



Oriental
University City
東方大學城

INTERIM REPORT
2023/2024
中期報告



Oriental University City Holdings (H.K.) Limited
東方大學城控股（香港）有限公司
(incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
Stock code (股票代號) : 8067

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

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chew Hua Seng (*Chairman*)
Mr. Liu Ying Chun (*Chief Executive Officer*)

Independent Non-executive Directors

Mr. Tan Yeow Hiang, Kenneth
Mr. Wilson Teh Boon Piaw
Mr. Liu Guilin

COMPANY SECRETARY

Ms. Tung Wing Yee Winnie

COMPLIANCE OFFICER

Mr. Liu Ying Chun

AUTHORISED REPRESENTATIVES

Ms. Tung Wing Yee Winnie
Mr. Liu Ying Chun

AUDIT COMMITTEE

Mr. Tan Yeow Hiang, Kenneth (*Chairman*)
Mr. Liu Guilin
Mr. Wilson Teh Boon Piaw

REMUNERATION COMMITTEE

Mr. Liu Guilin (*Chairman*)
Mr. Chew Hua Seng
Mr. Tan Yeow Hiang, Kenneth

NOMINATION COMMITTEE

Mr. Wilson Teh Boon Piaw (*Chairman*)
Mr. Chew Hua Seng
Mr. Liu Guilin

RISK MANAGEMENT COMMITTEE

Mr. Tan Yeow Hiang, Kenneth (*Chairman*)
Mr. Liu Ying Chun
Mr. Wilson Teh Boon Piaw

LISTING INFORMATION

Place

GEM of the Stock Exchange

Stock Code

8067

Board Lot

1,000 shares

COMPANY'S WEBSITE

www.oriental-university-city.com

INDEPENDENT AUDITOR

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

CORPORATE INFORMATION

REGISTERED OFFICE

31st Floor
148 Electric Road
North Point
Hong Kong

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

Levels 1 and 2
100 Zhangheng Road
Oriental University City
Langfang Economic & Technological Development Zone
Hebei Province
The PRC 065001

SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road
North Point
Hong Kong

PRINCIPAL BANKERS

United Overseas Bank Limited (Hong Kong Branch)
Bank of Langfang (Development Zone Sub-branch)
Industrial and Commercial Bank of China
(Langfang Chaoyang Sub-branch)
Langfang City Suburban Rural Credit Cooperatives
(Tongbai Credit Union)

LEGAL ADVISOR

As to PRC law
Hebei Ruoshi Law Firm

FINANCIAL HIGHLIGHTS

- The Group recorded revenue of RMB26.82 million for the six months ended December 31, 2023, representing an increase of 16.8% as compared to RMB22.97 million for the six months ended December 31, 2022.
- Profit attributable to the owners of the Company for the six months ended December 31, 2023 amounted to RMB3.14 million, representing an increase of 99.4% as compared to RMB1.57 million for the six months ended December 31, 2022.
- Basic earnings per share for the six months ended December 31, 2023 amounted to RMB0.02, representing an increase of 100.0% compared to RMB0.01 for the six months period ended December 31, 2022.

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and six months ended December 31, 2023, together with the relevant comparative figures for the corresponding periods in 2022, as follows:

1. INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE THREE MONTHS AND SIX MONTHS ENDED DECEMBER 31, 2023

	Notes	For the 3 months ended		For the 6 months ended		Change +/(-)%
		December 31, 2023 Unaudited RMB'000	December 31, 2022 Unaudited RMB'000	December 31, 2023 Unaudited RMB'000	December 31, 2022 Unaudited RMB'000	
Revenue	5.4 & 6.1	13,552	11,690	26,817	22,966	16.8
Employee costs	6.2	(1,153)	(1,265)	(2,315)	(2,532)	(8.6)
Depreciation of property, plant and equipment		(96)	(85)	(192)	(172)	11.6
Business taxes and surcharges		(70)	(217)	(135)	(434)	(68.9)
Property taxes and land use taxes	6.3	(2,677)	(2,828)	(5,214)	(5,493)	(5.1)
Property management fee	6.4	(686)	(927)	(1,328)	(2,077)	(36.1)
Repairs and maintenance fees	6.5	(801)	(332)	(930)	(448)	107.6
Legal and consulting fees	6.6	(1,288)	(786)	(2,217)	(1,348)	64.5
Other income, other (losses)/gains, net	5.5 & 6.7	(35)	(261)	(1,220)	1,843	NM
Other expenses	6.8	(826)	(1,022)	(1,319)	(1,651)	(20.1)
Share of results of associates	6.9	(721)	(1,061)	(104)	(1,363)	(92.4)
Operating profit		5,199	2,916	11,843	9,291	27.5
Interest income		3	10	12	16	(25.0)
Interest expenses	6.10	(4,047)	(3,804)	(8,129)	(7,628)	6.6
Profit/(loss) before income tax		1,155	(878)	3,726	1,679	121.9
Income tax	5.6 & 6.11	(270)	(46)	(539)	(85)	534.1
Profit/(loss) for the period	6.12	885	(924)	3,187	1,594	99.9
<i>Earnings before interest expenses, tax, depreciation & amortization (“EBITDA”)</i>	6.13	5,298	3,011	12,047	9,479	27.1

NM — Not Meaningful

1. INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

FOR THE THREE MONTHS AND SIX MONTHS ENDED DECEMBER 31, 2023

	For the 3 months ended		For the 6 months ended		Change +/(-)%
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022	
	Unaudited RMB'000	Unaudited RMB'000	Unaudited RMB'000	Unaudited RMB'000	
Other comprehensive income					
Items that may be subsequently reclassified to profit or loss:					
Exchange differences from translation of foreign operations	(819)	(2,340)	(788)	(1,638)	(51.9)
Share of other comprehensive income of associates	(1,549)	4,080	564	3,802	(85.2)
Other comprehensive income for the period	(2,368)	1,740	(224)	2,164	NM
Total comprehensive income for the period	(1,483)	816	2,963	3,758	(21.2)
Profit/(loss) attributable to					
– Owners of the Company	859	(936)	3,137	1,573	99.4
– Non-controlling interests	26	12	50	21	138.1
	885	(924)	3,187	1,594	99.9
Total comprehensive income attributable to					
– Owners of the Company	(1,509)	804	2,913	3,737	(22.0)
– Non-controlling interests	26	12	50	21	138.1
	(1,483)	816	2,963	3,758	(21.2)
Earnings/(loss) per share for profit attributable to the owners of the Company during the period					
– Basic (RMB per share)	0.005	(0.01)	0.02	0.01	100.0
– Diluted (RMB per share)	0.005	(0.01)	0.02	0.01	100.0

