



Overseas Chinese Town (Asia) Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

Stock Code: 03366

INTERIM REPORT 2022

Contents

- 2 Corporate Information
- 4 Management Discussion and Analysis
- 20 Directors' Interests
- 21 Interests and Short Positions of
Substantial Shareholders and
Other Persons
- 23 Corporate Governance and
Other Information
- 25 Interim Financial Report



**Registered Office**

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

**Head Office and Principal
Place of Business**

59/F, Bank of China Tower
1 Garden Road, Hong Kong

Board of Directors**Executive Directors**

Mr. Zhang Dafan (*Chairman*)
Ms. Xie Mei (*Chief Executive Officer*)
Mr. Lin Kaihua

Non-executive Director

Mr. Wang Wenjin

Independent Non-executive Directors

Ms. Wong Wai Ling
Professor Lam Sing Kwong Simon
Mr. Chu Wing Yiu

**Audit Committee/
Remuneration Committee**

Ms. Wong Wai Ling (*Chairman*)
Professor Lam Sing Kwong Simon
Mr. Wang Wenjin

Nomination Committee

Mr. Zhang Dafan (*Chairman*)
Ms. Wong Wai Ling
Professor Lam Sing Kwong Simon

**Environmental, Social
and Governance (ESG)
Committee**

Mr. Zhang Dafan (*Chairman*)
Ms. Xie Mei
Mr. Lin Kaihua
Mr. Chu Wing Yiu

**Qualified Accountant and
Company Secretary**

Mr. Fong Fuk Wai (*FCPA, FCCA*)



Corporate Information



Auditor

KPMG

Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance

Legal Adviser as to Hong Kong law

HW Lawyers

Units 2511-2512

K11 Atelier King's Road

No. 728 King's Road

Hong Kong

Principal Share Registrar and Transfer Office

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

PO Box 1350, Grand Cayman

Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor
Services Limited

Shops 1712-16, 17/F, Hopewell Centre

183 Queen's Road East, Hong Kong

Principal Bankers

Bank of China (Hong Kong) Limited

China Development Bank

Hong Kong Branch

China Everbright Bank Co., Ltd.

Hong Kong Branch

Hang Seng Bank Limited

Industrial Bank Co., Ltd.

Hong Kong Branch

Nanyang Commercial Bank, Limited

Stock Information

Listing Date: 2 November 2005

Stock Code: 03366

Stock Short Name: OCT (ASIA)

Company's Website

<http://www.oct-asia.com>



OPERATING RESULTS AND BUSINESS REVIEW



Since the beginning of 2022, under the complicated domestic and international situations such as the volatility of the COVID-19 pandemic, intensified geopolitical conflicts and rising risks of global stagflation, the uncertainty faced by the Chinese economy has been increasing, and major risks such as increased debt repayment pressure on real estate companies and increased risk exposure of financial institutions have emerged. The Chinese government has issued a number of policies to stabilize the fundamentals, focusing on stabilizing supply, expanding demand and stabilizing expectations, in order to accelerate economic recovery and ensure an economy that operates within a reasonable range. With the accelerated implementation of a series of economic stabilization policies and the gradual weakening of the impact of the COVID-19 pandemic in China, market confidence is expected to rebound, and the fundamentals of China's long-term economic development have not changed.

In the first half of 2022, facing the complex and grim internal and external environment, the Group has always adhered to its professional, prudent and aggressive business strategy by firmly maintaining strategic focus, actively preventing hidden risks, focusing on the improvement of internal management and boosting steady business development. The Group continued to focus on the strategic positioning of building itself into a cross-border investment and asset management company of “cultural tourism + technology”, accelerated the promotion of fund business investments, built a high-quality project reserve pool and enhanced professional investment capabilities. It rode on the parent company's resource advantages in the cultural tourism industry to continuously expand business cooperation between investment projects and the parent company to achieve empowerment with capital. It optimised the capital management closed loop of “fundraising, investment, management and exit” with industrial advantages and expertise to build holistic asset management capabilities. The Group continued to optimize internal control procedures, strictly adhered to the bottom line of risks and tracked investment projects in depth to improve post-investment management efficiency.



Management Discussion and Analysis

During the Reporting Period, the Group recorded operating revenue of approximately RMB877 million, representing an increase of approximately 338.2% as compared to the same period of 2021. Loss attributable to equity holders of the Company during the Reporting Period amounted to approximately RMB61.55 million, as compared to the profit attributable to equity holders of the Company for the six months ended 30 June 2021 of approximately RMB18.17 million.


Equity Investment and Fund Business

In the first half of 2022, China's private equity market maintained stable development as a whole with the industry scale growing steadily. Among them, private equity funds ranked first in terms of scale, accounting for approximately 65% of the total scale. The industry structure has been optimized, and equity investments in the technology industry increased, especially in the new generation information technology, the semiconductor, new energy and other industries.

Following the trends, the Group actively made its presence in key investment areas such as technology and cultural tourism. The Group gave full play to the advantages in terms of industrial capital investments, enhanced investment management capabilities, and improved the post-investment empowerment effect to promote the rapid development of the invested companies to achieve an all-win situation.



Management Discussion and Analysis



In terms of fund business, the total size of funds managed and invested by the Group amounted to RMB4.37 billion as of 30 June 2022, and the size of actively managed funds was RMB1.5 billion. Capital contributions of Foshan Gaoxin Technology Industry Fund and Nantong Zijing Huaxin Industry Fund (Phase I) managed by the Group have all been paid in and filed with the Asset Management Association of China. Also, the OCT Tourism and Culture Technology Fund managed by the Group successfully invested in Kandao Technology, a leader in 3D VR panoramic ultra-high-definition imaging technology. Yidong Technology, a research and development and manufacturing company of marine electric drive system previously invested by such fund, has achieved a nearly three-fold increase in valuation based on the current market fair value.

