continued to maintain satisfactory occupancy.

Property Investment – Hong Kong

The property investment segment with a variety of properties, covers office, hotel property and data centre, generated stable rental income. The Group's completed investment property portfolio in Hong Kong with an aggregate gross floor area of approximately 474,000 square feet is comprised of (i) Hon Kwok Jordan Centre, a commercial/office building at Hillwood Road, Tsim Sha Tsui; (ii) The Bauhinia, a hotel cum serviced apartment property at Connaught Road Central and Des Voeux Road Central; (iii) The Bauhinia Hotel (TST), a hotel property at Observatory Court, Tsim Sha Tsui; and (iv) Digital Realty Kin Chuen (HKG11), the data centre at Kin Chuen Street, Kwai Chung. Our office property and hotel properties maintained stable occupancy while our data centre was fully let at satisfactory rental levels. The property portfolio of our four Hong Kong properties achieved an average occupancy of 86% for the six months ended 30 September 2022 (2021: 85%).

The management continues to take opportunities to enhance the financial performance of our property portfolio through asset enhancement initiatives. For our Bauhinia (Central), we have started the revamp project to rebrand it to a luxury lifestyle serviced apartment and hotel property. The design and planning works are underway and the refurbishment and interior fitting-out works of the building will commence next year. Upon completion, the renewed Bauhinia with its premium location will enable the property to gain competitive edge in the industry.

Property Investment – Mainland China

The Group's completed investment property portfolio in Mainland China with an aggregate gross floor area of approximately 446,000 square meters is comprised of (i) Hon Kwok City Commercial Centre, a commercial/office building at the Fu Tian District of Shenzhen, (ii) City Square/The Bauhinia Hotel (Shenzhen), a commercial podium comprising shops and hotel rooms at the Luo Hu District of Shenzhen, (iii) City Suites, serviced apartment units atop of City Square at the Luo Hu District of Shenzhen, (iv) Ganghui Dasha, a commercial/office building at the Yue Xiu District of Guangzhou, (v) Chongqing Hon Kwok Centre, a twin-tower office building atop of a commercial podium at the Bei Bu Xin Qu of Chongqing and (vi) Chongqing Jinshan Shangye Zhongxin, an office tower and a hotel/office tower each with a commercial podium at the Bei Bu Xin Qu of Chongqing. The property portfolio achieved an average occupancy of 74% for the six months ended 30 September 2022 (2021: 67%).

The occupancy of Hon Kwok City Commercial Centre, the Grade A office building situated in the core area of Fu Tian District, Shenzhen, grew steadily. In the first quarter of 2022, the Mainland saw sporadic outbreak of COVID cases. To contain the pandemic, the government introduced board travel restrictions and lockdown measures, severely dampening the retail rental market. To support our retail tenants, rental relief was granted to certain tenants on discretionary basis. For the six months ended 30 September 2022, the average occupancy rate of the retail portion was 92%, whereas the offices space was 57% leased. Overall average occupancy rate grew to 63%.

Property Investment – Valuation

The Group's investment property portfolio was measured on a fair value basis, valued at HK\$14,346 million as at 30 September 2022 (as at 31 March 2022: HK\$15,309 million), including the Mainland China portfolio of HK\$9,232 million and Hong Kong portfolio of HK\$5,114 million. Taking into account the additions to investment properties and the exchange differences arising from the depreciation of Renminbi during the period, the increase in fair value (net of deferred taxation) was HK\$11 million (2021: decrease of HK\$19 million). In general, our Group's Hong Kong property portfolio exhibited a revaluation gain due to asset enhancement as well as the improved market sentiment after the relaxation of restrictive measures, whilst its Mainland China property portfolio showed a slight revaluation loss, as the market sentiment remained weak due to the restrictive measures and intermittent lockdown policies.