NM — Not meaningful

2. INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

		December 31, 2023 Unaudited RMB'000	June 30, 2023 Audited RMB'000
	<i>Notes</i>		
Non-current assets			
Property, plant and equipment	5.9	4,233	4,707
Investment properties	5.9	1,460,249	1,458,878
Interests in associates	5.10	47,103	46,643
Prepayments	5.11	108,571	72,336
		<hr/>	<hr/>
Total non-current assets		1,620,156	1,582,564
		<hr/>	<hr/>
Current assets			
Trade and other receivables	5.12	13,207	12,004
Amount due from an associate	5.10	34,436	33,406
Tax recoverable		—	31
Cash and cash equivalents		2,103	63,752
		<hr/>	<hr/>
Total current assets		49,746	109,193
		<hr/>	<hr/>
Current liabilities			
Trade and other payables and accruals	5.13	13,710	12,335
Advances from customers	5.14	5,327	6,054
Bank borrowings, secured	5.15	42,164	68,323
Current tax liabilities		2,634	2,314
		<hr/>	<hr/>
Total current liabilities		63,835	89,026
		<hr/>	<hr/>
Net current (liabilities)/assets	6.14	(14,089)	20,167
		<hr/>	<hr/>
Total assets less current liabilities		1,606,067	1,602,731
		<hr/>	<hr/>

2. INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31, 2023

		December 31, 2023 Unaudited RMB'000	June 30, 2023 Audited RMB'000
	<i>Notes</i>		
Non-current liabilities			
Trade and other payables and accruals	5.13	3,924	—
Bank borrowings, secured	5.15	194,197	193,142
Deferred tax liabilities		171,537	176,143
		<hr/>	<hr/>
Total non-current liabilities		369,658	369,285
		<hr/>	<hr/>
NET ASSETS		1,236,409	1,233,446
		<hr/> <hr/>	<hr/> <hr/>
Capital and reserves attributable to owners of the Company			
Share capital	5.16	290,136	290,136
Reserves		935,609	932,696
		<hr/>	<hr/>
		1,225,745	1,222,832
Non-controlling interests		10,664	10,614
		<hr/>	<hr/>
TOTAL EQUITY		1,236,409	1,233,446
		<hr/> <hr/>	<hr/> <hr/>

3. INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED DECEMBER 31, 2023

	Reserves					Equity attributable to owners of the Company	Non- controlling interests	Total
	Share capital	Other reserves	Statutory surplus reserves	Retained profits	Exchange reserves			
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at June 30, 2022 and July 1, 2022 (Audited)	290,136	(71,025)	1,418	1,017,658	(1,418)	1,236,769	10,976	1,247,745
Profit for the period	—	—	—	1,573	—	1,573	21	1,594
Exchange differences from translation of foreign operations	—	—	—	—	(1,638)	(1,638)	—	(1,638)
Share of other comprehensive income of associates	—	—	—	—	3,802	3,802	—	3,802
Total comprehensive income	—	—	—	1,573	2,164	3,737	21	3,758
Balance at December 31, 2022 (Unaudited)	290,136	(71,025)	1,418	1,019,231	746	1,240,506	10,997	1,251,503
Balance at June 30, 2023 and July 1, 2023 (Audited)	290,136	(71,025)	1,510	994,549	7,662	1,222,832	10,614	1,233,446
Profit for the period	—	—	—	3,137	—	3,137	50	3,187
Exchange differences from translation of foreign operations	—	—	—	—	(788)	(788)	—	(788)
Share of other comprehensive income of associates	—	—	—	—	564	564	—	564
Total comprehensive income	—	—	—	3,137	(224)	2,913	50	2,963
Balance at December 31, 2023 (Unaudited)	290,136	(71,025)	1,510	997,686	7,438	1,225,745	10,664	1,236,409

4. INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED DECEMBER 31, 2023

	December 31, 2023 Unaudited RMB'000	December 31, 2022 Unaudited RMB'000
Operating activities		
Profit before income tax	3,726	1,679
Adjustments for:		
Interest income	(12)	(16)
Depreciation of property, plant and equipment	192	172
Interest paid	8,129	7,629
Unrealised net foreign exchange loss/(gain)	1,460	(1,232)
Share of results of associates	104	1,363
	<hr/>	<hr/>
Operating cash flows before working capital changes	13,599	9,595
Change in trade and other receivables	(2,202)	7,051
Change in trade and other payables and accruals	1,375	(805)
Change in advance from customers	(727)	5,586
	<hr/>	<hr/>
Cash generated from operations	12,045	21,427
Income tax paid	(4,825)	(72)
	<hr/>	<hr/>
Net cash generated from operating activities	7,220	21,355

4. INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

FOR THE SIX MONTHS ENDED DECEMBER 31, 2023

	December 31, 2023 Unaudited RMB'000	December 31, 2022 Unaudited RMB'000
Cash flow from investing activities		
Interest received	12	16
Increase in restricted cash	—	(24)
Payments to acquire property, plant and equipment	(63)	(413)
Prepayment for investment properties	(155,498)	(10,501)
Return of prepayment for investment properties	114,454	—
	<hr/>	<hr/>
Net cash used in investing activities	(41,095)	(10,922)
	<hr/>	<hr/>
Cash flow from financing activities		
Repayment of bank borrowings	(43,525)	(11,432)
Interest payment on bank borrowings	(8,129)	(7,629)
Proceeds from bank loan	20,000	—
Advances from related companies	3,924	13,076
	<hr/>	<hr/>
Net cash used in financing activities	(27,730)	(5,985)
	<hr/>	<hr/>
Net (decrease)/increase in cash and cash equivalent	(61,567)	4,448
Cash and cash equivalents at beginning of period	63,752	4,713
Effect of foreign exchange rate changes, net	(44)	(41)
	<hr/>	<hr/>
Cash and cash equivalents at end of the period	2,103	9,120
	<hr/> <hr/>	<hr/> <hr/>

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.1 GENERAL INFORMATION

The Company is a limited liability company incorporated in Hong Kong on June 11, 2012. Its ordinary shares (the “Shares”) in issue have been listed on GEM since January 16, 2015. The address of the Company’s registered office is 31st Floor, 148 Electric Road, North Point, Hong Kong, and principal place of business is Levels 1 and 2, No. 100 Zhangheng Road, Oriental University City, Langfang Economy and Technology Development Zone, Hebei Province, the PRC. The Company acts as an investment holding company and its subsidiaries are engaged in the provision of education facilities leasing services in the PRC, Malaysia and the Republic of Indonesia (“Indonesia”).

