Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



XIWANG PROPERTY HOLDINGS COMPANY LIMITED 西王置業控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 2088)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2022

The board (the "Board") of directors (the "Directors") of Xiwang Property Holdings Company Limited (the "Company") hereby announces the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2022 (the "Period"), together with the comparative figures, as follows. The consolidated results are unaudited, but have been reviewed by the Company's audit committee (the "Audit Committee").

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		Six months en	ded 30 June
		2022	2021
		RMB'000	RMB'000
	Notes	Unaudited	Unaudited
Revenue	4	23,413	14,568
Cost of sales		(23,248)	(13,895)
Gross profit		165	673
Other income	4	1,628	1,476
Selling and marketing expenses		(87)	(89)
Reversal of/(impairment losses) on trade receivables under			
expected credit loss ("ECL") model		29	_
Administrative expenses		(4,980)	(1,966)
(Loss)/profit from operation		(3,245)	94
Finance cost		(8)	(24)
(Loss)/profit before tax	5	(3,253)	70
Income tax credit	6		4,665
(Loss)/profit for the period		(3,253)	4,735
(Loss)/profit attributable to:			
Owners of the Company		(3,253)	4,735
(Loss)/earnings per share attributable to ordinary equity holders of the company			
Basic (loss)/earnings for the period	7	RMB(0.2) cent	RMB0.3 cent
Diluted (loss)/earnings for the period		RMB(0.2) <u>cent</u>	RMB0.3 cent

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Six months ended 30 June		
	2022	2021	
	RMB'000	RMB'000	
	Unaudited	Unaudited	
(LOSS)/PROFIT FOR THE PERIOD	(3,253)	4,735	
OTHER COMPREHENSIVE INCOME			
Other comprehensive income/(loss) to be reclassified to			
profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations	1,355	(379)	
TOTAL COMPREHENSIVE (LOSS)/INCOME			
FOR THE PERIOD	(1,898)	4,356	
(Loss)/profit attributable to owners of the Company	(1,898)	4,356	

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		30 June	31 December
		2022	2021
		RMB'000	RMB'000
	Notes	Unaudited	Audited
NON-CURRENT ASSETS			
Property, plant and equipment		_	_
Right-of-use asset		192	453
Goodwill		180,405	180,405
Total non-current assets		180,597	180,858
CURRENT ASSETS			
Completed properties held for sale		4,284	4,284
Properties under development	9	295,169	295,169
Trade receivables	10	9,103	10,682
Prepayments and other receivables	11	89,013	87,656
Cash and cash equivalents		147,873	148,233
Total current assets		545,442	546,024
CURRENT LIABILITIES			
Trade and other payables	12	46,402	47,315
Lease liability		193	462
Contract liabilities		323	323
Amounts due to related companies	15	15,545	13,308
Total current liabilities		62,463	61,408
Net current assets		482,979	484,616
Total assets less current liabilities		663,576	665,474

		30 June 2022 <i>RMB</i> '000	31 December 2021 <i>RMB</i> '000
	Notes	Unaudited	Audited
Less: Non-current liabilities			
Deferred tax liabilities		(93,158)	93,158
Total non-current liabilities		(93,158)	93,158
Net assets		570,418	572,316
EQUITY			
Equity attributable to owners of the Company			
Share capital	13	175,672	175,672
Reserves		394,746	396,644
Total equity		570,418	572,316

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Attributable to owners of the Company

	Attributable to owners of the Company								
	Issued capital RMB'000	Share option reserve RMB'000	Capital reserve RMB'000	Statutory reserve RMB'000	Contributed surplus RMB'000	Merger reserve RMB'000	Exchange fluctuation reserve RMB'000	Accumulated losses RMB'000	Total equity RMB'000
(Unaudited)									
At 1 January 2022	175,672	1,770	102,910	52,738	373,006	(118,063)	5,818	(21,535)	572,316
Loss for the Period	-	-	-	-	-	-	-	(3,253)	(3,253)
Other comprehensive income for									
the Period							1,355		1,355
Total comprehensive income/(loss)							1 755	(2.252)	(1 000)
for the Period							1,355	(3,253)	(1,898)
At 30 June 2022	175,672	1,770	102,910	52,738	373,006	(118,063)	7,173	(24,788)	570,418
(Unaudited)									
At 1 January 2021	175,672	1,770	102,910	52,738	373,006	(118,063)	7,011	(29,300)	565,744
Profit for the Period	-	_	-	_	-	_	-	4,735	4,735
Other comprehensive loss for									
the Period							(379)		(379)
Total comprehensive (loss)/income									
for the Period							(379)	4,735	4,356
At 30 June 2021	175,672	1,770	102,910	52,738	373,006	(118,063)	6,632	(24,565)	570,100

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Xiwang Property Holdings Company Limited (the "Company") is a limited liability company incorporated in Bermuda and its Shares are listed on The Stock Exchange of Hong Kong Limited. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business of the Company is disclosed in the corporate information section to the interim report. The Company and its subsidiaries (collectively referred to as the "Group") were principally involved in property development and trading of construction materials in the the People's Republic of China ("PRC"). In the opinion of the directors, the immediate holding company of the Company is Xiwang Investment Company Limited ("Xiwang Investment"), which is a private company incorporated in the British Virgin Islands (the "BVI"). The ultimate holding company of the Company is Xiwang Group Company Limited ("Xiwang Group"), which is established in the PRC.

