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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 Interim Results for the six months ended 30 September 2019

(Expressed in Hong Kong dollars)

The Board of Directors would like to announce the unaudited consolidated results of the Group for the half year ended 30 September 2019. These results have been reviewed in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), by KPMG, certified public accountants in Hong Kong, and the audit committee with no disagreement. The unmodified review report of the auditor is included in the interim report to be sent to members of the Company.

Consolidated statement of profit or loss and other comprehensive income — unaudited

		Six months ended 30 September	
	Note	2019 \$'000	2018 \$'000
Revenue	3	305,669	315,352
Cost of services		(46,025)	(44,502)
Gross profit		259,644	270,850
Other revenue	5(a)	7,115	4,959
Other net loss	5(b)	(2,395)	(3,743)
Administrative expenses		(18,169)	(17,852)
Profit from operations before valuation changes in investment properties		246,195	254,214
Net valuation losses on investment properties		(575,538)	(16,920)
(Loss)/profit from operations after valuation changes in investment properties		(329,343)	237,294
Finance costs	6(a)	(2,984)	(2,351)
(Loss)/profit before taxation	6	(332,327)	234,943
Income tax	7	(39,318)	(41,350)
(Loss)/profit and total comprehensive income for the period		(371,645)	193,593
Attributable to:			
— Equity shareholders of the Company		(186,853)	97,281
— Non-controlling interests		(184,792)	96,312
(Loss)/profit and total comprehensive income for the period		(371,645)	193,593
(Loss)/earnings per share — basic and diluted	9	\$(0.39)	\$0.20

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

Consolidated statement of financial position — unaudited

	<i>Note</i>	At 30 September 2019	At 31 March 2019
		\$'000	\$'000
Non-current assets			
Fixed assets			
— Investment properties		13,283,480	13,859,790
— Other properties, plant and equipment		63,355	65,263
		<u>13,346,835</u>	<u>13,925,053</u>
Current assets			
Accounts receivable, deposits and prepayments	10	34,973	27,813
Current tax recoverable		—	33
Pledged bank deposits		10,740	13,147
Cash and cash equivalents		782,809	566,645
		<u>828,522</u>	<u>607,638</u>
Current liabilities			
Other payables and accruals	11	29,067	30,825
Deposits received		192,891	197,094
Provision for long service payments		1,578	1,551
Lease liabilities		3	17
Dividends payable		104,441	—
Dividends payable to non-controlling interests		102,583	—
Current tax payable		31,220	14,767
		<u>461,783</u>	<u>244,254</u>
Net current assets		<u>366,739</u>	<u>363,384</u>
Total assets less current liabilities		13,713,574	14,288,437
Non-current liabilities			
Bank loan — secured		200,000	200,000
Government lease premiums payable		1,791	1,791
Deferred tax liabilities		84,111	80,305
		<u>285,902</u>	<u>282,096</u>
NET ASSETS		<u>13,427,672</u>	<u>14,006,341</u>
CAPITAL AND RESERVES			
Share capital		121,830	121,830
Reserves		6,793,093	7,084,387
		<u>6,914,923</u>	<u>7,206,217</u>
Non-controlling interests		<u>6,512,749</u>	<u>6,800,124</u>
TOTAL EQUITY		<u>13,427,672</u>	<u>14,006,341</u>

Notes:

1. Basis of preparation

The unaudited interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the HKICPA.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the consolidated financial statements for the year ended 31 March 2019, except for the accounting policy changes that are expected to be reflected in the consolidated financial statements for the year ending 31 March 2020. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The financial information relating to the financial year ended 31 March 2019 that is included in this preliminary announcement of interim results as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that financial year 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 consolidated financial statements for the year ended 31 March 2019 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong 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 Hong Kong Companies Ordinance.

2. Changes in accounting policies

The HKICPA has issued a new Hong Kong Financial Reporting Standard (“HKFRS”) and a number of 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 16, *Leases*
- HK(IFRIC) Interpretation 23, *Uncertainty over income tax treatments*
- Annual improvements to HKFRSs 2015-2017 cycle

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 in the interim financial report, except for an additional disclosure in connection with the depreciation of the right-of-use assets in the note 6(b), which previously formed part of the depreciation of other properties, plant and equipment.

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 six months ended 30 September 2019 and 2018.

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

		Six months ended 30 September	
		2019	2018
		\$'000	\$'000
(a)	Other revenue		
	Interest income	6,475	4,921
	Others	640	38
		<u>7,115</u>	<u>4,959</u>
(b)	Other net loss		
	Net foreign exchange loss	(2,394)	(3,742)
	Net loss on disposals of fixed assets	(1)	(1)
		<u>(2,395)</u>	<u>(3,743)</u>

6. (Loss)/profit before taxation

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

		Six months ended 30 September	
		2019	2018
		\$'000	\$'000
(a)	Finance costs		
	Interest on bank loan	2,838	2,204
	Other borrowing costs	125	125
	Interest on government lease premiums payable	21	22
		<u>2,984</u>	<u>2,351</u>
(b)	Other items		
	Depreciation charge		
	— owned properties, plant and equipment	2,171	2,308
	— right-of-use assets	14	14