In terms of equity investment, Semk Holdings International Limited (the authorised operator of the PRC well-known IP B.Duck, stock code: 02250.HK) invested by the Group commenced its listing on the main board of the Stock Exchange during the Reporting Period. The Group currently holds approximately 8.36% of its equity interest. Relying on OCT Group's advantageous resources in the field of cultural tourism, Semk Holdings has carried out business cooperation with several cultural tourism projects under OCT Group to facilitate business synergy. Moreover, the Group vigorously explored investment opportunities in the fields of "cultural tourism + technology" and "high-tech product lines of urbanization" to build a reserve pool of project resources, and also actively explored the use of innovative financial means to revitalize the existing assets to optimize the asset structure and improve the efficiency of resource allocation.

During the Reporting Period, segment loss attributable to equity holders of the Company was approximately RMB35.03 million, an increase of approximately 63.7% as compared to the same period in 2021, which was mainly due to the losses incurred by certain of the Group's associates due to the macro-control measures on industry and continued decline of the market environment of the real estate industry.



Management Discussion and Analysis

Comprehensive Development Business

In the first half of 2022, due to unexpected factors such as the volatility of the pandemic in many places and the crashes of many real estate enterprises, China's national real estate market has experienced unprecedented challenges. As such, the sales volume of commercial housing dropped sharply, and the cumulative real estate development investments recorded negative growth for the first time on a year-on-year basis. Facing downward pressure on the economy, the Chinese central government has repeatedly expressed its support for local governments to stabilize the real estate market through city-specific policies. However, homebuyers had low expectations for property, thus the real estate market remained sluggish. The grim and complex external environment has put forward higher requirements for the real estate enterprises' own strength. In the new era, enterprises need to make science-based decisions, identify potential regions and cities, seize structural opportunities and improve products and service capabilities, so as to achieve steady development.

Particularly, the Group made its presence in cities in the core metropolitan areas of the Yangtze River Delta + Guangdong-Hong Kong-Macao Greater Bay Area. It holds comprehensive development projects in Shanghai, Hefei, Chongqing, Zhongshan, etc. Against the backdrop of the overall sluggish real estate market, the Group actively enhanced the ability of deep cultivation in core metropolitan areas, strengthened the construction of marketing channels and expanded the resources of customer circles, and also continuously expanded the influence of its projects and accelerated the sales and cash collection of existing products. In the first half of 2022, the sale rate of Phase I of Hefei Airport International Town Project reached 88%, while that of Zhongshan Yuhong Project reached 81%. The hotel business of the Shanghai Suhewan Project was severely affected by the pandemic in Shanghai, resulting in a loss of business. In order to reduce the losses caused by the pandemic, the project company (the Group's subsidiary) integrated its existing sales channels in a timely manner, actively carried out online customer expansion, and endeavoured to reduce costs and increase efficiency.

Management Discussion and Analysis

During the Reporting Period, the Group recorded revenue from the comprehensive development business of approximately RMB875 million, representing an increase of approximately 358.1% as compared to the same period in 2021, and a segment profit attributable to equity holders of the Company of approximately RMB5.65 million, representing a decrease of approximately 87.2% as compared to the same period in 2021.

The operation of the Group's projects as follows:

No.	Name of project	Use of land	Shareholding ratio	Area	Gross	Progress of project	Total	Accumulated sales area	2022H1	2022H1 sales amount
				of land	floor area		area being launched		sales area	
				(ten thousand m ² , full calibre)	(ten thousand m ² , full calibre)			(ten thousand m ² , full calibre)	(ten thousand m ² , full calibre)	(RMB100 million)
1	Phase I of Hefei Airport International Town	Residential + Commercial + Hotel	51%	69.5	84.8	Being marketed	55	43.51	4.81	6.20
2	Phase II of Hefei Airport International Town	Residential + Commercial + Hotel	51%	60.9	74.5	Being constructed	-	-	-	-
3	Hefei OCT Bantang Hot Spring Town	Residential + Commercial + Hotel	51%	41.5	34.5	Being marketed	4	0.33	0.03	0.05
4	Shanghai Suhewan Project	Residential + Commercial + Hotel	50.5%	7.1	43	Being marketed	22.53	16.93	0.05	0.23
5	Chongqing OCT Land Project	Residential	49%	18	44	Being marketed	44	37.87	1.19	2.17
6	Zhongshan Yuhong Project	Residential	21%	9.1	27.2	Being marketed	18.86	17.07	4.25	7.14



Management Discussion and Analysis

Industrial Park Projects

The Group has three industrial parks in Huizhou, Guangdong and Suzhou, Jiangsu. During the Reporting Period, the leasable area of the industrial parks was approximately 155,100 square metres, with an occupancy rate of 93%. The industrial parks actively responded to the impact of the pandemic and were operating well during the Reporting Period, with rental income of approximately RMB14.24 million, an increase of approximately 7.38% over the same period in 2021.

Finance Lease Business

The Group will no longer develop new finance lease business, in a bid to better pool advantageous resources and focus on its core businesses. During the Reporting Period, revenue from finance lease business amounted to approximately RMB1.67 million and segment profit attributable to equity holders of the Company amounted to approximately RMB3.30 million, with good cash collection of existing projects.

OUTLOOK

In the second half of 2022, with the gradual decrease of the scattered pandemic outbreaks and the continuous efforts of the policies aiming to stabilize growth, the positive factors driving economic growth will gradually accrue. Economic activities will gradually pick up in the second half of the year, and the economy is expected to return to a reasonable growth level throughout the year. In addition, as China is the world's second-largest economy and the world's second-largest consumer market, the economic growth of which has strong resilience and great potential, there will be a lot of more investment opportunities in industrial chains characterized by "speciality, refinement, uniqueness and novelty" and new consumption fields, driven by the wave of industrial digitalisation and intelligentisation.