2.1 BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2022 are prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"). The condensed consolidated financial statements of the Group have not been audited but have been reviewed by the Company's Audit Committee. These unaudited condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's audited annual financial statements for the year ended 31 December 2021, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

2.2 PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis. Other than changes in accounting policies resulting from application of new and amendments to <u>HKFRSs</u>, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2022 are the same as those followed in the preparation of the annual financial statements of the Group for the year ended 31 December 2021.

2.3 APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

In the current Period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2022 for the preparation of the Group's condensed consolidated financial statements:

HKAS 16 (Amendments)

HKAS 37 (Amendments)

HKFRS 3 (Amendments)

Accounting Guideline 5 (Revised)

Annual Improvements to HKFRS

Standards 2018-2020

Property, Plant and Equipment: Proceeds before Intended Use
Onerous Contracts – Cost of Fulfilling a Contract

Reference to the Conceptual Framework

Merger Accounting for Common Control Combinations

Amendments to HKFRS 1, HKFRS 9, Illustrative Examples

Accompanying HKFRS 16, and HKAS 41

The application of the amendments to HKFRSs in the current Period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3. OPERATING SEGMENT INFORMATION

Information reported to the Group's senior management, being the chief operating decision marker ("CODM") for the purpose of resources allocation and performance assessment, focuses on the operating results of the property development business and trading of construction materials business.

For management purposes, the Group is organised into business units based on their principal activities and has two reportable operating segments as follows: (i) property development business and (ii) trading of construction materials business. Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment.

Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The segment results and other segment items included in profit/loss before tax for the reporting period are as follows:-

Segment revenues and results

The following is an analysis of the Group's turnover and results by reportable and operating segment:

	Property development		Trading of construction materials		Consolidated	
			Six months e	ended 30 Jun	<u>,</u>	
	2022	2021	2022	2021	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
Revenue			23,413	14,568	23,413	14,568
Segment			165	673	165	673
Other segment information						
Other income					1,628	1,476
Finance cost					(8)	(24)
Unallocated corporate expenses					(5,038)	(2,055)
(Loss)/profit before tax					(3,253)	70

4. REVENUE AND OTHER INCOME

Revenue represents proceeds from the trading of construction materials in the PRC.

An analysis of revenue and other income is as follows:

	Six months end	Six months ended 30 June		
	2022	2021		
	RMB'000	RMB'000		
	Unaudited	Unaudited		
Revenue				
Trading of construction materials	23,413	14,568		
	23,413	14,568		
Other income				
Interest income from Xiwang Group Finance Company Limited				
("Xiwang Finance") (Note 15(b))	1,589	1,475		
Government grant	7	_		
Bank interest income	1	1		
Sundry income	31			
	1,628	1,476		

5. (LOSS)/PROFIT BEFORE TAX

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

	Six months ended 30 June		
	2022	2021	
	RMB'000	RMB'000	
	Unaudited	Unaudited	
Cost of inventories sold	23,248	13,895	
Depreciation			
- property, plant and equipment	_	2	
- right-of-use asset	276	247	
Employee benefit expense (including directors'and			
chief executive's remuneration)			
Wages and salaries	832	970	
Pension scheme contributions	83	45	
	915	1,015	

6. INCOME TAX CREDIT

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

	Six months end	Six months ended 30 June		
	2022	2021		
	RMB'000	RMB'000		
	Unaudited	Unaudited		
Current tax				
Over-provisions in respect of prior years	_	4,665		
Total tax credit for the Period	<u></u>	4,665		

7. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic and diluted (loss)/earnings per share amounts are based on:

Six months ended 30 June

2022 2021

RMB'000 RMB'000 Unaudited Unaudited

(Loss)/profit attributable to ordinary equity holders of the Company

Number of shares

Six months ended 30 June

(3,253)

2022 2021

<u>U</u>naudited <u>U</u>naudited

Shares

Weighted average number of ordinary shares in issue during the Period used in the basic and diluted (loss)/earnings per share calculation

1,408,784,198

1,408,784,198

4,735

No adjustment has been made to the basic (loss)/earnings per share amounts presented for the six months ended 30 June 2022 and 2021 in respect of a dilution as the impact of convertible preference share outstanding and share option would not have a dilutive effect on the basic (loss)/earnings per share amounts.

8. DIVIDENDS

No interim dividend was proposed by the board of directors for both ordinary shares and convertible preference shares for the six months ended 30 June 2022 (1H2021: RMB Nil).