The Directors consider that the Company’s ultimate parent is Raffles Education Limited (“RE”), a company incorporated in the Republic of Singapore (“Singapore”), whose issued shares are listed on Singapore Exchange Securities Trading Limited (the “SGX-ST”). RE, together with its subsidiaries excluding the Group, collectively refers to the RE Group.

The Group’s unaudited condensed consolidated results for the six months ended December 31, 2023 (the “Period”) are presented in Renminbi (“RMB”) unless otherwise stated.

5.2 BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated results for the Period (the “Interim Results”) have been prepared in accordance with applicable disclosures required by the GEM Listing Rules, the Hong Kong Financial Reporting Standards (the “HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the provisions of the Companies Ordinance, Chapter 622 of the laws of Hong Kong (the “Companies Ordinance”), which concern the preparation of financial statements.

Except as described below, the accounting policies and methods of computation used in preparing the Interim Results are consistent as those followed in the preparation of the Group’s audited consolidated financial statements for the year ended June 30, 2023 (the “FY2022/23 Financial Statements”).

The Group has applied the following amendments to HKFRSs issued by the HKICPA to this interim financial information for the current accounting period:

<i>HKFRS 17</i>	<i>Insurance contracts</i>
<i>Amendments to HKAS 1 and HKFRS Practice Statement 2</i>	<i>Disclosure of Accounting Policies</i>
<i>Amendments to HKAS 8</i>	<i>Definition of Accounting Estimates</i>
<i>Amendments to HKAS 12</i>	<i>Income taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
<i>Amendments to HKAS 12</i>	<i>Income taxes: International tax reform – Pillar Two Model Rules</i>

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.2 BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES *(Continued)*

None of these amendments have had a material effect on how the Group's results for the current or prior periods have been prepared or presented in the Interim Results.

The Group has not applied any new standards or interpretation that is not yet effective for the current accounting period.

The Interim Results are unaudited but have been reviewed by the audit committee of the Board (the "Audit Committee").

The financial information relating to the FY2022/23 Financial Statements that is included in these Interim Results 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 is as follows:

The Company has delivered the FY2022/23 Financial Statements to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The independent auditor's report on the FY2022/23 Financial Statements was unqualified; did not include a reference to any matters to which the independent 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.

5.3 SEGMENT INFORMATION

The executive Directors, who are the chief operating decision makers (the "CODM") of the Group, review the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on reports reviewed by the executive Directors that are used to make strategic decisions.

Management regularly reviews the operating results from a service category perspective. The Group is principally engaged in leasing services in the PRC, Malaysia and Indonesia and the CODM assesses the performance of the business based on a measure of operating results and considers the business as a single operating segment. Information reported to the CODM for the purposes of resources allocation and performance assessment focuses on the operating results of the Group as a whole as the Group's resources are integrated, hence segment assets and liabilities have not been presented.

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.3 SEGMENT INFORMATION *(Continued)*

Further, as the executive Directors consider that most of the Group's revenue are derived from leasing of education facilities and commercial supporting facilities in the PRC, and no significant assets of the Group are located outside the PRC, geographical segment information is not considered necessary.

5.4 REVENUE

An analysis of revenue by category for the 3 months and 6 months ended December 31, 2023 and 2022 are as follows:

	For the 3 months ended		For the 6 months ended		Change +/(-) %
	December 31, 2023 Unaudited RMB'000	December 31, 2022 Unaudited RMB'000	December 31, 2023 Unaudited RMB'000	December 31, 2022 Unaudited RMB'000	
Revenue					
Education facilities leasing	12,658	10,713	25,360	21,160	19.8
Commercial supporting facilities leasing	894	977	1,457	1,806	(19.3)
	13,552	11,690	26,817	22,966	16.8

As the revenue from non-PRC was more than 10% of the total revenue, analysis of revenue by countries for the 3 months and 6 months ended December 31, 2023 and 2022 is as follows:

	For the 3 months ended		For the 6 months ended		Change +/(-) %
	December 31, 2023 Unaudited RMB'000	December 31, 2022 Unaudited RMB'000	December 31, 2023 Unaudited RMB'000	December 31, 2022 Unaudited RMB'000	
Revenue					
PRC	12,164	10,093	23,998	19,779	21.3
Non-PRC (Malaysia and Indonesia)	1,388	1,597	2,819	3,187	(11.5)
	13,552	11,690	26,817	22,966	16.8

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.4 REVENUE (Continued)

Information on major customers

The Group's revenues were derived from the following external customers that individually contributed more than 10% of the Group's revenues for the 3 months and 6 months ended December 31, 2023 and 2022:

Customers	For the 3 months ended		For the 6 months ended		Change +/(-) %
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022	
	Unaudited RMB'000	Unaudited RMB'000	Unaudited RMB'000	Unaudited RMB'000	
Customer A	4,609	3,140	9,218	6,256	47.3
Customer B	2,643	N/A ^(Note)	5,206	N/A ^(Note)	NM
Customer C	—	1,694	—	3,388	(100.0)
Customer D	1,388	1,597	2,819	3,187	(11.5)
	<u>8,640</u>	<u>6,431</u>	<u>17,243</u>	<u>12,831</u>	<u>(34.4)</u>

Note: The corresponding revenue did not contribute more than 10% of the total revenue of the Group for the respective periods.

N/A — Not applicable

NM — Not meaningful

5.5 OTHER INCOME, OTHER (LOSSES)/GAINS, NET

Details of the other income, other (losses)/gains, net, for the 3 months and 6 months ended December 31, 2023 and 2022 are as follows:

	For the 3 months ended		For the 6 months ended		Change +/(-) %
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022	
	Unaudited RMB'000	Unaudited RMB'000	Unaudited RMB'000	Unaudited RMB'000	
Government grant	—	—	—	200	(100.0)
Net foreign exchange (losses)/gain	(106)	(566)	(1,460)	1,232	NM
Others	71	305	240	411	(41.6)
	<u>(35)</u>	<u>(261)</u>	<u>(1,220)</u>	<u>1,843</u>	<u>NM</u>

NM — Not meaningful

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.6 INCOME TAX

Details of the income tax for the 3 months and 6 months ended December 31, 2023 and 2022 are as follows:

	For the 3 months ended		For the 6 months ended		Change +/(-) %
	December 31, 2023 Unaudited RMB'000	December 31, 2022 Unaudited RMB'000	December 31, 2023 Unaudited RMB'000	December 31, 2022 Unaudited RMB'000	
Current income tax					
– PRC corporate tax	162	–	325	–	NM
– Malaysia corporate tax	108	46	214	85	151.8
	<u>270</u>	<u>46</u>	<u>539</u>	<u>85</u>	<u>534.1</u>

NM – Not meaningful

Corporate income tax

PRC corporate income tax

The corporate income tax rate applicable to the Group's entity located in the PRC is 25% pursuant to the Corporate Income Tax Law of the PRC.