(iii) Property, carpark management and others

During the period under review, the property, carpark management and others segment revenue was HK\$23 million compared with HK\$19 million in the same period of 2021. The revenue generated from the property and carpark management business remained stable. To support carpark operators, the government granted rental concessions to operators managing public carparks, substantially reduced our operating costs, resulting in segment profit before taxation of HK\$7.0 million compared with HK\$6.4 million in 2021. As at 30 September 2022, the Group managed 23 carparks (31 March 2022: 23 carparks) with approximately 2,050 parking spaces (as at 31 March 2022: 2,050 parking spaces).

OUTLOOK

The global economy is facing multiple challenges in 2022. Overall, these challenges are putting downward pressure on an already sluggish economy.

Major economies are in the middle of interest-rate hiking cycles, in particular, the US Federal Reserve continues to adopt an aggressive plan to combat surging inflation through tightening the money supply in the economy. Moreover, the ongoing wars in the Ukraine, as well as the heated geopolitical back-biting between the China and the US tensions continue to disrupt the global supply chains, which in turn have caused an upsurge in energy and food prices, which have further pushed up inflation. All in all, the global economic prospect is clouded with downside risks and turbulence.

In the Mainland, stringent containment measures remain in place in most major cities where the number of sporadic COVID-19 cases increased, severely slowing down economic activities and dragging down their GDP growth. The property market continues to be depressed by the resurgence of pandemic and strict quarantine measures, hampering the market sentiment. Furthermore, the financial instability of other highly leveraged property developers weighed on homebuyer confidence, leading prospective buyers to be more cautious in making purchase decision. To revive the faltering economy, the Central Government lowered lending rates and rolled out measures to ease mortgage financing.

In Hong Kong, the outbreak of the fifth wave of COVID-19 in early 2022 and the consequent strict quarantine and travelling restrictions have widely affected the domestic economy, resulting in a year-on-year contraction of 4.5% in the third quarter of 2022. Seeing that the pandemic gradually brought under control in recent months, the HKSAR Government eased the social distancing measures progressively and the domestic market is set to regain momentum. In light of the government's strategy to boost public housing supply and its vision to develop the Northern Metropolis, we believe that the local economy will benefit from ample business opportunities and the massive infrastructure works in the near future. Looking ahead, we remain cautiously optimistic and will keep abreast of changes in the external market including the monetary policies of major central banks and global geopolitical risks.

Finally, I wish to express my sincere thanks to my fellow directors for their contributions and all staff members for their hard work during the period under review.

James Sai-Wing Wong
Chairman

Hong Kong, 29 November 2022

UNAUDITED CONSOLIDATED RESULTS

The unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 30 September 2022 together with comparative figures for the corresponding period in the prior year are as follows:

Condensed Consolidated Statement of Profit or Loss

		Six months ended	
		30 September	
		2022	2021
	<i>Notes</i>	(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000
Revenue	3	629,084	608,375
Cost of sales		(282,008)	(258,557)
Gross profit		347,076	349,818
Other income	3	25,164	42,575
Fair value gains/(losses) on investment properties, net		4,998	(41,099)
Administrative expenses		(65,149)	(49,812)
Other operating expenses, net		(24,554)	(29,201)
Finance costs	4	(90,884)	(78,263)
Share of profit of an associate		16,681	22,495
Profit before tax	5	213,332	216,513
Income tax expense	6	(97,415)	(94,320)
Profit for the period		115,917	122,193
Attributable to:			
Owners of the Company		114,117	122,175
Non-controlling interests		1,800	18
		115,917	122,193
Earnings per share attributable to ordinary equity holders of the Company			
Basic and diluted	7	HK\$0.16	HK\$0.17

Condensed Consolidated Statement of Comprehensive Income

	Six months ended	
	30 September	
	2022	2021
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Profit for the period	115,917	122,193
Other comprehensive income/(loss)		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:		
Share of other comprehensive income/(loss) of an associate	(54,275)	6,590
Exchange differences on translation of foreign operations	(909,372)	116,210
Other comprehensive income/(loss) for the period, net of tax	(963,647)	122,800
Total comprehensive income/(loss) for the period	(847,730)	244,993
Attributable to:		
Owners of the Company	(796,647)	237,712
Non-controlling interests	(51,083)	7,281
	(847,730)	244,993