9. PROPERTIES UNDER DEVELOPMENT

		2022 <i>RMB'000</i> Unaudited	2021 <i>RMB'000</i> Audited
Land in PRC held a	t cost:		
At 1 January and at	30 June/31 December	291,983	291,983
Development exper	diture, at cost:		
	30 June/31 December	3,186	1,895
Additions			1,291
		2.100	2.106
At 30 June/31 Dece	mher	3,186 295,169	3,186 295,169
At 30 Julie/31 Dece	HIDCI	273,107	293,109
10. TRADE RECEIVA	ABLES		
		30 June	31 December
		2022	2021
		RMB'000	RMB'000
		Unaudited	Audited
Trade receivables		9,268	10,876
Less: Allowance fo	r expected credit losses	(165)	(194)
		9,103	10,682
The following is an on the contract date	aged analysis of trade receivables, s.	before allowance for <u>c</u> redit losse	es, presented based
		30 June	31 December
		2022	2021
		RMB'000	RMB'000
		Unaudited	Audited
0-180 days		_ 	10,876
Over 180 days		9,268	
Total receivables, b	efore loss allowance	<u>9,268</u>	10,876

The Group generally allows a credit period of 30 days to its customers.

11. PREPAYMENTS AND OTHER RECEIVABLES

	30 June	31 December
	2022	2021
	RMB'000	RMB'000
	Unaudited	Audited
Prepayments (note)	78,696	78,714
Other receivables	2,986	1,583
Prepaid tax	7,331	7,359
	89,013	87,656

Note:

The <u>prepayments</u> mainly composed of <u>prepaid</u> construction and development costs for the <u>projects</u> of approximately RMB78,545,000 (31 December 2021: RMB73,199,000).

12. TRADE AND OTHER PAYABLES

	30 June	31 December
	2022	2021
	RMB'000	RMB'000
	Unaudited	Audited
Trade payables	17,385	17,658
Other payables	28,804	29,075
Salary and welfare payables	213	582
	46,402	47,315

An aged analysis of the trade payables as at the end of reporting period, based on the contract date or invoice date, is as follows:

	30 June	31 December
	2022	2021
	RMB'000	RMB'000
	Unaudited	Audited
0-30 days	81	237
31 – 60 days	_	_
61 – 90 days	_	_
Over 90 days	17,304	17,421
	17,385	17,658

The trade payables are non-interest-bearing and are normally settled on terms of one year. Other payables are non-interest-bearing and payable on demand.

13. SHARE CAPITAL

Shares

	30 June 2022 <i>RMB'000</i> Unaudited	30 June 2022 <i>HK\$'000</i> Unaudited	31 December 2021 <i>RMB'000</i> Audited	31 December 2021 HK\$'000 Audited
Authorised: 4,000,000,000 (31 December 2021: 4,000,000,000) ordinary shares of HK\$0.1 (31 December 2021: HK\$0.1) each 2,000,000,000 (31 December 2021: 2,000,000,000) convertible preference shares of HK\$0.1	366,694	400,000	366,694	400,000
(31 December 2021: HK\$0.1) each	183,347	200,000	183,347	200,000
	550,041	600,000	550,041	600,000
Issued and fully paid: 1,408,784,198 (31 December 2021: 1,408,784,198) ordinary shares of HK\$0.1 (31 December 2021: HK\$0.1) each 507,492,257 (31 December 2021: 507,492,257) convertible preference shares of HK\$0.1 (31 December 2021: HK\$0.1) each	129,149 46,523	140,879 50,749	129,149 46,523	140,879 50,749
(31 December 2021, HK\$0.1) cach	40,323		40,323	
	175,672	191,628	175,672	191,628

14. CAPITAL COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	30 June	31 December
	2022	2021
	RMB'000	RMB'000
	Unaudited	Audited
Property development expenditure		
Contracted but not provided for	935	935

15. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

(a) Outstanding Balances with Related Parties

		30 June	31 December
		2022	2021
		RMB'000	RMB'000
	Notes	Unaudited	Audited
Due to related parties:			
Xiwang Investment Company Limited	(i) (ii)	13,732	11,565
Xiwang Hong Kong Company Limited	<i>(i) (iii)</i>	992	949
Master Team International Limited	(i) (iii) –	821	794
	_	15,545	13,308
Outstanding balance of deposit: Xiwang Finance	(iii)	146,959	147,399

- (i) These outstanding balances with related companies are unsecured, interest-free and have no fixed terms of repayment.
- (ii) The counterparty is an immediate holding company of the Company.
- (iii) The counterparty are subsidiaries of the ultimate holding company of the Company. Xiwang Hong Kong Company Limited is an intermediate holding company of the Company.
- **(b)** Transaction with related party:

		Six months ended 30 June	
		2022	2021
		RMB'000	RMB'000
Name to related party	Nature of transaction	Unaudited	Unaudited
Xiwang Finance (Note 4)	Interest income	1,589	1,475

(c) Compensation of key management personnel of the Group:

	Six months ended 30 June	
	2022	
	RMB'000	RMB'000
	Unaudited	Unaudited
Short term employee benefits	222	164
Pension Scheme contributions	8	7
Total compensation paid to key management personnel	230	171

Director's and chief executive's emoluments of RMB292,000 (1H 2021: RMB361,000) are not included in the compensation of key management personnel of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Xiwang Property Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") was established in 2001 with headquarters located in Zouping City, Shandong Province of the People's Republic of China (the "PRC"). The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in December 2005. The Group is principally engaged in property development and trading of construction materials in the PRC. The Group has commenced a new business of property management services in July 2022.

I. BUSINESS REVIEW

The Group's main source of revenue for the six months ended 30 June 2022 (the "**Period**") is trading of construction materials in the PRC. Geographically, Shandong Province remains the Group's main market. All revenues of the Group during the Period were derived from Shandong Province.