Management Discussion and Analysis



Equity Investment and Fund Business



In the second half of 2022, the Group will rapidly invest in leading institutions in the industry through its first actively managed fund of funds, Nantong Zijing Huaxin Industry Fund, and will create an industrial innovation ecosystem of FOFs with “mutual interaction and cross-industry integration” of multiple parties such as investors, FOFs, sub-funds and innovation and entrepreneurship projects. In this way, the Group can reserve equity targets with long-term value-added space for the Company, speeding up the pace of investments in high-quality projects and continuously expanding the investment territory of the Group. Moreover, with the gradual acceleration of investments by Dongguan Tourism Technology Fund and Foshan Gaoxin Technology Industry Fund, the investment ecosystem is expected to take initial shape. The Group will continue to mobilize industrial and financial resources to boost the development and growth of the invested companies, and will exit at the right time to accelerate the formation of a virtuous cycle ecosystem of “fundraising, investment, management and exit”. The Group will also continue to explore fund cooperation with high-quality capital contributors such as government-guided funds, market-oriented master funds and listed companies, to continuously expand the management scale of fund business.

Comprehensive Development Business

In the second half of 2022, under the Chinese central government’s keynote of “houses should be for living in, not for speculation”, the long-term real estate mechanism of “stabilizing land prices, housing prices and expectations” will continue to be improved. Local governments will improve and implement real estate policies according to their own actual conditions to promote a virtuous circle and healthy development of the real estate industry. It is expected that in the second half of the year, more provincial and municipal governments will relax real estate control to further release demand.



Management Discussion and Analysis

The Group will closely follow the market policies of key regions and take advantage of the market window period to adjust the marketing strategy in a timely manner and further increase the efforts to launch projects, aiming to expedite sales and facilitate cash collection. The Group will also continue to strengthen the revitalization of existing assets, actively leverage the value of assets, strictly control costs and improve quality and efficiency, thereby striving to achieve high-quality development.

In the second half of 2022, the Group's comprehensive development projects are planned as follows: Phase II of Hefei Airport International Town Project is expected to have a total sales area of approximately 110,000 square metres; Zhongshan Yuhong Project is expected to have a total sales area of approximately 35,800 square metres; and Shanghai Suhewan Project and Chongqing OCT Land Project will continue to increase the efforts on product sales.

The Group will continue to adhere to the professional, prudent and aggressive business strategy, put more emphasis on empowerment management and risk management of investment projects, and actively take various measures to promote the resolution of potential risks to achieve stable operation and sustainable development. In addition, the Group will continue to focus on the strategic positioning of building itself into a cross-border investment and asset management company of “cultural tourism + technology”. Under the guidance of the development idea of “adjusting structure, strengthening capabilities, expanding resources, and shifting the track”, it will speed up the revitalization of existing project assets and the pace of investments in high-quality projects and strengthen the management improvement to improve quality and efficiency. It will also build broad capital-side and industry-side cooperation alliances to reinforce the competitive edges in the “cultural tourism + technology” segment.



Management Discussion and Analysis



FINANCIAL REVIEW



As at 30 June 2022, the Group's total assets amounted to approximately RMB25.621 billion, representing a decrease of approximately 2.7% over that as at 31 December 2021; the Group's total equity amounted to approximately RMB12.068 billion, representing a decrease of approximately 2.7% over that as at 31 December 2021.

For the six months ended 30 June 2022, the Group realised revenue of approximately RMB877 million, representing an increase of approximately 338.2% compared to the same period of 2021, of which, revenue of the comprehensive development business was approximately RMB875 million, representing an increase of approximately 358.1% compared to the same period of 2021, primarily due to the increase in revenue carried forward from the Hefei Airport International Town Project; and revenue of the finance lease business amounted to approximately RMB1.67 million, representing a decrease of approximately 81.6% compared to the same period of 2021, primarily due to the decrease in business during the Reporting Period.

For the six months ended 30 June 2022, the Group's gross profit margin was approximately -1.2% (2021: approximately 23.6%), representing a decrease of 24.8 percentage points compared to the same period of 2021, of which, the gross profit margin of the comprehensive development business was approximately -1.4%, representing a decrease of 21.5 percentage points compared to the same period of 2021, mainly due to the losses incurred by the hotel business under the impact of the pandemic control measures in Shanghai. Although the performance of the real estate business and commercial leasing business during the Reporting Period was better than that of the same period last year, it was still unable to offset the loss brought by the hotel business; the gross profit margin of the finance lease business was approximately -26.1%, representing a decrease of 101.3 percentage points compared to the same period of 2021, mainly due to the decrease in revenue of the finance lease business.



Management Discussion and Analysis

For the six months ended 30 June 2022, loss attributable to equity holders of the Company was approximately RMB61.55 million, compared to profit attributable to equity holders of the Company of approximately RMB18.17 million for 2021.

Of which, profit attributable to the comprehensive development business was approximately RMB5.65 million (2021: approximately RMB44.24 million), representing a decrease of approximately 87.2% compared to the same period of 2021, mainly attributable to the losses incurred by the hotel business in the first half of 2022 due to the pandemic control measures in Shanghai.

Loss attributable to the investment and fund business was approximately RMB35.03 million (2021: loss of approximately RMB21.40 million), representing an increase in loss of approximately 63.7% compared to the same period of 2021, mainly attributable to the losses incurred by certain of the Group's associates due to the macro-control measures on industry and continued decline of the market environment of the real estate industry.

