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天德地產有限公司 Tian Teck Land Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 266)

Preliminary Announcement of Results for the year ended 31 March 2019

(Expressed in Hong Kong dollars)

The Board of Directors is pleased to announce the audited results of the Group for the year ended 31 March 2019. These results have been reviewed with no disagreement by the audit committee of the Company. The figures in respect of this preliminary announcement of the Group's results have been agreed by the Company's auditor, KPMG, to the amounts set out in the Group's consolidated financial statements for the year.

Consolidated statement of profit or loss and other comprehensive income

	Note	Year ended 31 March	
		2019 \$'000	2018 \$'000
Revenue	3	622,729	645,617
Cost of services		(87,239)	(85,351)
Gross profit		535,490	560,266
Other revenue	5(a)	11,201	5,110
Other net (loss)/income	5(b)	(2,714)	4,089
Administrative expenses		(39,539)	(41,045)
Profit from operations before valuation changes in investment properties		504,438	528,420
Net valuation losses on investment properties		(270,470)	(252,044)
Profit from operations after valuation changes in investment properties		233,968	276,376
Finance costs	6(a)	(4,855)	(3,140)
Profit before taxation	6	229,113	273,236
Income tax	7	(81,214)	(85,463)
Profit and total comprehensive income for the year		147,899	187,773
Attributable to:			
— Equity shareholders of the Company		73,669	108,126
— Non-controlling interests		74,230	79,647
Profit and total comprehensive income for the year		147,899	187,773
Earnings per share — basic and diluted	9	\$0.16	\$0.23

Details of dividends payable to equity shareholders of the Company are set out in note 8.

Consolidated statement of financial position

	<i>Note</i>	At 31 March 2019	At 31 March 2018
		\$'000	\$'000
Non-current assets			
Fixed assets			
— Investment properties		13,859,790	14,132,602
— Other properties, plant and equipment		65,263	68,215
		13,925,053	14,200,817
Current assets			
Accounts receivable, deposits and prepayments	10	27,813	19,276
Current tax recoverable		33	—
Pledged bank deposits		13,147	10,295
Cash and cash equivalents		566,645	569,394
		607,638	598,965
Current liabilities			
Other payables and accruals	11	30,825	27,913
Deposits received		197,094	198,696
Provision for long service payments		1,551	1,485
Obligations under finance leases		17	29
Current tax payable		14,767	14,960
		244,254	243,083
Net current assets		363,384	355,882
Total assets less current liabilities		14,288,437	14,556,699
Non-current liabilities			
Bank loan — secured		200,000	200,000
Government lease premiums payable		1,791	1,857
Obligations under finance leases		—	17
Deferred tax liabilities		80,305	72,190
		282,096	274,064
NET ASSETS		14,006,341	14,282,635
CAPITAL AND RESERVES			
Share capital		121,830	121,830
Reserves		7,084,387	7,224,347
		7,206,217	7,346,177
Non-controlling interests		6,800,124	6,936,458
TOTAL EQUITY		14,006,341	14,282,635

Notes:

1. Basis of preparation

The financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. The financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The financial statements have been prepared in accordance with the same accounting policies adopted in the financial statements for the year ended 31 March 2018, except for the accounting policy changes that have been reflected in the financial statements for the year ended 31 March 2019. Details of these changes in accounting policies are set out in note 2.

The financial information relating to the years ended 31 March 2019 and 2018 included in this preliminary announcement of results does not constitute the Company’s statutory annual consolidated financial statements for those years but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance is as follows:

The Company has delivered the financial statements for the year ended 31 March 2018 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance and will deliver the financial statements for the year ended 31 March 2019 in due course.

The Company’s auditor has reported on the financial statements of the Group for both years. The auditor’s reports were unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its reports; and did not contain a statement under sections 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance.

2. Changes in accounting policies

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group:

- HKFRS 9 (2014), *Financial instruments*
- HKFRS 15, *Revenue from contracts with customers*
- Amendments to HKAS 40, *Investment property: Transfers of investment property*
- HK(IFRIC) Interpretation 22, *Foreign currency transactions and advance consideration*

None of these developments have had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented.

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

3. Revenue

The principal activity of the Group is property investment.

Revenue represents gross rental income received and receivable from investment properties.

The Group’s customer base is diversified and does not include any customers with whom transactions have exceeded 10% of the Group’s revenue for the years ended 31 March 2018 and 2019.

4. Segment information

The Group has a single reportable segment which is “Property leasing”. Accordingly, the business segment information for this sole reportable segment is equivalent to the consolidated figures.

No separate geographical information is presented as the Group’s revenue and results of property leasing were derived from Hong Kong and the People’s Republic of China (the “PRC”).