Property development business

Property development business is the principal activity of the Group since year 2012. In the past 10 years, the Group successfully completed Phase One and Phase Two of the Lanting Project and Meijun Project. The unsold portion of these two projects are approximately 1,402 square meter as at 30 June 2022 which mainly included storage rooms and car parking spaces. The Group would use its best endeavour to sell them as soon as practicable.

The business environment of property development market is heavily affected by the national and local governmental policies in the past years. The real estate market of Zouping City also fluctuated a lot and showed a downward trend in the recent year. All these factors rendered the management to take a conservative approach in dealing with all the potential projects. Property development is a capital intensive industry and it will heavily tie up the working capital of the Group once a project is kicked off. As such, it takes longer time for the Group to identify profitable projects while preserving a healthy financial position. The Company has never depended heavily on aggressive fund raising for any project development and does not have the pressure of de-stock and deleverage which other property developers may currently encounter.

Meijun Project Phase Three is one of the flagship projects of the Group. The management has strong confidence in kicking off this project in these couple of years. The Company intends to complete this project and closely monitor the situation to see if there is any other opportunity.

The management considered that the location of Meijun Project Phase Three is attractive which it is worthwhile for the Group to deploy more resources for development.

In order to cater for the growth of local population and the economic needs, the local government has been putting enormous efforts in town planning to develop Zouping City South New Town (鄒平城南新城), as the south side of Zouping City is nearly saturated with no further land available for expansion. The city government headquarter has also been moved to the neighbouring land of Meijun Project Phase Three and thereby brings positive effect to the land value. The district of Meijun Project Phase Three therefore has matured and is now a good place for people to live and work. Since Meijun Project Phase Three is an undeveloped land within the district, the government now has more incentive to push forward this project.

The Group is fully committed to develop Meijun Project Phase Three with its internal resources and manpower. Meijun Project Phase Three has been delayed for years because it is situated in the regeneration area which has been subject to demolition requests by the local government. The Group has liaised with various government departments that are responsible for such demolition works and plot ratio planning during the Period. The Group also received positive responses from the stakeholders such as the potential customers and local communities.

The development of Meijun Project Phase Three will be divided into two stages. Meijun Project Phase Three Stage 1 will include a parcel of land area of approximately 95,820 square meter ("Meijun Land A") while the Meijun Project Phase Three Stage 2 will be developed in a parcel of land area of approximately 77,334 square meter ("Meijun Land B"). The Group has already obtained the State-owned Land Use Certificate ("Land Use Certificate") of Meijun Land A but the Land Use Certificate of Meijun Land B is yet to be granted.

The Group has set out the following time-table in connection with the development of Meijun Project Phase Three:

Early 2023 Commencement of the demolition works of the existing structures for Meijun Project Phase Three

Late 2023 Completion of demolition

2024 Obtain the Land Use Certificate of Meijun Land B

Commence pre-sale activities of Meijun Project Phase Three Stage 1

Late 2026 Completion the entire development of Meijun Project Phase

Three Stage 1

To the best knowledge and belief of the directors of the Company (the "**Directors**"), the development of Meijun Land B ("**Meijun Project Phase Three Stage 2**") is subject to the grant of Land Use Certificate which is currently expected to be obtained in 2024.

Details of the development of Meijun Project Phase Three is set out in the announcement dated 25 July 2022.

As to the Qinghe Project, it comprises a parcel of land with a site area of approximately 131,258 square meter for the construction of resident units. Due to its heavy working capital investment, the Group is very cautious in starting this project. Besides, the Group also considers that the progress of the Qinghe Project is very slow and it is difficult for the Group to obtain the land use rights certificate through public tender, auction and listing-for-bidding. Continuous discussion with the government is still in progress. The Group would also explore other possibilities to recover the costs incurred for the Qinghe Project, so that the Group's resources can be utilised properly and the risks in excessive borrowings could be avoided.

Trading of construction materials

The Group considers trading of construction materials is supplement to the business of property development. Given the Group has developed years of relationship and network in the industry, the Group intends to expand its scale of trading of construction materials in Zouping City.

The Group would rigorously develop its business of trading in construction materials. During the Period, the Group sold approximately 6,000 tonnes of construction materials (1H2021: approximately 3,000 tonnes). The Group will recruit more sales personnels to expand its customer base, particularly outside Shandong Province. Besides, the Group will also broaden its sourcing network in order to enrich and offer a variety of products to its customers.

The future business development of this segment largely depends on the economic situation in Shandong Province and also the construction works there. The Group will closely discuss with potential customers and check with their needs in the future.

New business development

The Company is well-aware of the importance of diversifying its income streams and has always been looking for and has been active in seeking acquisition opportunities at reasonable prices in the past few years. At the same time, the Company has decided to commence its property management services recently. In July 2022, the Group set up a new company in Zouping City, namely Shandong Keen Lofty Property Management Limited* (山東建軒物業管理有限公司) ("SKLPML"). SKLPML has already successfully secured management service contracts with its customers and commenced its business up to the date of this interim results announcement and recruited staff to run the services. The Group has formed a team of professionals and will further explore other business opportunities outside Zouping City. In August 2022 and up to the date of this announcement, the Group confirmed its first batch of income came from the provision of property management services.