Profit attributable to the finance lease business was approximately RMB3.30 million (2021: approximately RMB4.20 million), representing a decrease of approximately 21.4% compared to the same period of 2021, mainly attributable to the decrease in revenue of the finance lease business.

For the six months ended 30 June 2022, the basic loss per share attributable to shareholders of the Company was approximately RMB0.24 (2021: basic loss per share of approximately RMB0.13), representing an increase in loss of approximately RMB0.11 per share when compared to the same period of 2021. The loss for the half year were approximately RMB114 million (2021: loss of approximately RMB11.40 million), representing an increase in loss of approximately RMB102 million compared to the same period of 2021, mainly due to the losses incurred by the hotel business resulting from the pandemic control measures in Shanghai during the first half of 2022, as well as the losses incurred by certain of the Group's associates due to the macro-control measures on industry and continued decline of the market environment of the real estate industry.



Management Discussion and Analysis



Distribution Costs and Administrative Expenses



The Group's distribution costs for the six months ended 30 June 2022 were approximately RMB39.87 million (2021: approximately RMB40.55 million), representing a decrease of approximately 1.7% compared to the same period of 2021.

The Group's administrative expenses for the six months ended 30 June 2022 were approximately RMB93.88 million (2021: approximately RMB101.12 million), representing a decrease of approximately 6.9% as compared to the same period of 2021, of which, administrative expenses of the comprehensive development business were approximately RMB56.30 million (2021: approximately RMB62.77 million), representing a decrease of approximately 10.3% as compared to the same period of 2021, which was mainly due to the decrease in relevant costs caused by the improvement in administration; administrative expenses of the finance lease business were approximately RMB0.14 million (2021: approximately RMB0.18 million), representing a decrease of approximately 22.2% as compared to the same period of 2021, which was mainly due to the decrease in expenses such as salaries and taxes; and administrative expenses of the equity investment and fund business were approximately RMB16.61 million (2021: approximately RMB10.84 million), representing an increase of approximately 53.2% as compared to the same period of 2021, which was mainly due to the increase in brokerage fees.



Management Discussion and Analysis

Interest Expenses

The Group's interest expenses for the six months ended 30 June 2022 were approximately RMB56.77 million (2021: approximately RMB57.45 million), representing a decrease of approximately 1.2% as compared to the same period of 2021, of which, interest expenses of the comprehensive development business were approximately RMB45.39 million (2021: approximately RMB32.09 million), representing an increase of approximately 41.4% as compared to the same period of 2021, mainly due to the increase in the weighted average amount of loans; interest expenses of the finance lease business were approximately RMB2.07 million (2021: approximately RMB2.17 million), representing a decrease of approximately 4.6% as compared to the same period of 2021, mainly due to the decrease in the weighted average amount of loans and the weighted average ratio of loans; interest expenses of the equity investment and fund business were approximately RMB6.80 million (2021: approximately RMB22.97 million), representing a decrease of approximately 70.4% as compared to the same period of 2021, mainly due to the decrease in the weighted average amount of loans and the weighted average ratio of loans.

Dividends

The Board did not propose the payment of an interim dividend for the six months ended 30 June 2022 (2021: nil) after considering the long-term development of the Company and its active participation in potential investment opportunities.

Management Discussion and Analysis



Liquidity, Financial Resources and Capital Structure



The total equity of the Group as at 30 June 2022 was approximately RMB12.068 billion (31 December 2021: approximately RMB12.399 billion); current assets were approximately RMB15.877 billion (31 December 2021: approximately RMB16.454 billion); and current liabilities were approximately RMB11.135 billion (31 December 2021: approximately RMB10.914 billion). The current ratio was approximately 1.43 as at 30 June 2022, representing a decrease of 0.08 as compared to that as at 31 December 2021 (31 December 2021: approximately 1.51), mainly due to the re-classification of certain loans from banks and related parties from long-term liabilities to short-term liabilities while cash balance decreased. The Group generally finances its operations with internally generated cash flow, credit facilities provided by banks and shareholder's loans.

As at 30 June 2022, the Group had outstanding bank and other loans of approximately RMB5.763 billion, with fixed rate loans of approximately RMB1.935 billion (31 December 2021: outstanding bank and other loans of approximately RMB5.747 billion, with fixed rate loans of approximately RMB1.935 billion). As at 30 June 2022, the interest rates of bank and other loans of the Group ranged from 2.02% to 4.75% per annum (31 December 2021: ranged from 1.31% to 4.75% per annum). Some of those bank loans were secured by certain assets of the Group and corporate guarantees provided by certain related companies of the Company. The Group's gearing ratio (being the total borrowings including bills payable and loans divided by total assets) was approximately 31.6% as at 30 June 2022, representing an increase of approximately 1.0 percentage points as compared with that of approximately 30.7% as at 31 December 2021, which was mainly due to the increase in bank and other loans.



Management Discussion and Analysis

As at 30 June 2022, approximately 37.2% of the total amount of outstanding bank and other loans of the Group amounting to approximately RMB2.143 billion was denominated in Hong Kong dollars (31 December 2021: approximately 37.9%); and approximately 62.8% (amounting to approximately RMB3.62 billion) was denominated in Renminbi (31 December 2021: approximately 62.1%). As at 30 June 2022, approximately 0.1% of the total amount of cash and cash equivalents of the Group was denominated in United States dollars (31 December 2021: approximately 0.1%); approximately 97.4% was denominated in Renminbi (31 December 2021: approximately 90.7%); and approximately 2.5% was denominated in Hong Kong dollars (31 December 2021: approximately 9.2%).