5. Other revenue and net (loss)/income

		Year ended 31 March	
		2019	2018
		\$'000	\$'000
(a)	Other revenue		
	Interest income	10,473	4,271
	Compensation from early termination of lease	–	273
	Others	728	566
		<u>11,201</u>	<u>5,110</u>
(b)	Other net (loss)/income		
	Net loss on disposals of fixed assets	(2)	(6)
	Net foreign exchange (loss)/gain	(2,712)	4,095
		<u>(2,714)</u>	<u>4,089</u>

6. Profit before taxation

Profit before taxation is arrived at after charging:

		Year ended 31 March	
		2019	2018
		\$'000	\$'000
(a)	Finance costs		
	Interest on bank loan	4,511	2,793
	Other borrowing costs	250	250
	Interest on government lease premiums payable	94	97
		<u>4,855</u>	<u>3,140</u>
(b)	Other items		
	Depreciation	4,563	4,713
	Impairment losses on accounts receivable	304	–

7. Income tax

	Year ended 31 March	
	2019	2018
	\$'000	\$'000
Current tax — Hong Kong profits tax		
Provision for the year	73,050	77,444
Over-provision in respect of prior years	(90)	(60)
	<u>72,960</u>	<u>77,384</u>
Current tax — PRC		
Provision for the year	<u>139</u>	<u>222</u>
Deferred tax		
Changes in fair value of investment properties	(319)	65
Origination and reversal of temporary differences	<u>8,434</u>	<u>7,792</u>
	<u>8,115</u>	<u>7,857</u>
	<u>81,214</u>	<u>85,463</u>

The provision for Hong Kong profits tax is calculated at 16.5% (2018: 16.5%) of the estimated assessable profits for the year. PRC taxation is calculated based on the applicable rate of taxation in accordance with the relevant tax rules and regulations of the PRC.

8. Dividends

(a) Dividends payable to equity shareholders of the Company attributable to the year

	Year ended 31 March	
	2019	2018
	\$'000	\$'000
Interim dividend declared and paid of \$0.22 per share (2018: \$0.23 per share)	104,441	109,188
Final dividend proposed after the end of the reporting period of \$0.22 per share (2018: \$0.23 per share)	<u>104,441</u>	<u>109,188</u>
	<u>208,882</u>	<u>218,376</u>

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

(b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	Year ended 31 March	
	2019	2018
	\$'000	\$'000
Final dividend in respect of the previous financial year, approved and paid during the year, of \$0.23 per share (2018: \$0.23 per share)	<u>109,188</u>	<u>109,188</u>

9. Earnings per share — basic and diluted

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of \$73,669,000 (2018: \$108,126,000) and 474,731,824 (2018: 474,731,824) shares in issue during the year. There were no potential dilutive shares in existence in 2018 and 2019.

10. Accounts receivable, deposits and prepayments

The ageing analysis of accounts receivable (net of allowance for credit losses) which was included in accounts receivable, deposits and prepayments as of the end of the reporting period is as follows:

	At 31 March	
	2019	2018
	\$'000	\$'000
Current (Note)	14,798	10,024
Less than 1 month past due	1,606	1,228
1 to 3 months past due	65	282
More than 3 months but less than 12 months past due	12	13
More than 12 months past due	—	4
Amounts past due	1,683	1,527
Total accounts receivable, net of allowance for credit losses	16,481	11,551
Deposits and prepayments	11,332	7,725
	27,813	19,276

Note: The amount includes the receivable for lease incentives of \$10,946,000 (2018: \$9,374,000) which is not past due.

Debts are generally due on the 1st day of each month and 10 to 14 days are allowed for settlement or else interest will be charged. Legal action will be taken against past due debtors whenever the situation is appropriate.

11. Other payables and accruals

All of the other payables and accruals are expected to be settled within one year.

DIVIDENDS AND CLOSURE OF REGISTER OF MEMBERS

The Board is pleased to recommend a final dividend of \$0.22 per share for the year ended 31 March 2019 (2018: \$0.23 per share). As the Company paid an interim dividend of \$0.22 per share during the year (2018: \$0.23 per share), the total distribution will be \$0.44 per share for the year (2018: \$0.46 per share).

Subject to the members' approval on the proposed final dividend at the forthcoming annual general meeting, the register of members of the Company will be closed for the purpose of determining entitlement to the said final dividend from Monday, 16 September 2019 to Wednesday, 18 September 2019, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Friday, 13 September 2019. The proposed final dividend will be paid on Thursday, 10 October 2019 to members whose names appear on the register of members on Wednesday, 18 September 2019 following approval at the annual general meeting.