Details of this new business are also set out in the announcement dated 13 July 2022.

^{*} For identification purpose only

Impact of COVID-19 to the Group

COVID-19 pandemic has swept the world since the beginning of 2020, causing immeasurable losses to people and the economies globally. All segments of Mainland China's real estate industry have been negatively influenced as a result. This has significantly affected the real estate market activities and customer sentiments. The real estate market in Mainland China has been under tremendous pressure as the COVID-19 outbreak has curbed demand and off-plan sales. Construction schedules and flat delivery schedules have been delayed due to quarantine of workers and shortage of construction materials.

As mentioned, the Group's operations are concentrated in Shandong Province. During the Period, the Group experienced lockdown in Zouping City. If there is recurrence of the COVID-19 pandemic affecting Shandong Province, the local government may adopt certain controls such as shutting down of public facilities, travel ban and mandatory quarantine requirements on infected individuals and anyone deemed potentially infected. The Group's operations and business plans may inevitably be materially and adversely affected.

The market demand is anticipated to be stabilized once the COVID-19 pandemic becomes an endemic. It is expected that the real estate market in the PRC will become stable and resilient in the medium and long term.

Business prospect and outlook

The PRC Government has implemented a series of measures with a view to control the real estate industry in recent years. In particular, the PRC Government has continued to introduce various restrictive measures to discourage speculative behaviours in the real estate market. The government exerts considerable direct and indirect influence on the development of the PRC real estate industry by imposing industry policies and other economic measures, such as controls over the supply of land for property development, and controls of foreign exchange, property financing, taxation and foreign investment. As a result, the PRC Government may restrict or reduce property development activities, place limitations on the ability of commercial banks to make loans to property purchasers or impose additional taxes and levies on property sales, which may thereby affect the delivery schedule and occupancy rates of the properties.

The principle of "Houses are for living in, not for speculations" ("房子是用來住的,不是用來炒的") is firstly proposed by the PRC Government in 2016 and has been implemented since then. In 2018, the Mainland China government has published "city-specific policies and category-specific guidance" ("因城施策分類指導"), announcing that in order to regulate the real estate market, cities may set policies according to their own situations. In 2020, the Ministry of Housing and Urban-Rural Development, together with the People's Bank of China, proposed to issue the "three red-line" regulation for real estate enterprises, with the intention to accelerate the deleveraging process of real estate enterprises and facilitate the healthy development of Mainland China's real estate industry. All property developers have to comply with these rules when they obtain external financing from banks.

The PRC government will continue from time to time to promulgate new laws and regulations in relation to the PRC real estate industry based on macroeconomic considerations.

All the above measures can bring tremendous impact to the Group in the course of development of the properties. In the past years, the management noted a number of peers faced difficulties in securing sufficient external financing which resulted in delay in completion of the development of property projects or failure to deliver the properties to their customers as scheduled. Many property developers face hurdles to implement their business strategies, acquire land parcels and manage liquidity crisis. To minimise such risks, the management would continue to closely monitor the government policy and the market demand for the properties in particular in Zouping City where the Group operates.

II. FINANCIAL REVIEW

Operating Results

1. Revenue

Revenue amounted to RMB23.4 million during the Period (1H2021: RMB14.6 million) which arises from sales from trading of construction materials in the PRC.

Due to the COVID-19 pandemic in the first half of 2022, the Group could not reach its potential customers to sell the remaining properties in Lanting and Meijun Project Phase Two. The Group mainly engaged in sales of construction materials during the Period.

2. Cost of sales

Cost of sales amounted to RMB23.2 million during the Period (1H2021: RMB13.9 million).

The cost of sales represented the cost of construction materials plus tax.

3. Gross profit

Gross profit amounted to RMB0.2 million during the Period (1H2021: RMB0.7 million).

Gross profit decreased as there was a change in the product mix that the Group offered to its customers during the Period.

4. Other income

Other income mainly represented interest income from Xiwang Group Finance Company Limited ("**Xiwang Finance**") of RMB1.6 million (1H2021: RMB1.5 million).

5. Selling and marketing expenses

Selling and marketing expenses mainly represented the remuneration of sales staff. The expense remained stable for the Period.

6. Reversal of impairment losses on trade receivables under expected credit loss model

Under the Hong Kong Financial Reporting Standard 9 "Financial Instruments", the management assessed the measurement of expected credit losses ("ECL") in relation to trade receivables and used a collectively assessed provision matrix to calculate ECL. During the Period, a reversal of impairment loss of approximately RMB29,000 (1H2021: NIL) was recognised due to the decrease in trade receivable balances.

7. Administrative expenses

Administrative expenses included general administrative fees, legal and professional fees, salaries of management and administrative staff. Administrative expenses for the Period amounted to RMB5.0 million (1H2021: RMB2.0 million). The increase for the Period was mainly due to the increase in exchange loss and the legal and professional fee incurred during the Period.

8. Finance cost

Finance costs for the Period represented interest expenses on lease liabilities. The amount decreased as the balances of lease liabilities decreased from RMB0.7 million at 30 June 2021 to RMB0.2 million at 30 June 2022.