Malaysian income tax

The Malaysian income tax rate applicable to the Group's entity located in Malaysia is 24%.

Hong Kong profits tax

No provision for Hong Kong profits tax has been made in the Interim Results as the Company and the Group did not have assessable profit in Hong Kong during the six months ended December 31, 2023 and 2022.

Indonesian income tax

No provision for Indonesian corporate income tax as the Group's entity in Indonesia did not have assessable profit during the six months ended December 31, 2023 and 2022.

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.7 EARNINGS PER SHARE

The calculation of basic and diluted earnings/(loss) per share is calculated by dividing the profit attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the relevant periods.

	For the 3 months ended		For the 6 months ended		Change + / (-) %
	December 31, 2023 Unaudited	December 31, 2022 Unaudited	December 31, 2023 Unaudited	December 31, 2022 Unaudited	
Earnings:					
Earnings/(loss) for the purposes of basic earnings/(loss) per share (RMB'000)	<u>859</u>	<u>(936)</u>	<u>3,137</u>	<u>1,573</u>	<u>99.4</u>
Number of shares:					
Weighted average number of ordinary shares for the purposes of basic earnings/(loss) per share (thousand)	<u>180,000</u>	<u>180,000</u>	<u>180,000</u>	<u>180,000</u>	<u>—</u>
Basic earnings/(loss) per share (RMB per share)	<u>0.005</u>	<u>(0.01)</u>	<u>0.02</u>	<u>0.01</u>	<u>100.0</u>
Diluted earnings/(loss) per share (RMB per share)	<u>0.005</u>	<u>(0.01)</u>	<u>0.02</u>	<u>0.01</u>	<u>100.0</u>

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company did not have any potential ordinary shares outstanding during the period ended December 31, 2023 and December 31, 2022. Diluted earnings per share are equal to basic earnings per share.

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.8 DIVIDEND

The Board has resolved not to declare the payment of any dividend for the Period (December 31, 2022: nil).

5.9 PROPERTY, PLANT & EQUIPMENT AND INVESTMENT PROPERTIES

A reconciliation of the opening and closing balances during the Period and prior year are as follows:

	Property, Plant & Equipment <i>RMB'000</i>	Investment Properties <i>RMB'000</i>
At June 30, 2022 and July 1, 2022 (audited)	4,805	1,563,593
Additions	219	17,197
Disposal	—	(111,960)
Depreciation charges	(372)	—
Exchange realignment	55	6,886
Change in fair value	—	(16,838)
	<hr/>	<hr/>
At June 30, 2023 and July 1, 2023 (audited)	4,707	1,458,878
Additions	63	4,807
Depreciation charges	(192)	—
Exchange realignment	(345)	(3,436)
	<hr/>	<hr/>
At December 31, 2023 (unaudited)	4,233	1,460,249
	<hr/> <hr/>	<hr/> <hr/>

5.10 INTERESTS IN ASSOCIATES AND AMOUNT DUE FROM AN ASSOCIATE

Interest in associates

	As at December 31, 2023 Unaudited <i>RMB'000</i>	As at June 30, 2023 Audited <i>RMB'000</i>
Share of net assets other than goodwill	44,451	43,991
Goodwill	2,652	2,652
	<hr/>	<hr/>
Share of net assets	47,103	46,643
	<hr/> <hr/>	<hr/> <hr/>

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.10 INTERESTS IN ASSOCIATES AND AMOUNT DUE FROM AN ASSOCIATE *(Continued)*

Amount due from an associate

As at December 31, 2023, the balance represented the capital reduction receivables from 4 Valleys Pte Ltd (“4 Valleys”) of RMB34,436,000 (At June 2023: RMB33,406,000), which was unsecured, interest-free and no fixed term of repayment.

5.11 PREPAYMENTS

As at December 31, 2023, included in the balances were:–

- (i) progressive payments of RMB28,430,000 (At June 30, 2023: RMB26,943,000) made in accordance with the construction progress stage of investment properties in Mongolia, of a total purchase consideration of RMB32,712,000;
- (ii) prepayment of RMB6,938,000 (At June 30, 2023: RMB45,393,000) made for various refurbishment and construction works of investment properties in Langfang, of total contract sums of RMB94,354,000; and
- (iii) progressive payments of RMB73,203,000 (At June 30, 2023: Nil) made pursuant to the terms of the sale and purchase agreement for the acquisition of remaining 75.39% of the issued share capital of the Company’s associate, 4 Valleys, of a purchase consideration of Swiss Franc (“CHF”) 11,479,000 (approximately RMB95,470,000) (the “4 Valleys Acquisition”).

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.12 TRADE AND OTHER RECEIVABLES

	As at December 31, 2023 Unaudited RMB'000	As at June 30, 2023 Audited RMB'000
Trade receivables	9,252	7,689
Other receivables ^(Note)	651	624
Other tax recoverable	3,304	3,691
	<u>13,207</u>	<u>12,004</u>

Note: Included in the balance as at December 31, 2023 was an amount due from an associate of nil (June 30, 2023: RMB66,000), which was unsecured, interest-free, repayable on demand and non-trade in nature.

The carrying amounts of the Group's trade and other receivables approximated their fair values.