7. Income tax

	Six months ended 30 September	
	2019	2018
	\$'000	\$'000
Current tax		
Hong Kong Profits Tax	35,418	37,388
PRC tax	94	70
	<u>35,512</u>	<u>37,458</u>
Deferred tax		
Changes in fair value of investment properties	(113)	(226)
Origination and reversal of temporary differences	3,919	4,118
	<u>3,806</u>	<u>3,892</u>
	<u><u>39,318</u></u>	<u><u>41,350</u></u>

The provision for Hong Kong Profits Tax is calculated at 16.5% (2018: 16.5%) of the estimated assessable profits for the six months ended 30 September 2019, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first \$2,000,000 of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for this subsidiary was calculated at the same basis in 2018. 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 interim period

	Six months ended 30 September	
	2019	2018
	\$'000	\$'000
Interim dividend declared after the interim period of \$0.21 per share (2018: \$0.22 per share)	<u>99,694</u>	<u>104,441</u>

The interim dividend declared after the interim 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 during the interim period

	Six months ended 30 September	
	2019	2018
	\$'000	\$'000
Final dividend in respect of the previous financial year, approved during the following interim period, of \$0.22 per share (year ended 31 March 2018: \$0.23 per share)	<u>104,441</u>	<u>109,188</u>

9. (Loss)/earnings per share — basic and diluted

The calculation of basic (loss)/earnings per share is based on the loss attributable to equity shareholders of the Company of \$186,853,000 (2018: a profit of \$97,281,000) and 474,731,824 (2018: 474,731,824) shares in issue during the period. There were no potential dilutive shares in existence during the six months ended 30 September 2019 and 2018.

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 30 September 2019 \$'000	At 31 March 2019 \$'000
Current (Note)	17,270	14,798
Less than 1 month past due	2,338	1,606
1 to 3 months past due	1,546	65
More than 3 months but less than 12 months past due	665	12
Amounts past due	4,549	1,683
Total accounts receivable, net of allowance for credit losses	21,819	16,481
Deposits and prepayments	13,154	11,332
	34,973	27,813

Note: The amount includes the receivable for lease incentives of \$16,411,000 (31 March 2019: \$10,946,000) 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.

INTERIM DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has resolved that an interim dividend of \$0.21 per share (2018: \$0.22 per share) will be paid on Monday, 13 January 2020 to members whose names appear on the register of members of the Company on Wednesday, 18 December 2019. The register of members of the Company will be closed for the purpose of determining entitlement to the said interim dividend from Monday, 16 December 2019 to Wednesday, 18 December 2019, both days inclusive, during which period no transfer of shares will be registered. 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 December 2019.

BUSINESS REVIEW AND COMMENTARY

- The Group achieved a profit from operations before valuation changes in investment properties of \$246.2 million for the half year ended 30 September 2019, representing a decrease of approximately 3.2% compared with the corresponding period of last year. The decrease was mainly due to decrease in rental income from iSQUARE compared to the corresponding period of last year.
- Net valuation losses on investment properties for the half year ended 30 September 2019 amounted to \$575.5 million, compared with the net valuation losses of \$16.9 million for the corresponding period of last year. The valuation losses will only affect the accounting profit or loss but not the cash flow of the Group.
- The Group recorded a loss attributable to equity shareholders of \$186.9 million, compared with a profit attributable to equity shareholders of \$97.3 million for the corresponding period of last year.
- iSQUARE is a commercial complex housing retail, entertainment, food and beverage establishments. Rental income from iSQUARE amounted to approximately \$297.9 million for the half year ended 30 September 2019, representing a decrease of approximately 3.0% compared with the corresponding period of last year. The occupancy rate at 30 September 2019 was approximately 92.6% (30 September 2018: 97.4%).
- 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 period.
- The total equity for the Group at 30 September 2019 was \$13,427.7 million, compared with \$14,006.3 million at 31 March 2019.
- 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 compliance with certain conditions, the facilities have been further extended for two additional years to 8 October 2021. At 30 September 2019, the banking facilities were utilised to the extent of \$200 million (31 March 2019: \$200 million) and the Group's gearing ratio (calculated as total bank loans divided by total equity) was 1.5% (31 March 2019: 1.4%).

- At 30 September 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 (30 September 2018: 38) and the related costs incurred during the period were approximately \$12.1 million (30 September 2018: \$11.5 million).
- Save as disclosed in this announcement, there has been no further material change to the information contained in the Company's annual report for the year ended 31 March 2019 which necessitates additional disclosure to that made herein.

OUTLOOK

With the current social unrest in Hong Kong resulting in the continuing downturn of Hong Kong economy, management has taken various measures to cope with current situation. It is anticipated that rental income from iSQUARE and the results from operations of the Group for the current financial year will be adversely affected.

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 six months ended 30 September 2019.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company throughout the six months ended 30 September 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.6.7: INEDs 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 Non-executive Director of the Company who was unable to attend the Company's meetings due to health reason during his tenure, the INEDs of the Company had full attendance at all the Company's meetings held during the period under review.

- 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 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 (except the Non-executive Director whose office was vacated on 26 June 2019) as to whether they have complied with or whether there has been any non-compliance with the Model Code, and the Directors have confirmed compliance with the required standard set out in the Model Code during the six months ended 30 September 2019.

PUBLICATION OF INTERIM RESULTS AND INTERIM 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 interim report for the six months ended 30 September 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, 26 November 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.