9. Income tax credit

The Group's income <u>tax</u> credit included the land appreciation tax ("LAT"), corporate income tax and the deferred income tax. A reversal of LAT tax of approximately RMB4.7 million was recognised for the six months ended 30 June 2021 and no further reversal was credited to the income tax during the Period. There was also no corporate income tax expense incurred for the Period as the Group incurred losses.

Financial position

Contingent Liabilities

As at 30 June 2022, the Group did not have any contingent liabilities.

Liquidity and capital resources

As at 30 June 2022, the Group's cash and cash equivalents amounted to RMB147.9 million, (31 December 2021: RMB148.2 million). The Group primarily utilised the cash flow from operations and cash on hand to finance operational requirements during the Period. As at 30 June 2022, the gearing ratio, being the ratio of total liabilities divided by total equity, was 2.8% (31 December 2021: 2.4%) (including amounts due to related companies and lease liabilities). As at 30 June 2022, the Group had no bank borrowing (31 December 2021: Nil).

Significant investments held, material acquisitions and disposals and future plans for material investments or capital assets

During the Period, the Group had no other significant investment and neither had it entered into any material acquisitions and disposals of subsidiaries, associates or joint ventures nor had it made future plans for material investments or capital assets.

Pledge of assets

As at 30 June 2022, none of the property, plant and equipment of the Group was pledged to secure bank and other borrowings (31 December 2021: RMB Nil).

Capital commitments

As at 30 June 2022, the Group's capital commitment amounted to RMB0.9 million (31 December 2021: RMB0.9 million), which was mainly expenditure incurred for property development.

Foreign exchange risk

The Group primarily operated in the PRC with RMB as its functional currency. During the Period, the majority of the Group's assets, liabilities, income, payments and cash balances were denominated in RMB. Therefore, the Directors believed that the Group's risk exposure to fluctuation of exchange rates was not significant as a whole.

Human resources

As at 30 June 2022, the Group employed approximately 16 staff (30 June 2021: 30 staff). Staff-related costs incurred during the Period was RMB0.9 million (1H2021: RMB1.0 million). The Group reviewed regularly the remuneration packages of directors and employees with respect to their experience and responsibilities to the Group's business. The Group established a remuneration committee to determine and review the terms of remuneration packages, bonuses and other compensation payables to directors and senior management. In addition to basic remuneration packages and discretionary bonuses, share options may also be granted based on individual performance.

CORPORATE GOVERNANCE

The Company has adopted the principles of good governance and the code provisions contained in the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its own code of corporate governance. The board of Directors considers that the Company was in compliance with all applicable code provisions set out in the CG Code throughout the Period.

As disclosed in the announcement of the Company dated 7 January 2022, following the passing away of Mr. Wong Kai Ming (the former Independent Non-executive Director), the Company had two Independent Non-executive Directors and did not meet the requirements under Rules 3.10(1) and 3.10A of the Listing Rules. With the appointment of Mr. Wong Kai Hing as Independent Non-executive Director on 15 February 2022, the Board comprises three Independent Non-executive Directors representing at least one-third of the members of the Board, which fulfils the requirements under Rules 3.10(1) and 3.10A of the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has also adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code for securities transactions of the Directors. Having made specific enquiries with all Directors, all directors confirmed that they have complied with the required standards set out in the Model Code during the Period.

CHANGE IN DIRECTOR'S INFORMATION

Mr. Wong Kai Hing ("Mr. WONG"), an independent non-executive <u>Director, resigned</u> as the independent non-executive director of Hon Corporation Limited (Stock Code: 8259) on 6 May 2022. Mr. WONG also resigned as the company secretary and authorised representative of E-Star Commercial Management Company Limited (stock code: 6668) on 10 June 2022.

Save as disclosed above, the Company is not aware of other information which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with the CG Code. Following the passing away of Mr. Wong Kai Ming (the former Independent Non-executive Director), the Audit Committee had two members and did not meet the requirement under Rule 3.21 of the Listing Rules. With the appointment of Mr. Wong Kai Hing, the Audit Committee comprises a minimum of three members, which fulfils the requirement under Rule 3.21 of the Listing Rules. All members are Independent Non-executive Directors. The Chairman of the Audit Committee has the appropriate professional qualification as required by the Listing Rules. As at the date of this interim results announcement, the Audit Committee comprises three independent non-executive Directors, namely Mr. Wong Kai Hing (Chairman) (who was appointed on 15 February 2022), Mr. Wang An and Mr. Wang Zhen. The Audit Committee has reviewed the Company's interim results for the Period and has also discussed with management the internal control, the accounting principles and practices adopted by the Company. The Audit Committee is of the opinion that the interim results have been prepared in accordance with the applicable accounting standards, laws and regulations and the Listing Rules and that adequate disclosures have been made.

INTERIM DIVIDEND

The Directors resolved not to declare any interim dividend for the Period (1H2021: RMB Nil).