The majority of the Group's revenue is required to be paid in advance. Revenue from education facilities leasing and commercial leasing for supporting facilities is settled by instalments in accordance with the payment schedules specified in the agreements. The aging analysis of trade receivables by revenue recognition date is as follows:

	As at December 31, 2023 Unaudited RMB'000	As at June 30, 2023 Audited RMB'000
Within 3 months	7,976	5,499
3 months to 6 months	685	1,282
6 months to 12 months	—	—
Over 1 year	591	908
	<u>9,252</u>	<u>7,689</u>

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.13 TRADE AND OTHER PAYABLES AND ACCRUALS

	As at December 31, 2023 Unaudited RMB'000	As at June 30, 2023 Audited RMB'000
Trade payables	3,430	2,641
Other payables and accruals ^(Note)	14,204	9,694
	<u>17,634</u>	<u>12,335</u>

Note: Included in the other payables as at December 31, 2023 were:-

- (i) rental deposits received from customers of RMB4,675,000 (At June 30, 2023: RMB4,755,000);
- (ii) other tax payable of RMB2,735,000 (At June 30, 2023: RMB1,842,000); and
- (iii) amounts due to the RE Group of RMB3,924,000 (At June 30, 2023: nil), which were unsecured, interest-free and non-trade in nature.

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.13 TRADE AND OTHER PAYABLES AND ACCRUALS *(Continued)*

Reconciliation of trade payables and other payables and accruals:

	As at December 31, 2023 Unaudited RMB'000	As at June 30, 2023 Audited RMB'000
Current	13,710	12,335
Non-current	3,924	—
	<u>17,634</u>	<u>12,335</u>

Trade payables are generated by the daily maintenance costs for the education facilities. The aging analysis of the trade payables based on invoice date is follows:

	As at December 31, 2023 Unaudited RMB'000	As at June 30, 2023 Audited RMB'000
Within 3 months	1,218	829
3 months to 6 months	493	880
6 months to 12 months	787	—
Over 1 year	932	932
	<u>3,430</u>	<u>2,641</u>

5.14 ADVANCES FROM CUSTOMERS

As at December 31, 2023, rental advances from customers is RMB5,327,000 (At June 30, 2023: RMB6,054,000). The advances from customers will be recognised as revenue on a straight-line basis over the term of lease.

5. NOTES TO THE INTERIM CONDENSED CONSOLIDATED RESULTS

5.15 BANK BORROWINGS, SECURED

	As at December 31, 2023 Unaudited RMB'000	As at June 30, 2023 Audited RMB'000
Bank borrowings due for repayment:		
– Within one year ^(Note)	42,164	68,323
– After one year but within two years	69,372	60,615
– After two years but within five years	80,243	91,416
– After five years	44,582	41,111
	<u>194,197</u>	<u>193,142</u>
Total	<u><u>236,361</u></u>	<u><u>261,465</u></u>

Note: Included in the balance as at December 31, 2023 were bank overdraft (non-revolving) and term loans amounting to nil (June 30, 2023: RMB1,540,000) and RMB42,164,000 (June 30, 2023: RMB66,783,000), respectively.

Bank borrowings are interest-bearing at fixed and floating rates. The interest rates of the Group's bank borrowings as at December 31, 2023 granted under banking facilities ranged from 6.30% to 8.95% (June 30, 2023: 4.48% to 8.55%) per annum. As at December 31, 2023, the bank facilities were secured by certain investment properties of the Group amounted to RMB859,869,000 (At June 30, 2023: RMB863,298,000) and corporate guarantee of the Company.

5.16 SHARE CAPITAL

The share capital as at June 30, 2023 and December 31, 2023 represented the issued share capital of the Company as follows:

	Number of Shares	Share capital HK\$	Share capital RMB
Issued and fully paid			
As at June 30, 2023 and at December 31, 2023	<u><u>180,000,000</u></u>	<u><u>366,320,500</u></u>	<u><u>290,136,000</u></u>

MANAGEMENT DISCUSSION AND ANALYSIS

6. FINANCIAL REVIEW

6.1 Revenue

Revenue increased by 16.8% to RMB26.82 million for the Period compared to RMB22.97 million recorded for the six months ended December 31, 2022 (the “H1FY2022/23”), mainly due to revenue recognition of a few Education Institutions (hereinafter collectively referred to “colleges, education institutions, training centres and educational corporate entities”), which had signed-up long-term lease agreements with annual step-up rental per unit features for leasing of education facilities in the Oriental University City campus in Langfang City, the PRC (“OUC Campus”).

6.2 Employee Costs

Employee costs decreased by 8.6% to RMB2.32 million, compared to RMB2.53 million recorded in H1FY2022/23, due to reduction in human resource cost.

6.3 Property taxes and land use taxes

Property taxes and land use taxes decreased by 5.1% to RMB5.21 million, compared to RMB5.49 million in H1FY2022/23, mainly due to less property taxes and land use taxes payable subsequent to the disposal of 4 plots of land located in the OUC Campus with an aggregate land area of approximate 62,000 square metres and buildings and ancillary facilities erected thereon with an aggregate built-up area of approximately 52,000 square metres (“Property Disposal”). The Property Disposal was completed in the fourth quarter of the financial year ended June 30, 2023 (“FY2022/23”).

6.4 Property management fees

Property management fees decreased by 36.1% to RMB1.33 million for the Period compared to RMB2.08 million in H1FY2022/23, as contracted services for cleaning and greenery upkeep were reduced as there were fewer areas to service following the completion of the Property Disposal.

6.5 Repairs and maintenance fees

Repairs and maintenance fees increased by 107.6% to RMB0.93 million for the Period, compared to RMB0.45 million in H1FY2022/23, as more periodical properties’ maintenance works occurred in OUC Campus in Langfang City.

MANAGEMENT DISCUSSION AND ANALYSIS

6.6 Legal and consulting fees

Legal and consulting fees increased by 64.5% to RMB2.22 million for the Period compared to RMB1.35 million in H1FY2022/23 as more professional fees were incurred in relation to the 4 Vallees Acquisition.

6.7 Other income, other (losses)/gains, net

Other losses, net, of RMB1.22 million was recorded for the Period compared to other income and other gains, net, of RMB1.84 million in H1FY2022/23 mainly due to foreign exchange losses resulted from the translation of weaker foreign currency balances against RMB.

6.8 Other expenses

Other expenses decreased by 20.1% to RMB1.32 million for the Period, compared to RMB1.65 million for the H1FY2022/23, mainly due to reduced entertainment and discretionary expenses incurred.

6.9 Share of results of associates

Loss on share of results of associates decreased by 92.4% to RMB0.10 million for the Period, compared to RMB1.36 million in H1FY2022/23, mainly due to reduced net loss incurred by Axiom Properties Limited, an associate of the Company.

6.10 Interest expenses

Interest expenses increased by 6.6% to RMB8.13 million for the Period, compared to RMB7.63 million in H1FY2022/23, mainly due to increase in the interest rates for the loans serviced by the subsidiaries in Malaysia and Indonesia.