The Group's liquidity position remains stable. The Group's transactions and monetary assets are principally denominated in Renminbi, Hong Kong dollars and the United States dollars. For the six months ended 30 June 2022, the Group has not experienced any material difficulties in or effects on its operations or liquidity as a result of fluctuations in currency exchange rates. For the six months ended 30 June 2022, the Group did not enter into any foreign exchange forward contracts and other material financial instruments for hedging foreign exchange risk purpose.

Contingent Liabilities

The Group has entered into agreements with certain banks with respect to mortgage loans provided to buyers of the property units. Pursuant to the mortgage agreements signed between the Group and the banks, the guarantee will be released upon the issuance of the individual property ownership certificate. Should the mortgagors fail to pay the mortgage monthly instalment before the issuance of the individual property ownership certificate, the banks can draw down the security deposits up to the amount of outstanding mortgage instalments and demand the Group to repay the outstanding balance if the deposit balance is insufficient.

The amount of guarantee deposits required varies among different banks, but usually within a range of 0% to 5% of the mortgage loans granted to buyers, with a prescribed capped amount.



Management Discussion and Analysis

The management does not consider it probable that the Group will sustain a loss under these guarantees over the term of the guarantee as the bank has the rights to sell the properties and recovers the outstanding loan balance from the sale proceeds if the property buyers default on payment. The management also considers that the market value of the underlying properties is able to cover the outstanding mortgage loans guaranteed by the Group. Therefore, no liabilities are recognised in respect of these guarantees.

As at 30 June 2022, guarantees given by financial institutions for mortgages facilities granted to buyers of the Group's properties amounted to approximately RMB549 million in total (31 December 2021: approximately RMB498 million).

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2022, the Group employed 323 full-time staff in total. The basic remuneration of the employees of the Group is determined with reference to the industry's remuneration benchmark, the employees' experience and their performance, and equal opportunities are offered to all staff members. Salaries of the employees are maintained at a competitive level and are reviewed annually, with reference to the relevant labour market and the economic situation. Directors' remuneration is determined based on a variety of factors such as market conditions and responsibilities assumed by each Director. Apart from the basic remuneration and statutory benefits, the Group also provides bonuses to the staff based upon the Group's results and their individual performance.

The Group has not experienced any significant problems with its employees or disruptions to its operations due to labour disputes nor has it experienced any difficulties in the recruitment and retention of experienced staff during the Reporting Period. The Group maintains a good relationship with its employees. Most members of the senior management have been working for the Group for many years.



Management Discussion and Analysis

OTHER EVENTS

Shenzhen Qiaoheng No. 1 Investment Enterprise (Limited Partnership) (a joint venture of the Group) has invested in certain equity interests in Huizhou Kaiyue Zhiye Co., Ltd. (“Kaiyue”) and provided shareholder’s loans to develop an urban renewal project. The Group has launched an arbitration procedure on behalf of the partnership relating to the project’s delay caused by the failure of another shareholder of Kaiyue to provide funds. The arbitration and negotiation are on-going as of the date of this report. Further information is set out in the Company’s 2021 annual report.

SUBSEQUENT EVENTS

Procurement Framework Agreement for the Hefei Airport International Town Project

On 11 August 2022, Hefei OCT Industry Development Co., Ltd. (合肥華僑城實業發展有限公司) (“Hefei OCT Industry”), an indirect non-wholly owned subsidiary of the Company, entered into a procurement framework agreement with Yilifang (Hainan) Technology Limited (易立方(海南)科技有限公司) (“Yilifang Technology”), pursuant to which Hefei OCT Industry agreed to engage Yilifang Technology to provide Konka products procurement services for Hefei Airport International Town Project for a term up to 31 December 2024.

The annual caps of the fees payable by Hefei OCT Industry to Yilifang Technology under such procurement framework agreement for the years ending 31 December 2022, 2023 and 2024 are RMB20,000,000, RMB18,000,000 and RMB12,000,000, respectively.



Further information regarding such continuing connected transaction is set out in the announcement of the Company dated 11 August 2022.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSAL

Save as disclosed in this report, the Group had no significant investments held, nor material acquisitions and disposal of subsidiaries, associates or joint ventures during the Reporting Period.



Directors' Interests



Save as disclosed below, as at 30 June 2022, no interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) were held by the Directors and chief executives of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules:

Long positions in ordinary shares of the Company (“Shares”)

<u>Name of Directors</u>	<u>Capacity/ Nature</u>	<u>Number of shares</u>	<u>Percentage of the Company's shares in issue (approximate)</u>
Lam Sing Kwong Simon	Beneficial owner	1,000,000	0.13%

Interests and Short Positions of Substantial Shareholders and Other Persons

As at 30 June 2022, as far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under section 336 of the SFO:

Long positions in Shares

Name of substantial shareholders	Capacity/Nature	Number of shares	Percentage of the Company's shares in issue (approximate)
Pacific Climax Limited ("Pacific Climax")	Beneficial owner (note 1)	530,894,000 (long position)	70.94%
Overseas Chinese Town (HK) Company Limited ("OCT (HK)")	Interest of a controlled corporation (note 2)	530,894,000 (long position)	70.94%
Shenzhen Overseas Chinese Town Company Limited ("OCT Ltd.")	Interest of a controlled corporation (note 3)	530,894,000 (long position)	70.94%
Overseas Chinese Town Group Company Limited ("OCT Group")	Interest of a controlled corporation (note 4)	530,894,000 (long position)	70.94%



Interests and Short Positions of Substantial Shareholders and Other Persons

Notes:

- (1) The interests held by Pacific Climax consist of interests (long position) in 530,894,000 Shares. Ms. Xie Mei and Mr. Lin Kaihua, both being executive Directors, and Mr. Wang Wenjin, being a non-executive Director, are also directors of Pacific Climax.
- (2) OCT (HK) is the beneficial owner of all the issued share capital in Pacific Climax. Therefore, OCT (HK) is deemed, or taken to be interested in all the Shares beneficially held by Pacific Climax for the purpose of the SFO. Ms. Xie Mei, being an executive Director, and Mr. Wang Wenjin, being a non-executive Director, are also directors of OCT (HK).
- (3) OCT Ltd. is the beneficial owner of all the issued share capital of OCT (HK), which is in turn the beneficial owner of all the issued share capital of Pacific Climax. OCT Ltd. is deemed, or taken to be interested in all the Shares which are beneficially owned by OCT (HK) and Pacific Climax pursuant to the SFO. OCT Ltd. is a company incorporated in the PRC, the shares of which are listed on the Shenzhen Stock Exchange. OCT Ltd. is a subsidiary of OCT Group.
- (4) OCT Group is the holding company of OCT Ltd. and together with its wholly-owned subsidiary, Shenzhen OCT Capital Investment Management Company Limited (深圳華僑城資本投資管理有限公司), hold approximately 47.97% interests in OCT Ltd., which is the beneficial owner of all the issued shares of OCT (HK) and in turn, the beneficial owner of all the issued share capital of Pacific Climax. Therefore, OCT Group is deemed, or taken to be interested in all the Shares which are beneficially owned by OCT Ltd., OCT (HK) and Pacific Climax for the purpose of the SFO.

Save as disclosed above, as at 30 June 2022, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.



Corporate Governance and Other Information

CORPORATE GOVERNANCE

During the Reporting Period, the Company has complied with all the applicable code provisions of the Corporate Governance Code as set out in Part 2 of Appendix 14 to the Listing Rules.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions. The Board confirms that, having made specific enquiry of all Directors, the Directors have complied with the Model Code and its code of conduct regarding Directors' securities transactions during the Reporting Period.

CHANGES IN BIOGRAPHIES OF DIRECTOR

Mr. Chu Wing Yiu, an independent non-executive Director and a member of the ESG Committee of the Company, has been appointed as a non-official member of the Industry Advisory Committee of the Insurance Authority on Long Term Business of Hong Kong during the Reporting Period.

AUDIT COMMITTEE

The audit committee of the Company and the management have reviewed the unaudited interim results announcement and the unaudited interim report of the Group for the six months ended 30 June 2022, and discussed the internal control, accounting principles and practices adopted by the Group with the management of the Company.



Corporate Governance and Other Information



PURCHASE, SALE OR REDEMPTION OF SHARES



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

By Order of the Board
Overseas Chinese Town (Asia) Holdings Limited
Zhang Dafan
Chairman

Hong Kong, 31 August 2022

Certain Chinese names of institutions, natural persons or other entities have been translated into English and included in this report as unofficial translations for reference only. In the event of any inconsistency, the Chinese names shall prevail.

Consolidated Statement of Profit or Loss

for the six months ended 30 June 2022 – unaudited
(Expressed in Renminbi)

	Note	Six months ended 30 June	
		2022 RMB'000	2021 RMB'000
Revenue	3	877,008	200,157
Cost of sales		(887,416)	(152,822)
Gross (loss)/profit		(10,408)	47,335
Other income		21,927	32,621
Other net gain		8,005	52,214
Distribution costs		(39,867)	(40,548)
Administrative expenses		(93,876)	(101,119)
Loss from operations		(114,219)	(9,497)
Finance costs	4(a)	(56,769)	(57,447)
Share of profits less losses of associates		52,816	32,317
Share of profits less losses of joint ventures		(4,135)	23,949
Loss before taxation	4	(122,307)	(10,678)
Income tax	5	8,537	(721)
Loss for the period		(113,770)	(11,399)
Attributable to:			
Equity holders of the Company		(61,546)	18,173
Non-controlling interests		(52,224)	(29,572)
Loss for the period		(113,770)	(11,399)
Basic loss per share (RMB)	6	(0.242)	(0.127)

The notes on pages 35 to 52 form part of this interim financial report.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the six months ended 30 June 2022 – unaudited
(Expressed in Renminbi)

	Six months ended 30 June	
	2022	2021
	RMB'000	RMB'000
Loss for the period	(113,770)	(11,399)
Other comprehensive income for the period (after tax and reclassification adjustments)		
<i>Item that will not be reclassified to profit or loss:</i>		
Equity investments at fair value through other comprehensive income (FVTOCI) – net movement in fair value reserves (non-recycling)	-	246,580
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Exchange differences	(62,486)	(1,340)
Share of other comprehensive income of associates	(40,372)	23,944
	(102,858)	22,604
Other comprehensive income for the period	(102,858)	269,184
Total comprehensive income for the period	(216,628)	257,785
Attributable to:		
Equity holders of the Company	(164,404)	287,357
Non-controlling interests	(52,224)	(29,572)
Total comprehensive income for the period	(216,628)	257,785

The notes on pages 35 to 52 form part of this interim financial report.

Consolidated Statement of Financial Position

at 30 June 2022 – unaudited
(Expressed in Renminbi)

		At 30 June 2022 <u>RMB'000</u>	At 31 December 2021 <u>RMB'000</u>
Non-current assets			
Investment property	7	2,383,698	2,408,972
Property, plant and equipment	7	962,927	986,334
Interests in leasehold land held for own use	7	<u>1,167,790</u>	<u>1,187,080</u>
		4,514,415	4,582,386
Intangible assets		29,078	33,639
Interests in associates	8	3,616,180	3,607,167
Interests in joint ventures	9	1,121,310	1,137,901
Other financial assets		326,536	309,638
Finance lease receivables		14,845	122,588
Deferred tax assets		<u>121,843</u>	<u>95,755</u>
		<u>9,744,207</u>	<u>9,889,074</u>
Current assets			
Inventories and other contract costs		11,367,244	10,299,940
Finance lease receivables		59,379	98,928
Trade and other receivables	10	2,086,557	2,723,159
Cash at bank and on hand	11	<u>2,364,025</u>	<u>3,331,662</u>
		<u>15,877,205</u>	<u>16,453,689</u>

The notes on pages 35 to 52 form part of this interim financial report.