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

(a) Directors of the Company

As at 30 June 2022, the interests and short positions of the Directors and 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 (Cap. 571, Laws of Hong Kong) ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

				Approximate
				percentage of
			Number and class	shareholding in
			of shares held/	the same class
			interested in the	of securities in
	Name of company/		relevant	the relevant
Name of	associated		corporation	corporation
Director	corporation	Capacity	(Note 1)	as at 30 June 2022
WANG Yong	Company	Interest of controlled	982,999,588	69.78%
_		corporations (Note 2)	ordinary shares (L)	
			(Note 4)	
			506,244,669	99.75%
			convertible	
			preference shares (L)	
			(Note 4)	

Name of Director	Name of company/ associated corporation	Capacity	Number and class of shares held/ interested in the relevant corporation (Note 1)	Approximate percentage of shareholding in the same class of securities in the relevant corporation as at 30 June 2022
	Xiwang Investment Company Limited ("Xiwang Investment")	Interest of controlled corporations (Note 2)	3 shares (L)	100%
	Xiwang Holdings Limited ("Xiwang Holdings")	Beneficial owner (Note 2)	6,738 shares (L)	3.37%
		Interest of controlled corporations (<i>Note 2</i>)	190,000 shares (L)	95%
	Xiwang Hong Kong Company Limited ("Xiwang Hong Kong")	Interest of controlled corporations (Note 2)	694,132,000 shares (L)	100%
	Xiwang Group Company Limited ("Xiwang Group")	Beneficial owner (Note 2)	RMB620,000,000 (L)	25.24%
	Xiwang Special Steel Company Limited ("Xiwang Special Steel"	Interest of controlled corporations (<i>Note 2</i>)	868,093,000 shares (L) (<i>Note 3</i>)	36.64%

Name of Director	Name of company/ associated corporation	Capacity	Number and class of shares held/ interested in the relevant corporation (Note 1)	Approximate percentage of shareholding in the same class of securities in the relevant corporation as at 30 June 2022
WANG Di	Company	Beneficial owner	3,000,000 ordinary shares (L) (Note 5)	0.21%
	Xiwang Holdings	Beneficial owner	177 shares (L)	0.09%
	Xiwang Group	Beneficial owner	RMB35,460,000 (L)	1.44%
	Xiwang Special Steel	Beneficial owner	9,333,333 shares (L)	0.39%
SUN Xinhu	Company	Beneficial owner	3,000,000 ordinary shares (L) (Note 5)	0.21%
	Xiwang Holdings	Beneficial owner	89 shares (L)	0.04%
	Xiwang Group	Beneficial owner	RMB35,460,000 (L)	1.44%

Notes:

⁽¹⁾ The letter "L" represents the Director's interests in the shares.

(2) As at 30 June 2022, Xiwang Group is the ultimate holding company of the Company. Xiwang Group is owned as to 25.24% by Mr. WANG Yong, 32.33% by 20 individuals (including Mr. WANG Di) and the remaining 42.43% by other shareholders. Further, the 20 individuals are accustomed to act in accordance with the directions of Mr. WANG Yong in respect of the exercise by such 20 individuals of their voting powers as a shareholder of Xiwang Group. Accordingly, Mr. WANG Yong is deemed to be interested in 57.57% shares of the Company in which Xiwang Group is interested under the SFO.

Xiwang Hong Kong is a wholly-owned subsidiary of Xiwang Group. Xiwang Hong Kong directly holds 95% and Mr. WANG Yong and 22 individuals directly hold 5% of the issued share capital of Xiwang Holdings, respectively. Xiwang Investment is a wholly-owned subsidiary of Xiwang Holdings. Therefore, Xiwang Holdings, Xiwang Hong Kong and Xiwang Group are deemed to be interested in the number of shares of the Company held by Xiwang Investment under the SFO.

- (3) These shares are registered in the name of Xiwang Investment. Mr. WANG Yong is deemed to be interested in all the shares of Xiwang Special Steel held by Xiwang Investment under the SFO.
- (4) These shares are registered in the name of Xiwang Investment. Mr. WANG Yong is deemed to be interested in all shares held by Xiwang Investment under the SFO.
- (5) These interests represent the Directors' beneficial interests in the underlying shares in respect of the share options granted by the Company to the Directors. Details of which are set out in the section headed "Share Option Scheme".

(b) Other directors or chief executive of the Company who are required to disclose their interests pursuant to Part XV of the SFO

Save as disclosed above, as at 30 June 2022, none of the Directors and the chief executive of the Company had or was deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTERESTS PURSUANT TO PART XV OF THE SFO

(a) Substantial shareholders of the Company

As at 30 June 2022, so far as it is known to any Directors of the Company, the following shareholders (other than the Directors and chief executive of the Company whose interests and short positions in the shares and underlying shares of the Company are set out above) had or were deemed or taken to have interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of substantial		Number of shares of the Company held	Approximate percentage of interest as at
shareholder	Capacity	(<i>Note 1</i>)	30 June 2022
Xiwang Investment	Beneficial owner	982,999,588 ordinary shares (L)	69.78%
		506,244,669 convertible preference shares (L)	99.75%
Xiwang Holdings	Interest of a controlled corporation (Note 2)	982,999,588 ordinary shares (L)	69.78%
		506,244,669 convertible preference shares (L)	99.75%
Xiwang Hong Kong	Interest of controlled corporations (Notes 2, 3)	982,999,588 ordinary shares (L)	69.78%