6.11 Income tax

Income tax increased by 534.1% to RMB0.54 million for the Period, compared to RMB0.09 million in H1FY2022/23, mainly due to both the PRC and Malaysian subsidiaries having higher assessable incomes.

MANAGEMENT DISCUSSION AND ANALYSIS

6.12 Profit for the Period

Profit for the Period increased by 99.9% to RMB3.19 million, compared to RMB1.59 million in H1FY2022/23, due to the foregoing factors set out in Notes 6.1 to 6.11 above.

6.13 EBITDA

EBITDA for the Period was RMB12.05 million, an increase of 27.1% compared to RMB9.48 million for H1FY2022/23, in line with the increase of 27.5% in operating profit for the Period.

6.14 Liquidity and financial resources

As at December 31, 2023, the Group has a net current liabilities of RMB14.09 million (At June 30, 2023: net current assets of RMB20.17 million). The current liabilities is mitigated by the following factors:-

- (i) advance from customers of RMB5.33 million (At June 30, 2023: RMB6.05 million), which will be recognised as revenue with the passage of time in accordance with the terms of the rental agreements;
- (ii) current bank borrowings of RMB42.16 million (At June 30, 2023: RMB68.32 million), which were secured by certain investment properties of the Group amounted to RMB859.87 million (At June 30, 2023: RMB863.30 million);
- (iii) the Group had an unutilized revolving loan facility amounting of RMB40.00 million from RE for a term of three years effective from June 30, 2023. Any loans to be borrowed shall be repaid within 36 months from the date of the disbursement. The interest rate is 5.75% per annum, calculated from the date of loan drawdown. As at December 31, 2023, the Group had not utilised this facility; and
- (iv) the Group would consider disposing of certain investment properties to provide further funding when the liquidity needs arise.

As at December 31, 2023, the Group had total assets of approximately RMB1,699.90 million (At June 30, 2023: RMB1,691.76 million), which were financed by total liabilities and equity of RMB443.49 million (At June 30, 2023: RMB458.31 million) and RMB1,236.41 million (At June 30, 2023: RMB1,233.45 million), respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

6.15 Gearing Ratio

The Group's gearing ratio as at December 31, 2023 was 19.12% (At June 30, 2023: 21.20%), which was calculated based on the total borrowings of RMB236.36 million (At June 30, 2023: RMB261.47 million) divided by total equity of RMB1,236.41 million (At June 30, 2023: RMB1,233.45 million) and then multiplied by 100%.

7. BUSINESS REVIEW AND OUTLOOK

The Group owns and leases education facilities, comprising primarily teaching buildings and dormitories to Education Institutions in the PRC, Malaysia and Indonesia. The Group's education facilities are located in the OUC Campus; Kuala Lumpur, Malaysia; and Jakarta, Indonesia. In addition, the Group also leases commercial properties in the OUC Campus to commercial tenants operating a range of supporting facilities, including a shopping centre, supermarket, cafe and cafeterias, bank, telecommunication companies, dental and polyclinic, amongst others, to serve the needs of students in the campus and the residents of adjacent housing estates.

For the Period, the financial performance of the Group continued to improve as a result of the recovery momentum following the post-novel coronavirus disease 2019 (COVID-19) normalisation since last quarter of FY2022/23. Revenue for the Period was RMB26.82 million, a 16.8% increase from RMB22.97 million for H1FY2022/23. Profit for the Period was RMB3.19 million, a twofold increase from RMB1.59 million recorded for H1FY2022/23.

In view of the existing long-term lease agreements and anticipated yearly renewal of subsisting lease agreements, the Group is confident that the improved financial performance for the financial year ending June 30, 2024 ("FY2023/24") could be sustained. Further, an additional lease revenue would be generated upon completion of the construction of a canteen and a theatre and handover of these education facilities to an existing Education Institution by the second half of the FY2023/24.

The Company's shareholders (the "Shareholders") had, in the extraordinary general meeting held on January 12, 2024 (the "EGM"), approved the 4 Vallees Acquisition, and the Group anticipates the 4 Vallees Acquisition would be completed by the third quarter of FY2023/24. Upon completion, 4 Vallees will become a wholly-owned subsidiary of the Company, which would broaden the revenue base of the Group.

While the Group would continue its business development efforts to secure potential take-up of existing vacant spaces, the Group, nevertheless, is cognisant of potential economy downturn risks that could affect its revenue and would prudently manage its operational costs to mitigate cashflow constraints.

MANAGEMENT DISCUSSION AND ANALYSIS

As student enrolment for a few Education Institutions in the OUC Campus continues to rise, the Board views that there would be a steady increase in the demand of education facilities. Meanwhile, the demand for the Group's education facilities in Malaysia and Indonesia is expected to remain stable. As a provider of education facilities in these countries, the Group is well-poised to benefit from this stable to growth trend.

8. SIGNIFICANT INVESTMENTS AND FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL COMMITMENTS

Save as disclosed below, as at December 31, 2023, the Group did not have any other significant investment and future plan for material investments and capital commitments.

8.1 Purchase of investment properties in Mongolia

On March 6, 2020, the Company entered into a sale and purchase agreement with an independent vendor for the purchase of investment properties in Ulaanbaatar, Mongolia, for a purchase consideration of RMB32.71 million. As at December 31, 2023, the Company has paid RMB28.43 million of the purchase consideration in accordance to the construction progress stage. Please refer to the announcement of the Company dated March 8, 2020 for details of the acquisition of investment properties in Mongolia.

8.2 Upgrading of investment properties in the OUC Campus

The Group had undertaken the following renovation/refurbishment works and construction of investment properties in the OUC Campus on progressive basis based on its funding capability:

8.2.1 Renovation/refurbishment of two blocks of dormitories in the OUC Campus, Langfang City

On June 16, 2022, the Company had entered into a construction project contract with an independent contractor for the renovation/refurbishment of two blocks of dormitories, No. 23 and No. 24, located at the OUC Campus for a contract sum of RMB10.18 million. As at December 31, 2023, the Group has paid RMB7.51 million of the contract sum and the remaining balance of RMB2.67 million will be paid in instalments in accordance with the agreed terms. The renovation/refurbishment work had been completed and the two blocks of dormitories had been handed over and occupied by an Education Institution in the FY2022/23.