Condensed Consolidated Statement of Financial Position

	At 30 September 2022 (Unaudited) <i>Notes</i> HK\$'000	At 31 March 2022 (Audited) HK\$'000
NON-CURRENT ASSETS		
Property, plant and equipment	260,329	305,250
Investment properties	14,345,908	15,308,966
Investment in a joint venture	199	199
Investment in an associate	763,991	801,585
Financial asset at fair value through other comprehensive income	60,127	-
Total non-current assets	15,430,554	16,416,000
CURRENT ASSETS		
Tax recoverable	216	436
Properties held for sale under development and completed properties held for sale	1,764,139	1,957,931
Trade receivables	13,601	14,319
Contract costs	10,418	17,451
Prepayments, deposits and other receivables	244,824	255,208
Financial asset at fair value through profit or loss	4,487	-
Cash and bank balances	1,771,400	1,877,175
Total current assets	3,809,085	4,122,520
CURRENT LIABILITIES		
Trade payables, other payables and accrued liabilities	152,010	209,464
Interest-bearing bank borrowings	2,211,715	3,107,368
Lease liabilities	14,464	20,004
Contract liabilities	199,056	421,238
Customer deposits	78,624	86,354
Tax payable	309,046	308,765
Total current liabilities	2,964,915	4,153,193
NET CURRENT ASSETS/(LIABILITIES)	844,170	(30,673)
TOTAL ASSETS LESS CURRENT LIABILITIES	16,274,724	16,385,327
NON-CURRENT LIABILITIES		
Interest-bearing bank borrowings	3,402,089	2,419,303
Lease liabilities	14,564	23,711
Deferred tax liabilities	1,282,748	1,429,206
Total non-current liabilities	4,699,401	3,872,220
Net assets	11,575,323	12,513,107

Condensed Consolidated Statement of Financial Position *(Continued)*

	At 30 September 2022 (Unaudited) HK\$'000	At 31 March 2022 (Audited) HK\$'000
EQUITY		
Equity attributable to owners of the Company		
Share capital	1,519,301	1,519,301
Reserves	9,858,188	<u>10,744,889</u>
	11,377,489	12,264,190
Non-controlling interests	197,834	<u>248,917</u>
Total equity	<u>11,575,323</u>	<u>12,513,107</u>

Notes:

1. Basis of preparation and changes in accounting policies and disclosures

Basis of preparation

The unaudited condensed interim consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The unaudited condensed interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 March 2022.

The financial information relating to the year ended 31 March 2022 that is included in these unaudited condensed consolidated financial statements for the six months ended 30 September 2022 as comparative information does not constitute the statutory annual consolidated financial statements of the Company for that year but is derived from those consolidated financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Companies Ordinance”) is as follows:

The Company has delivered the consolidated financial statements for the year ended 31 March 2022 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company’s auditor has reported on those consolidated financial statements. The auditor’s report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

Changes in accounting policies and disclosures

The unaudited condensed interim consolidated financial statements have been prepared under the historical cost convention, except for investment properties and financial asset at fair value through profit and loss which have been measured at fair value. The accounting policies adopted in the preparation of the unaudited condensed interim consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 March 2022, except as described below. The Group has applied, for the first time, the following revised Hong Kong Financial Reporting Standards (“HKFRS”, which include all HKFRSs, HKASs and Interpretations) issued by the HKICPA for the current period’s financial information.

The adoption of these revised accounting standards does not have material impact on the Group’s unaudited condensed interim consolidated financial statements.

Amendments to HKFRS 3
Amendments to HKAS 16
Amendments to HKAS 37
*Annual Improvements to
HKFRSs 2018-2020*

*Reference to the Conceptual Framework
Property, Plant and Equipment: Proceeds before Intended Use
Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRS 1, HKFRS 9, Illustrative Examples
accompanying HKFRS 16, and HKAS 41*

2. Operating segment information

The Group is principally engaged in property development, property investment and property related activities. The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Operating segments are reported in a manner consistent with the internal reporting provided to key management personnel.