BUSINESS REVIEW AND COMMENTARY

- The Group achieved a profit from operations before valuation changes in investment properties of \$504.4 million for the financial year ended 31 March 2019, representing a decrease of approximately 4.5% compared with the previous financial year. The decrease was mainly due to decrease in rental income from iSQUARE compared to the previous financial year.
- Net valuation losses on investment properties for the financial year ended 31 March 2019 amounted to \$270.5 million, compared with the net valuation losses of \$252.0 million for the previous financial year. The valuation losses will only affect the accounting profit or loss but not the cash flow of the Group.
- The Group recorded a profit attributable to equity shareholders of \$73.7 million, compared with a profit attributable to equity shareholders of \$108.1 million for the previous financial year.
- iSQUARE is a commercial complex housing retail, entertainment, food and beverage establishments. Rental income from iSQUARE amounted to approximately \$606.8 million for the financial year ended 31 March 2019, representing a decrease of approximately 3.5% compared with the previous financial year. The occupancy rate at 31 March 2019 was approximately 92.9% (2018: 98.3%).
- The Group's investment properties comprising four floors of Goodluck Industrial Centre in Lai Chi Kok and one floor of a commercial building in Guangzhou in the PRC, continued to generate rental income during the year.
- The total equity for the Group at 31 March 2019 was \$14,006.3 million, compared with \$14,282.6 million at 31 March 2018.

- On 7 October 2013, Associated International Hotels Limited (“AIHL”), a 50.01% owned subsidiary, entered into a facility agreement with a bank comprising of a 3-year term loan facility of up to \$200 million and a 3-year revolving loan facility of up to \$100 million both at floating interest rate. On 30 August 2016, AIHL entered into a supplemental agreement with the bank for extension of the facilities for three years to 8 October 2019. In comply with certain conditions, the facilities have been further extended for two additional years to 8 October 2021. At 31 March 2019, the banking facilities were utilised to the extent of \$200 million (2018: \$200 million) and the Group’s gearing ratio (calculated as total bank loans divided by total equity) was 1.4% (2018: 1.4%).
- At 31 March 2019, the total number of employees of the Group, excluding the staff employed by Cushman & Wakefield Property Management Limited for general building and property management of iSQUARE, was 37 (2018: 38) and the related costs incurred during the year were approximately \$27.5 million (2018: \$26.4 million).

OUTLOOK

With the uncertain external economic environment together with the anticipated increase in new supply of retail premises in the Tsim Sha Tsui area, management would expect the leasing market to be challenging. Management will continue to adopt appropriate leasing strategies to minimise the likely impact on rental income from iSQUARE. It is anticipated that rental income from iSQUARE and the results from operations of the Group for the coming financial year will be affected.

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of members of the Company will be held on Tuesday, 10 September 2019.

For the purpose of determining the identity of members who are entitled to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Tuesday, 3 September 2019 to Tuesday, 10 September 2019, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Monday, 2 September 2019.

PURCHASE, SALE OR REDEMPTION BY THE COMPANY AND ITS SUBSIDIARIES OF ITS LISTED SECURITIES

There were no purchases, sales or redemptions of the Company’s listed securities by the Company or any of its subsidiaries during the year.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company throughout the year ended 31 March 2019 complied with all the code provisions, where applicable, set out in the Corporate Governance Code in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), except for the deviations as disclosed hereunder:

- Code Provision A.1.8: Appropriate insurance cover in respect of legal action against directors should be arranged

Currently, the Company does not have insurance cover for legal action against its Directors. The Board believes that with the current risk management and internal control systems and the close supervision of the management, the Directors’ risk of being sued or getting involved in litigation in their capacity as Directors is relatively low. Benefits to be derived from taking out insurance may not outweigh the cost. Despite it, every Director is, subject to the provisions of the applicable laws, indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities he/she may sustain or incur in or about the execution of his/her office or otherwise in relation thereto pursuant to the Articles of Association of the Company. In view of the above, the Board considers that the Directors’ exposure to risk is manageable.

- Code Provision A.2.1: The roles of chairman and chief executive should be separated and performed by two individuals

Mr Cheong Hooi Hong is both the Chairman and chief executive of the Company. To avoid concentration of power and authority in any one individual, day-to-day management of the Company’s business is shared by Executive Directors whilst formulation of objectives and strategic decisions are collectively made by the Board. In addition, the Board comprises three Independent Non-executive Directors (“INEDs”) with differing expertise/calibre who can provide a “check and balance” effect on the management through their high attendance at board meetings and therefore ensuring a balance of power. Given consideration to the aforesaid, the Board of Directors is of the view that the current structure does not have any adverse effect on the Company and believes that this structure enables the Group to make and implement decisions promptly and efficiently.

- Code Provision A.6.5: All directors should participate in continuous professional development and provide the issuer with a record of training they received

All Directors participated in continuous professional development and provided the Company with their training record as required except that one of the Directors was unable to do so due to health reason.