Name of substantial shareholder	Capacity	Number of shares of the Company held (Note 1)	Approximate percentage of interest as at 30 June 2022
		506,244,669 convertible preference shares (L)	99.75%
Xiwang Group	Interest of controlled corporations (Notes 2, 3)	982,999,588 ordinary shares (L)	69.78%
		506,244,669 convertible preference shares (L)	99.75%
ZHANG Shufang	Interest of spouse (Note 4)	982,999,588 ordinary shares (L)	69.78%
		506,244,669 convertible preference shares (L)	99.75%

Name of substantial shareholder	Capacity	Number of shares of the Company held (Note 1)	Approximate percentage of interest as at 30 June 2022
Qilu Investment Funds (acting for and on behalf of Zhongtai Dingfeng Classified Fund SP)	Person having a security interest in shares (Note 5)	982,999,588 ordinary share (L)	69.78%
("Qilu")		506,244,669 convertible preference shares (L)	99.75%
Zhongtai International Asset Management Limited	Investment Manager (Note 6)	982,999,588 ordinary share (L)	69.78%
		506,244,669 convertible preference shares (L)	99.75%

Notes:

- (1) The letter "L" represents the entity's interests in the shares.
- (2) Xiwang Holdings directly holds 100% of the issued share capital of Xiwang Investment and therefore is deemed to be interested in the number of shares of the Company held by Xiwang Investment under the SFO.
- (3) Xiwang Hong Kong directly holds 95% and Mr. WANG Yong and 22 individuals directly hold 5% of the issued share capital of Xiwang Holdings, respectively. Xiwang Hong Kong is in turn whollyowned by Xiwang Group. Therefore, Xiwang Hong Kong and Xiwang Group are deemed to be interested in the number of shares of the Company held by Xiwang Investment under the SFO.

- (4) Ms. ZHANG Shufang, being the spouse of Mr. WANG Yong, is deemed to be interested in all the shares in which Mr. WANG Yong is deemed to be interested under the SFO.
- (5) The controlling shareholder of the Company notified the Board on 28 September 2017 that it entered into share charge agreements with an independent third party pursuant to which it charged all of its shareholding in the Company in favour of such independent third party as security for notes issued by its subsidiary to such independent third party in the aggregate principal amount of HK\$200,000,000.
- (6) Zhongtai International Asset Management Limited is the fund manager of Qilu, as such it is deemed to be interested in all the shares Qilu is interested pursuant to the SFO.

(b) Other persons who are required to disclose their interests pursuant to Part XV of the SFO

Save as disclosed above, as at 30 June 2022, no other person had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The Company adopted the 2005 Scheme on 6 November 2005 and the 2018 Scheme on 10 May 2018. The purpose of both schemes is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. As at 30 June 2022, options to subscribe for 6,400,000 ordinary shares of the Company were outstanding under the 2005 Scheme and the details of the movements of the such outstanding share options were as follows:

Class of grantee	· · · · · · · · · · · · · · · · · · ·				Outstanding as at 1 January 2022	Outstanding as at 30 June 2022	Exercise price per share (HK\$)	Exercise period	
		Granted	Exercised	Cancelled	Lapsed				
Directors									
WANG Di	5 November 2013	-	-	-	-	3,000,000	3,000,000	1.112	(Notes 2, 3)
SUN Xinhu	5 November 2013	-	-	-	-	3,000,000	3,000,000	1.112	(Notes 2, 3)
Employee (Note 1)	5 November 2013					400,000	400,000	1.112	(Notes 2, 3)
						6,400,000	6,400,000		

Notes:

- (1) Employees include employees of the Group (other than the directors) working under employment contracts with the Group which are regarded as "continuous contracts" for the purpose of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong).
- (2) The closing price of the ordinary shares as stated in the Stock Exchange's daily quotations sheet on 4 November 2013, being the trading day immediately preceding the date of grant of options, was HK\$1.10 per share.

(3) These options can only be exercised by the grantee in the following manner:

Maximum cumulative number of ordinary shares under the options that can be subscribed for pursuant to the exercise of the options

5 November 2014

2,100,000

November 2015

2,200,000

2,200,000

- (4) The share options represent personal interests held by the relevant Directors as beneficial owners.
- (5) No share options were cancelled under the 2005 Scheme during the Period.

The life of such share option scheme was expired on 5 November 2015. Subject to be exercise record, all options (to the extent not already exercised) granted prior to the expiry of 2005 Scheme shall continue to be valid and exercisable in accordance with the terms of the 2005 Scheme.

Save as disclosed above, at no time during the Period was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Saved as disclosed under the sections "Directors' Interests in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations" and "Share Option Scheme" above, at no time during the Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities of the Company during the Period.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

The Company does not have any disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

By Order of the Board of

Xiwang Property Holdings Company Limited

WANG Di

Chairman

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors: Independent non-executive Directors:

Mr. WANG Jin Tao Mr. WONG Kai Hing

Mr. WANG Wei Min Mr. WANG An

Mr. WANG Zhen

Non-executive Directors:

Hong Kong, 24 August 2022

Mr. WANG Di

Mr. WANG Yong

Mr. SUN Xinhu

^{*} For identification purpose only