Six months ended 30 September 2022 (Unaudited)

	Property development HK\$'000	Property investment HK\$'000	Property, carpark management and others HK\$'000	Total HK\$'000
Segment revenue:				
Sales to external customers	<u>394,047</u>	<u>211,632</u>	<u>23,405</u>	<u>629,084</u>
Segment results	<u>173,303</u>	<u>138,276</u>	<u>6,970</u>	<u>318,549</u>
<i>Reconciliation:</i>				
Interest income				8,175
Unallocated expenses				(39,513)
Finance costs (other than interest on lease liabilities)				(90,560)
Share of profit of an associate				<u>16,681</u>
Profit before tax				<u>213,332</u>

Six months ended 30 September 2021 (Unaudited)

	Property development HK\$'000	Property investment HK\$'000	Property, carpark management and others HK\$'000	Total HK\$'000
Segment revenue:				
Sales to external customers	<u>377,046</u>	<u>212,102</u>	<u>19,227</u>	<u>608,375</u>
Segment results	<u>212,572</u>	<u>86,266</u>	<u>6,429</u>	<u>305,267</u>
<i>Reconciliation:</i>				
Interest income				6,128
Unallocated expenses				(39,727)
Finance costs (other than interest on lease liabilities)				(77,650)
Share of profit of an associate				<u>22,495</u>
Profit before tax				<u>216,513</u>

2. Operating segment information (Continued)

At 30 September 2022 (Unaudited)

	Property development HK\$'000	Property investment HK\$'000	Property, carpark management and others HK\$'000	Total HK\$'000
Segment assets	2,368,684	14,804,853	1,727,952	18,901,489
<i>Reconciliation:</i>				
Elimination of intersegment receivables				(2,197,656)
Investment in a joint venture				199
Investment in an associate				763,991
Corporate and other unallocated assets				<u>1,771,616</u>
Total assets				<u><u>19,239,639</u></u>
Segment liabilities	1,313,075	1,118,799	224,500	2,656,374
<i>Reconciliation:</i>				
Elimination of intersegment payables				(2,197,656)
Corporate and other unallocated liabilities				<u>7,205,598</u>
Total liabilities				<u><u>7,664,316</u></u>

At 31 March 2022 (Audited)

	Property development HK\$'000	Property investment HK\$'000	Property, carpark management and others HK\$'000	Total HK\$'000
Segment assets	2,176,175	15,792,178	2,010,795	19,979,148
<i>Reconciliation:</i>				
Elimination of intersegment receivables				(2,120,023)
Investment in a joint venture				199
Investment in an associate				801,585
Corporate and other unallocated assets				<u>1,877,611</u>
Total assets				<u><u>20,538,520</u></u>
Segment liabilities	1,421,656	1,149,904	309,234	2,880,794
<i>Reconciliation:</i>				
Elimination of intersegment payables				(2,120,023)
Corporate and other unallocated liabilities				<u>7,264,642</u>
Total liabilities				<u><u>8,025,413</u></u>

3. Revenue and other income

Disaggregation of revenue

Set out below is the disaggregation of the Group's revenue from contracts with customers and the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

	Six months ended 30 September 2022 (Unaudited)			
	Property development HK\$'000	Property investment HK\$'000	Property, carpark management and others HK\$'000	Total HK\$'000
Segment				
Type of goods or services				
Sales of properties	394,047	-	-	394,047
Property management income	-	19,619	934	20,553
Total revenue from contracts with customers	394,047	19,619	934	414,600
Revenue from other sources				
Gross rental income	-	192,013	22,471	214,484
Total revenue from other sources	-	192,013	22,471	214,484
Revenue disclosed in the segment information	394,047	211,632	23,405	629,084
Timing of revenue recognition				
Goods transferred at a point in time	394,047	-	-	394,047
Services transferred over time	-	19,619	934	20,553
Total revenue from contracts with customers	394,047	19,619	934	414,600
Six months ended 30 September 2021 (Unaudited)				
	Property development HK\$'000	Property investment HK\$'000	Property, carpark management and others HK\$'000	Total HK\$'000
Segment				
Type of goods or services				
Sales of properties	377,046	-	-	377,046
Property management income	-	21,601	848	22,449
Total revenue from contracts with customers	377,046	21,601	848	399,495
Revenue from other sources				
Gross rental income	-	190,501	18,379	208,880
Total revenue from other sources	-	190,501	18,379	208,880
Revenue disclosed in the segment information	377,046	212,102	19,227	608,375
Timing of revenue recognition				
Goods transferred at a point in time	377,046	-	-	377,046
Services transferred over time	-	21,601	848	22,449
Total revenue from contracts with customers	377,046	21,601	848	399,495