Consolidated Statement of Financial Position

at 30 June 2022 – unaudited
(Expressed in Renminbi)

		At 30 June 2022 <u>RMB'000</u>	At 31 December 2021 <u>RMB'000</u>
	Note		
Current liabilities			
Trade and other payables	12	1,727,592	2,101,689
Contract liabilities		3,386,673	3,407,258
Lease liabilities		13,170	13,404
Bank and other loans		3,949,613	3,322,278
Related party loans		1,911,000	1,911,000
Current taxation		146,556	158,777
		<u>11,134,604</u>	<u>10,914,406</u>
Net current assets		<u>4,742,601</u>	<u>5,539,283</u>
Total assets less current liabilities		<u>14,486,808</u>	<u>15,428,357</u>
Non-current liabilities			
Bank and other loans		1,813,565	2,425,082
Related party loan		420,000	420,000
Lease liabilities		11,303	16,818
Deferred tax liabilities		173,477	167,015
		<u>2,418,345</u>	<u>3,028,915</u>
NET ASSETS		<u>12,068,463</u>	<u>12,399,442</u>

The notes on pages 35 to 52 form part of this interim financial report.

Consolidated Statement of Financial Position

at 30 June 2022 – unaudited
(Expressed in Renminbi)

		At 30 June 2022 <u>RMB'000</u>	At 31 December 2021 <u>RMB'000</u>
CAPITAL AND RESERVES			
Share capital		67,337	67,337
Perpetual capital securities	13(b)	5,611,516	5,606,480
Reserves		<u>2,662,900</u>	<u>2,946,691</u>
Total equity attributable to equity holders of the Company		8,341,753	8,620,508
Non-controlling interests		<u>3,726,710</u>	<u>3,778,934</u>
TOTAL EQUITY		<u>12,068,463</u>	<u>12,399,442</u>

The notes on pages 35 to 52 form part of this interim financial report.

Consolidated Statement of Changes In Equity

for the six months ended 30 June 2022 – unaudited
(Expressed in Renminbi)

	Attributable to equity holders of the Company												
	Share capital RMB'000	Share premium RMB'000	Contributed surplus RMB'000	Capital reserve RMB'000	Perpetual capital securities RMB'000 (note 13(b))	PPIC statutory reserve RMB'000	Fair value reserve (non-recycling) RMB'000	Exchange reserve RMB'000	Other reserve RMB'000	Retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2021	67,337	36,884	147,711	31,020	5,610,431	309,996	160,581	(530,233)	(32,058)	3,628,727	9,430,396	3,794,790	13,225,186
Changes in equity for the six months ended 30 June 2021:													
Loss for the period	-	-	-	-	113,337	-	-	-	-	(95,164)	18,173	(29,572)	(11,399)
Other comprehensive income	-	-	-	-	-	-	246,580	22,604	-	-	269,184	-	269,184
Total comprehensive income	-	-	-	-	113,337	-	246,580	22,604	-	(95,164)	287,357	(29,572)	257,785
Disposal of other financial assets measured at FV/OCI	-	-	-	-	-	-	(393,695)	-	-	393,695	-	-	-
Share of other changes in equity of an associate	-	-	-	-	-	-	-	-	(3,229)	-	(3,229)	-	(3,229)
Distribution to holders of perpetual capital securities	-	-	-	-	(116,264)	-	-	-	-	-	(116,264)	-	(116,264)
Balance at 30 June 2021 and 1 July 2021	67,337	36,884	147,711	31,020	5,607,504	309,996	13,466	(507,629)	(35,287)	3,927,258	9,598,260	3,765,218	13,363,478
Changes in equity for the six months ended 31 December 2021:													
Loss for the period	-	-	-	-	115,388	-	-	-	-	(1,016,813)	(901,425)	13,716	(887,709)
Other comprehensive income	-	-	-	-	-	-	(2,883)	39,739	-	-	36,856	-	36,856
Total comprehensive income	-	-	-	-	115,388	-	(2,883)	39,739	-	(1,016,813)	(864,569)	13,716	(850,853)

Consolidated Statement of Changes In Equity

for the six months ended 30 June 2022 – unaudited
(Expressed in Renminbi)

	Attributable to equity holders of the Company												
	Share capital	Share premium	Contributed surplus	Capital reserve	Perpetual capital securities	PRC statutory reserve	Fair value reserve (non-recycling)	Exchange reserve	Other reserve	Retained profits	Total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000 (note 13(b))	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Transfer to PRC statutory reserves	-	-	-	-	-	9,000	-	-	-	(9,000)	-	-	-
Disposal of other financial assets measured at FV/OCI	-	-	-	-	-	-	(10,583)	-	-	10,583	-	-	-
Distribution to holders of perpetual capital securities	-	-	-	-	(116,412)	-	-	-	-	-	(116,412)	-	(116,412)
Share of other changes in equity of an associate	-	-	-	-	-	-	-	-	3,229	-	3,229	-	3,229
Balance at 31 December 2021	<u>67,337</u>	<u>36,884</u>	<u>147,711</u>	<u>31,020</u>	<u>5,606,480</u>	<u>318,996</u>	<u>-</u>	<u>(467,890)</u>	<u>(32,058)</u>	<u>2,912,028</u>	<u>8,620,508</u>	<u>3,778,934</u>	<u>12,399,442</u>

The notes on pages 35 to 52 form part of this interim financial report.