MANAGEMENT DISCUSSION AND ANALYSIS

8.2.2 Construction of a canteen and a theatre in the OUC Campus

On January 30, 2023, the Company had entered into a construction project contract with an independent contractor for the construction of a canteen and a theatre, located at the OUC Campus for a contract sum of RMB13.40 million. As at December 31, 2023, the Group has paid RMB10.48 million of the contract sum and the remaining balance of RMB2.92 million will be paid in instalments in accordance with the agreed terms. The construction work is expected to be completed by the second half of the FY2023/24.

8.3 Acquisition of remaining shares in 4 Vallees

On July 4, 2023, the Company (as the purchaser), RE (as the seller) and 4 Vallees (as the target company) had entered into a sale and purchase agreement (the “4 Vallees SPA”), pursuant to which, the Company agreed to acquire the remaining 75.39% of the issued share capital of 4 Vallees, which it did not own, from RE, at a purchase consideration of CHF11.479 million (approximately RMB95.470 million). As at December 31, 2023, the Group has paid RMB73.20 million in accordance to the terms of the 4 Vallees SPA. The purchase consideration shall be adjusted at completion date, subject to a cap of CHF11.479 million, pursuant to the terms and conditions set out in the 4 Vallees SPA. Upon completion of the 4 Vallees Acquisition, 4 Vallees will become a wholly-owned subsidiary of the Company. Please refer to the announcement of the Company dated July 4, 2023, the circular to shareholders dated December 27, 2023 for details of the 4 Vallees Acquisition.

The Shareholders has, on January 12, 2024, approved the 4 Vallees Acquisition in the EGM, and the Group anticipates the 4 Vallees Acquisition would be completed by the third quarter of FY2023/24.

9. MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save for the 4 Vallees Acquisition, the Group did not have any material acquisition and disposal of subsidiaries, associates or joint ventures during the Period.

10. EVENT AFTER THE REPORTING PERIOD

Subsequent to the reporting date, the Shareholders’ approval for the 4 Vallees Acquisition was obtained in the EGM. Please refer to the announcement of the Company dated January 12, 2024.

Save for the above, there is no other significant event after the reporting period up to the date of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

11. USE OF PROCEEDS FROM THE PROPERTY DISPOSAL

The Property Disposal of certain of investment properties in the OUC Campus for RMB100.00 million as set out in Section 6.3 of this report was completed in June 2023. Please refer to the Company's announcement dated March 21, 2023, and the circular to the Shareholders dated May 12, 2023, for details of the Property Disposal.

The net proceeds from the Property Disposal was RMB83.60 million after deducting the relevant professional expenses of RMB0.71 million, value-added tax and tax surcharges of RMB5.55 million and land appreciation tax of RMB10.14 million.

The utilisation of the net proceeds from the Property Disposal is set out as follows:—

Planned use of net proceeds	Planned use of net proceeds <i>RMB'million</i>	Net proceeds utilised during the Period <i>RMB'million</i>	Net proceeds utilised up to December 31, 2023 <i>RMB'million</i>	Unutilised net proceeds as at December 31, 2023 <i>RMB'million</i>	Estimated date for complete utilisation of net proceeds
Repayment of borrowings	39.00	39.00	39.00	—	Completed
Construction and renovation of education facilities	20.00	—	20.00	—	Completed
General working capital	24.60	12.14	22.65	1.95	Up to June 30, 2024
	<u>83.60</u>	<u>51.14</u>	<u>81.65</u>	<u>1.95</u>	

MANAGEMENT DISCUSSION AND ANALYSIS

12. CONTINUING CONNECTED TRANSACTION

Save as disclosed below, the Group does not have other continuing connected transaction, as at December 31, 2023.

12.1 Tenancy Agreement of Properties in Malaysia

OUC Malaysia Sdn Bhd, a direct wholly-owned subsidiary of the Company, as landlord, had entered into a tenancy agreement with Raffles College of Higher Education Sdn Bhd, of which 70% of its equity interest is owned by RE, as tenant, on December 10, 2021 for the lease of the properties for a term of three years commencing on January 1, 2022 and expiring on December 31, 2024. The tenancy term was executed on arm's length terms and the annual rental payable under the tenancy agreement amounts to Malaysian Ringgit 2.01 million (approximately RMB3.15 million). Please refer to the announcement of the Company dated December 10, 2021, for further details of the tenancy agreement.

12.2 Tenancy Agreement of Properties in Indonesia

PT OUC Thamrin Indo, a wholly-owned subsidiary of the Company, as landlord, had, on June 13, 2023, entered into a tenancy agreement with PT. Raffles Institute of Higher Education, a wholly-owned subsidiary of RE, as tenant, for the lease of a gross floor area of 1,600 square metres on the two floors of Lippo Thamrin office in Jakarta, Indonesia, for a term of three years commencing on July 1, 2023 and expiring on June 30, 2026. The tenancy was executed on arm's length terms and the annual rental payable under the tenancy agreement amounts to Indonesian Rupiah 5,472.00 million (approximately RMB2.46 million). According to Rule 20.04 of the GEM Listing Rules, the transaction value of the tenancy agreement was a de minimis transaction and was fully exempted from the requirements of announcement and approval of the Shareholders.

13. CONTINGENT LIABILITIES

The Group did not have any contingent liabilities as at December 31, 2023 (December 31, 2022: nil).

14. DIVIDENDS

The Board has resolved not to recommend payment of any dividend for the Period (December 31, 2022: Nil).

CORPORATE GOVERNANCE AND OTHER INFORMATION

15. COMPETING INTERESTS

RE, the controlling Shareholder (as defined in the GEM Listing Rules), has confirmed that save for its shareholding in the Company, it is neither engaged nor interested in any business which, directly or indirectly, competes or may compete with the Group's business (save as disclosed under the heading "Excluded Businesses" in the section headed "History and Development – Post-Reorganization" of the prospectus of the Company dated December 31, 2014 (the "Prospectus")).

On December 22, 2014, RE entered into a deed of non-competition and call option in favour of the Company, pursuant to which it has undertaken not to compete with the business of the Company. For further details, please refer to the sub-section headed "Deed of Non-compete" in the section headed "Relationship with the Controlling Shareholder" of the Prospectus.

The Directors have confirmed that save as disclosed above, as at December 31, 2023, none of the Directors, controlling Shareholder or substantial Shareholders (as defined in the GEM Listing Rules), directors of any of the Company's subsidiaries or any of their respective close associates (as defined in the GEM Listing Rules) had interest in any business (other than our Group) which, directly or indirectly, competed or might compete with the Group's business.