3. Revenue and other income (Continued)

Other income

	Six months ended 30 September	
	2022	2021
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Bank interest income	8,175	6,128
Government subsidies [#]	2,954	-
Others	14,035	11,112
Gain on disposal of property, plant and equipment	-	25,335
	<u>25,164</u>	<u>42,575</u>

[#] The government subsidies represent mainly grants from the Employment Support Scheme of the Hong Kong Government, which aim to retain employment and combat COVID-19. There were no unfulfilled conditions or contingencies relating to these subsidies.

4. Finance costs

	Six months ended 30 September	
	2022	2021
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Interest on bank loans	106,080	86,608
Interest on lease liabilities	324	613
Less: Interest capitalised under properties under development/construction	<u>(15,520)</u>	<u>(8,958)</u>
	<u>90,884</u>	<u>78,263</u>

5. Profit before tax

The Group's profit before tax is arrived at after charging/(crediting):

	Six months ended 30 September	
	2022	2021
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Depreciation of property, plant and equipments	2,846	3,187
Depreciation on right-of-use assets*	14,366	16,390
Fair value loss in financial asset at fair value through profit or loss	1,260	-
Employee benefit expenses (including directors' remuneration)	32,550	29,463
Less: Amounts capitalised under properties under development/construction	<u>(10,000)</u>	<u>(10,080)</u>
	<u>22,550</u>	<u>19,383</u>

* Included in the amount are the depreciation of leased carparks of HK\$8,138,000 which are included in "Cost of sales" in the condensed consolidated statement of profit or loss.

6. Income tax

	Six months ended 30 September	
	2022	2021
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Current – Hong Kong		
Under-provision in prior periods	258	95
Current – Elsewhere	103,600	112,065
Deferred	(6,443)	(17,840)
Total tax charge for the period	<u>97,415</u>	<u>94,320</u>

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 of assessable profits of this subsidiary are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

7. Earnings per share attributable to ordinary equity holders of the Company

The calculation of the basic earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the Company of HK\$114,117,000 (2021: HK\$122,175,000) and the number of 720,429,301 ordinary shares in issue during both periods.

No adjustment has been made to the basic earnings per share amounts presented for the periods ended 30 September 2022 and 2021 in respect of a dilution as the Group has no potential dilutive ordinary shares in issue during both periods.

8. Dividend

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2022 (2021: Nil).

The final dividend of HK 12.5 cents per ordinary share for the year ended 31 March 2022 was approved by the Company's shareholders at the adjourned annual general meeting of the Company held on 1 September 2022 and paid on 29 September 2022.

9. Trade receivables

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice/contract date, is as follows:

	At 30 September 2022 (Unaudited) HK\$'000	At 31 March 2022 (Audited) HK\$'000
Within 30 days	1,050	1,447
31 to 60 days	239	521
61 to 90 days	-	39
Over 90 days	<u>12,312</u>	<u>12,312</u>
Total	<u>13,601</u>	<u>14,319</u>

Monthly rent in respect of leased properties is payable in advance by the tenants pursuant to the terms of the tenancy agreements. The balance of the consideration in respect of the sold properties is payable by the purchasers pursuant to the terms of the sale and purchase agreements. Overdue trade debts are closely monitored by management and are provided for in full in case of non-recoverability. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing. The carrying amounts of the trade receivables approximate to their fair values.