Given that the Director concerned is a Non-executive Director (“NED”) and his health condition has deteriorated to the state that he has not been able to attend meetings of the Board for more than six consecutive months, in accordance with the provisions of the Articles of Association of the Company, the Board has resolved to vacate his office with effect from 26 June 2019. Upon the passing of the said resolution, he ceased to be a NED of the Company.

- Code Provision A.6.7: Independent non-executive directors and other non-executive directors should not only give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation, but also attend general meetings to gain and develop a balanced understanding of the views of shareholders

Except for the only NED of the Company being unable to attend the Company's meetings due to health reason since November 2018, the INEDs of the Company had full attendance at board meetings, board committee meetings and annual general meeting held during the year.

Having given due consideration to the current health condition of the NED and his inability to attend meetings of the Board for more than six consecutive months, in accordance with the provisions of the Articles of Association of the Company, the Board has resolved to vacate his office with effect from 26 June 2019. Upon the passing of the said resolution, he ceased to be a NED of the Company.

- Code Provision B.1.5: Remuneration details of senior management should be disclosed by band in annual reports

The remuneration details of the senior management are not disclosed by band in the annual report. To ensure they are remunerated at a reasonable but not excessive rate, none of them is involved in deciding his/her own remuneration or related to the remuneration committee members (who are authorised to collectively determine the remuneration of the senior management based on a number of factors set out in the Company's remuneration policy). The Directors consider that the non-disclosure does not pose any negative impact on the Company. On the contrary, the disclosure of the remuneration details of the senior management may cause undue comparison and discontent among staff members, and would unnecessarily provide highly sensitive and confidential information to competitors and other third parties looking to recruit the senior management. In light of the above, the Directors are of the view that the disclosure of such information would neither provide pertinent information in furtherance of corporate governance, nor be in the interests of the members of the Company.

- Code Provision C.2.5: Issuer should have an internal audit function and review the need for one in case of its absence annually

At present, the Company does not have an internal audit function. The Board reviewed the need for setting up an internal audit function in March 2019 and considered that there was no such an immediate need after taking into account the Group's current circumstances, such as the focused nature and geographical spread of business, the relatively simple operating structure and small size of the Group and the close involvement and supervision of the management in daily operation, which could provide sufficient risk management and internal control for the Group. Despite it, the Board has taken initiatives to promote the adequacy and effectiveness of the risk management and internal control systems by creating a control environment across the Group (such as building up a corporate culture based on sound business ethics and accountability through the implementation of "whistle-blowing" arrangements and procedure manuals with defined roles, responsibilities and reporting lines) and putting control activities in place (such as conducting group-wide risk assessment exercise regularly). In addition, where the external auditor of the Company considers any internal controls that are relevant to the audit of the financial statements, it will report to the audit committee any significant deficiencies in internal control identified during the audit.

In view of the above considerations and the potential cost to be involved, the Board is of the opinion that it is not cost effective to set up and maintain an internal audit function and that the existing control mechanism could justify its absence for the time being. Nonetheless, the Board will review the need for an internal audit function on an annual basis.

- Code Provision F.1.3: The company secretary should report to the board chairman and/or the chief executive

Instead of reporting to the Chairman (who is also the chief executive of the Company), the company secretary reports directly to the Deputy Chairman. Since the company secretary is located in the same office as the Deputy Chairman and they work closely on a day-to-day basis, direct reporting to the Deputy Chairman can provide for a prompt and timely response to issues which require immediate attention. On the other hand, the Chairman keeps having ongoing discussion and dialogue with the Deputy Chairman on business affairs, in particular corporate governance and financial issues, which enables him to fully understand the operation of the Company and manage it in an effective manner. Taking into account of the above, the Board considers that the current reporting line is apposite to the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules as its code for dealing in securities in the Company by its Directors (“Model Code”). Specific enquiry has been made to all Directors of the Company as to whether they have complied with or whether there has been any non-compliance with the Model Code, and all Directors (except the NED who is unable to do so due to health reason) have confirmed compliance with the required standard set out in the Model Code during the year ended 31 March 2019.

PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT

This announcement is published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (http://tll.etnet.com.hk/eng/ca_calendar.php). The annual report for the year ended 31 March 2019 which contains all information required by the Listing Rules will be despatched to members of the Company and made available on the above websites in due course.

By order of the Board
Tian Teck Land Limited
Ng Sau Fong
Company Secretary

Hong Kong, 27 June 2019

As at the date of this announcement, Mr Cheong Hooi Hong, Mr Cheong Kheng Lim, Mr Cheong Keng Hooi, Mr Cheong Sim Lam and Miss Cheong Chong Ling are executive directors, and Mr Chow Wan Hoi, Paul, Mr Wong Yiu Tak and Mr Tse Pang Yuen are independent non-executive directors.

Note: The translation into Chinese language of this announcement is for reference only. In case of any inconsistency, the English version shall prevail.