16. CORPORATE GOVERNANCE

The Company is committed to fulfilling its responsibilities to its Shareholders and protecting and enhancing Shareholder value through solid corporate governance.

The Company has complied with the code provisions as set out in the section headed "Part 2 – Principles of good corporate governance, code provisions and recommended best practices" of the Corporate Governance Code contained in Appendix C1 (formerly known as Appendix 15) to the GEM Listing Rules during the Period.

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

The Company did not redeem any of its Shares listed on GEM nor did the Company or any of its subsidiaries purchase or sell any such Shares during the Period.

CORPORATE GOVERNANCE AND OTHER INFORMATION

18. SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings regarding securities transaction by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “Required Standard of Dealings”) as its own code of conduct for dealings in the Company’s securities by the Directors. The Company had made specific enquiries with all Directors and each of them has confirmed his compliance with the Required Standard of Dealings during the Period.

19. DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at December 31, 2023, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the “SFO”), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Stock Exchange and the Securities and Futures Commission (“SFC”) under the Required Standard of Dealings, were as follows:

Long positions

(a) Shares in the Company

Name of Director	Capacity/ Nature of interest	Number of issued Shares held	Percentage of shareholding ⁽²⁾
Mr. Chew Hua Seng (“Mr. Chew”) ⁽¹⁾	Interest of a controlled corporation/Corporate interest	135,000,000	75%

Notes:

(1) Details of the interest in the Company held by Mr. Chew, the chairman of the Board (the “Chairman”) and an executive Director, through RE are set out in the section headed “Substantial Shareholders’ and Other Persons’ Interests and Short Positions in Shares and Underlying Shares” below.

(2) The percentage of shareholding was calculated based on the Company’s total number of issued Shares as at December 31, 2023 (i.e. 180,000,000 Shares).

CORPORATE GOVERNANCE AND OTHER INFORMATION

(b) Shares in associated corporation of the Company

Name of Director	Name of associated corporation	Capacity/ Nature of interests	Number of issued shares held	Approximate percentage of shareholding
Mr. Chew	RE ⁽¹⁾	Beneficial owner and interest of spouse/personal interest and family interest	504,202,264	36.39% ⁽²⁾

Notes:

- (1) RE is the immediate holding company of the Company.
- (2) Comprised of the 24.05% direct interest of Mr. Chew; the 2.46% interest of Ms. Doris Chung Gim Lian ("Ms. Chung", the spouse of Mr. Chew); and the 9.88% joint interest of Mr. Chew and Ms. Chung.

(c) Debentures in associated corporation of the Company

Name of Director	Name of associated corporation	Capacity/Nature of interests	Number of convertible bonds held
Mr. Chew	RE ⁽¹⁾	Beneficial owner and interest of spouse/personal interest and family interest	17,455,306 ^{(2)/(3)}

Notes:

- (1) RE is the immediate holding company of the Company.
- (2) Comprised of 16,808,487 convertible bonds directly held by Mr. Chew and 646,819 convertible bonds held by Ms. Chung.
- (3) Subsequent to December 31, 2023 and as at the date of this report, the number of convertible bonds held by Mr. Chew have increased to 35,030,306 convertible bonds, comprised of 34,383,487 convertible bonds directly held by Mr. Chew and 646,819 convertible bonds held by Ms. Chung.

CORPORATE GOVERNANCE AND OTHER INFORMATION

Save as disclosed above, as at December 31, 2023, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Stock Exchange and the SFC under the Required Standard of Dealings.

20. SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at December 31, 2023, so far as it was known by or otherwise notified to any Directors or the chief executive of the Company, the particulars of the corporations which or persons (other than a Director or the chief executive of the Company) who had 5% or more interests or short position in the Shares and the underlying Shares as recorded in the register to be kept under section 336 of the SFO were as follows:

Long positions in the Shares

Name of Shareholders	Capacity/ Nature of interest	Number of issued Shares held	Percentage of shareholding ⁽²⁾
RE ⁽¹⁾	Beneficial owner/Personal interest	135,000,000	75%
Ms. Chung ⁽¹⁾	Interest of spouse/Family interest	135,000,000	75%

Notes:

(1) RE is owned as to 24.05% by Mr. Chew; 9.88% jointly by Mr. Chew and Ms. Chung; and 2.46% by Ms. Chung. Under the SFO, Mr. Chew is deemed to be interested in the Shares in which RE is interested, and Ms. Chung is deemed to be interested in the Shares in which Mr. Chew is interested and deemed to be interested. In addition, Mr. Chew is a director of RE.

(2) The percentage of shareholding was calculated based on the Company's total number of issued Shares as at December 31, 2023 (i.e. 180,000,000 Shares).

Save as disclosed above, as at December 31, 2023, so far as it was known by or otherwise notified to the Directors or the chief executive of the Company, no other corporations which or persons (other than a Director or the chief executive of the Company) who had 5% or more interests or short positions in the Shares and the underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

CORPORATE GOVERNANCE AND OTHER INFORMATION

21. DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as otherwise disclosed, no Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or its holding company or any of its subsidiaries or fellow subsidiaries was a party during the Period.

22. REVIEW BY AUDIT COMMITTEE

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Tan Yeow Hiang, Kenneth (“Mr. Tan”), Mr. Wilson Teh Boon Piaw and Mr. Liu Guilin with Mr. Tan serving as the chairman.

The Audit Committee has reviewed the accounting principles and practices adopted by the Group and the Interim Results and was of the opinion that such results had been prepared in compliance with the applicable accounting standards and the GEM Listing Rules and that adequate disclosures had been made.

23. CESSATION OF PUBLISHING QUARTERLY FINANCIAL RESULTS AND QUARTERLY REPORTS

Taking into consideration the GEM listing reforms effective January 1, 2024, where the Stock Exchange has removed the mandatory quarterly financial reporting requirement. The Company concurs with the view of the Stock Exchange that this will reduce the compliance costs of the Company. Furthermore, the annual and interim report requirements, together with other ongoing disclosure obligations will continue to allow Shareholders to be sufficiently informed of the Group’s financial position and future prospects.

In consideration of the above, with effect from January 1, 2024, the Company will cease the publication of the Company’s quarterly financial results and quarterly reports. The Company will continue to publish its annual and interim financial results and reports in compliance with the GEM Listing Rules.

By order of the Board
Oriental University City Holdings (H.K.) Limited
Chew Hua Seng
Chairman and Executive Director

Singapore, January 19, 2024

INTERIM REPORT

2023/2024



Oriental
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东方大学城

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