10. Trade payables, other payables and accrued liabilities

Included in the trade payables, other payables and accrued liabilities are trade payables of HK\$7,385,000 (as at 31 March 2022: HK\$8,301,000). An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	At 30 September 2022 (Unaudited) HK\$'000	At 31 March 2022 (Audited) HK\$'000
Within 30 days	<u>7,385</u>	<u>8,301</u>

11. Contingent liabilities

As at 30 September 2022, the Group has given guarantees of HK\$6,821,000 (as at 31 March 2022 (audited): HK\$15,146,000) to banks for housing loans extended by the banks to the purchasers of the Group's properties for a period from the date the loans are granted to the purchasers up to the date of issuance of property ownership certificates to the purchasers.

FINANCIAL REVIEW

Liquidity and financial resources

The total interest-bearing debts of the Group amounted to approximately HK\$5,643 million as at 30 September 2022 (as at 31 March 2022: HK\$5,570 million), of which approximately 39% (as at 31 March 2022: 56%) of the debts were classified as current liabilities. Included therein were debts of HK\$33 million related to bank loans with repayable on demand clause and HK\$1,928 million related to project or term loans which will be refinanced during the forthcoming twelve months. Based on the repayment schedules pursuant to the related loan agreements and assuming that the aforesaid refinancing will be completed on schedule, the current portion of the total interest-bearing debts would be approximately 4%.

Total cash and bank balances including time deposits were approximately HK\$1,771 million as at 30 September 2022 (as at 31 March 2022: HK\$1,877 million) and the decrease was mainly due to the repayment of bank loans and payment of construction costs for property development projects. The Group had committed but undrawn banking facilities of a total of approximately HK\$797 million at period end available for its working capital purpose.

Total shareholders' funds as at 30 September 2022 were approximately HK\$11,377 million (as at 31 March 2022: HK\$12,264 million). The decrease was primarily due to the depreciation of Renminbi-denominated net assets, net of profit attributable to shareholders less dividend paid.

The gearing ratio of the Group, as measured by the net interest-bearing debts of approximately HK\$3,872 million (as at 31 March 2022: HK\$3,693 million) over the shareholders' funds plus non-controlling interests totalling of approximately HK\$11,575 million (as at 31 March 2022: HK\$12,513 million), was 33% as at 30 September 2022 (as at 31 March 2022: 30%).

Funding and treasury policies

There are no significant changes in the Group's funding and treasury policies. As at 30 September 2022, the Group had no material exposure under foreign exchange contracts or any other hedging instruments.

Pledge of assets

Properties with an aggregate carrying value of approximately HK\$15,253 million as at 30 September 2022 were pledged to secure certain banking facilities of the Group.

Employees and remuneration policies

The Group, not including its joint venture and associate, employed approximately 360 employees as at 30 September 2022 (as at 31 March 2022: approximately 360). There have been no significant changes in the remuneration policies and benefits to the employees of the Group.

CONNECTED TRANSACTIONS

1. On 12 July 2018, Gold Famous Development Limited (“Gold Famous”), an indirect wholly-owned subsidiary of the Company, entered into a framework agreement with Chinney Construction Company, Limited (“Chinney Construction”), an indirect wholly-owned subsidiary of Chinney Alliance Group Limited (“Chinney Alliance”) (Stock Code: 385), pursuant to which, Gold Famous engaged Chinney Construction to act as the main contractor to carry out construction works for the construction and development of a data centre at K.C.T.L. 495, Kin Chuen Street, Kwai Chung, New Territories, Hong Kong at a total contract sum not exceeding HK\$757,800,000. As Chinney Investments, Limited (“Chinney Investments”) (Stock Code: 216) is interested in approximately 68.09% of the issued shares of the Company and approximately 29.10% of the issued shares of Chinney Alliance and Dr. James Sai-Wing Wong is the chairman, executive director and a controlling shareholder of each of Chinney Investments, the Company and Chinney Alliance, the related transaction constituted a connected transaction for each of Chinney Investments, the Company and Chinney Alliance under the Listing Rules. The transaction was approved by the independent shareholders of Chinney Investments, the Company and Chinney Alliance at the respective general meetings held by each of the companies on 24 August 2018.

Details of the transaction were set out in the joint announcement of Chinney Investments, the Company and Chinney Alliance dated 12 July 2018 and the Company’s circular dated 8 August 2018. Construction works were completed and pending for agreement of variation orders and final accounts of the project. During the six months ended 30 September 2022, HK\$19,674,000 was paid to Chinney Construction in respect of the transaction.

2. On 26 September 2022, Honour Well Development Limited (“Honour Well”), an indirect wholly-owned subsidiary of the Company, entered into a framework agreement with each of Chinney Construction and Shun Cheong Building Services Limited (“Shun Cheong”), both being indirect wholly-owned subsidiaries of Chinney Alliance, pursuant to which, Chinney Construction was appointed by Honour Well as the contractor for the builder’s works at the contract sum of not exceeding HK\$96,300,000 and Shun Cheong was appointed by Honour Well as the contractor for the mechanical and electrical engineering works and façade works at the contract sum of not exceeding HK\$141,000,000 relating to the revamp project of the building located at 119-121 Connaught Road Central, Sheung Wan, Hong Kong. As Chinney Investments is interested in approximately 68.09% of the issued shares of the Company and approximately 29.10% of the issued shares of Chinney Alliance and Dr. James Sai-Wing Wong is the chairman, executive director and a controlling shareholder of each of Chinney Investments, the Company and Chinney Alliance, the related transactions constituted connected transactions for each of Chinney Investments, the Company and Chinney Alliance under the Listing Rules. The transactions were approved by independent shareholders of Chinney Investments, the Company and Chinney Alliance at the respective general meetings held by each of the companies on 28 November 2022.

Details of the transactions were set out in the joint announcement of Chinney Investments, the Company and Chinney Alliance dated 26 September 2022 and the Company’s circular dated 8 November 2022.

CORPORATE GOVERNANCE

Compliance with Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct for directors’ securities transactions. Having made specific enquiry, all the directors have confirmed that they have complied with the required standard as set out in the Model Code during the six months ended 30 September 2022.

Compliance with the Corporate Governance Code

In the opinion of the Directors, the Company has complied with the applicable code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules for the six months ended 30 September 2022, except for the following deviations:

1. CG Code provision B.2.2 stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The articles of association of the Company (the “Articles of Association”) do not require the directors to retire by rotation at least once every three years. However, in accordance with article 104 of the Articles of Association, at each annual general meeting of the Company, one-third of the directors for the time being (or, if their number is not three or a multiple of three, then the number nearest one-third), other than the one who holds the office as executive chairman or managing director, shall retire from office by rotation. The Board will ensure the retirement of each director, other than the one who holds the office as executive chairman or managing director, by rotation at least once every three years in order to comply with the CG Code provisions.

The Chairman will not be subject to retirement by rotation; which deviates from CG Code provision B.2.2 as the Board considers that the continuity of office of the Chairman provides the Group with a strong and consistent leadership and is of great importance to the smooth operations of the Group.

2. CG Code provision E.1.2 stipulates that the terms of reference of the remuneration committee should include, as a minimum, those specific duties as set out in the CG Code provisions.

The Company has adopted the revised terms of reference of the Remuneration Committee on 30 March 2012 with certain deviations from the CG Code provisions. Pursuant to the revised terms of reference, the Remuneration Committee reviews and makes recommendations to the Board on the remuneration packages of directors (as opposed to directors and senior management).

Audit Committee

Regular meetings have been held by the Audit Committee of the Company since its establishment and it meets at least twice each year to review and supervise the Group’s financial reporting process and internal control. The Company’s interim results for the six months ended 30 September 2022 have not been audited, but have been reviewed by the Audit Committee.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2022.

By Order of the Board
James Sai-Wing Wong
Chairman

Hong Kong, 29 November 2022

At the date of this announcement, the directors of the Company are Dr. James Sai-Wing Wong (Chairman), Mr. James Sing-Wai Wong, Mr. Xiao-Ping Li and Mr. Philip Bing-Lun Lam as executive directors; and Ms. Janie Fong, Mr. David Tak-Wai Ma and Mr. James C. Chen as independent non-executive directors.