Consolidated Statement of Changes In Equity

for the six months ended 30 June 2022 – unaudited
(Expressed in Renminbi)

	Attributable to equity holders of the Company												
	Share capital RMB'000	Share premium RMB'000	Contributed surplus RMB'000	Capital reserve RMB'000	Perpetual capital securities RMB'000 (note 13(b))	PRC statutory reserve RMB'000	Fair value reserve (non-recycling) RMB'000	Exchange reserve RMB'000	Other reserve RMB'000	Retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2022	67,337	36,884	147,711	31,020	5,606,490	318,996	-	(467,890)	(32,058)	2,912,028	8,620,508	3,778,934	12,399,442
Changes in equity for the six months ended 30 June 2022:													
Loss for the period	-	-	-	-	119,387	-	-	-	-	(180,833)	(61,546)	(52,224)	(113,770)
Other comprehensive income	-	-	-	-	-	-	-	(102,858)	-	-	(102,858)	-	(102,858)
Total comprehensive income	-	-	-	-	119,387	-	-	(102,858)	-	(180,833)	(164,404)	(52,224)	(216,628)
Distribution to holders of perpetual capital securities	-	-	-	-	(114,351)	-	-	-	-	-	(114,351)	-	(114,351)
Balance at 30 June 2022	67,337	36,884	147,711	31,020	5,611,516	318,996	-	(570,748)	(32,058)	2,731,095	8,341,753	3,726,710	12,068,463

The notes on pages 35 to 52 form part of this interim financial report.

Condensed Consolidated Cash Flow Statement

for the six months ended 30 June 2022 – unaudited
(Expressed in Renminbi)

	Six months ended 30 June	
	2022	2021
	RMB'000	RMB'000
OPERATING ACTIVITIES		
Cash used in operations	(571,074)	(1,097,902)
Tax paid	(136,135)	(105,863)
Interest element of lease rentals paid	(376)	(432)
Other interest paid	(89,519)	(115,834)
Net cash used in operating activities	(797,104)	(1,320,031)
INVESTING ACTIVITIES		
Proceeds from disposal of other financial assets	8,802	1,062,906
Proceeds from return of investment cost	-	982,986
Net cash flow from disposal of a subsidiary	-	546,052
Advanced from associates	-	155,495
Proceeds from repayment of loans to an associate	-	71,685
Proceeds from disposal of assets held for sale	-	47,380
Payment for capital injection in joint ventures	-	(815,785)
Repayment to the advance from an associate	(1,980)	-
Other cash flows generated from investing activities	21,264	26,092
Net cash generated from investing activities	28,086	2,076,811

The notes on pages 35 to 52 form part of this interim financial report.

Condensed Consolidated Cash Flow Statement

for the six months ended 30 June 2022 – unaudited
(Expressed in Renminbi)

	Six months ended 30 June	
	2022	2021
Note	<u>RMB'000</u>	<u>RMB'000</u>
FINANCING ACTIVITIES		
Capital element of lease rentals paid	(6,435)	(8,243)
Proceeds from loans	55,000	519,990
Repayment of loans	(135,412)	(1,609,360)
Distribution to holders of perpetual capital securities	(114,351)	(116,264)
(Increase)/decrease of restricted cash for REITS programme	<u>(1,741)</u>	<u>643</u>
Net cash used in from financing activities	<u><u>(202,939)</u></u>	<u><u>(1,213,234)</u></u>
Net decrease in cash and cash equivalents	(971,957)	(456,454)
Cash and cash equivalents at 1 January	3,326,517	4,269,520
Effect of foreign exchange rate changes	<u>2,579</u>	<u>(21,677)</u>
Cash and cash equivalents at 30 June	11 <u>2,357,139</u>	<u>3,791,389</u>

The notes on pages 35 to 52 form part of this interim financial report.

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

1 BASIS OF PREPARATION

This 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 Hong Kong Institute of Certified Public Accountants (HKICPA). It was authorised for issue on 31 August 2022.

This interim financial report has been prepared in accordance with the same accounting policies adopted in the 2021 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2022 annual financial statements. Details of any 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.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2021 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (HKFRSs) issued by the HKICPA.

The interim financial report is unaudited and has not been reviewed by the auditor, but has been reviewed by the audit committee of the Company.

2 CHANGES IN ACCOUNTING POLICIES

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKFRS 3, *Reference to the Conceptual Framework*
- Amendments to HKAS 16, *Property, plant and equipment: Proceeds before intended use*
- Amendments to HKAS 37, *Provisions, contingent liabilities and contingent assets: Onerous contracts – cost of fulfilling a contract*
- Annual Improvements to HKFRSs 2018–2020 Cycle

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

2 CHANGES IN ACCOUNTING POLICIES (CONTINUED)

None of above developments has 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 this interim financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 REVENUE AND SEGMENT REPORTING

(a) Disaggregating of revenue

The principal activities of the Group are comprehensive development, equity investment and fund business and finance lease.

Revenue represents the sales value of goods or services supplied to customers net of sales related tax. Disaggregation of revenue with customer by business lines is as follows:

	For the six months ended 30 June	
	2022	2021
	RMB'000	RMB'000
Revenue from contracts with customers within the scope of HKFRS 15		
Disaggregated by business lines		
– Sale of properties	795,697	46,518
– Hotel revenue	39,564	113,991
	<u>835,261</u>	<u>160,509</u>
Revenue from other sources		
– Rental income from investment properties	40,078	30,586
– Finance lease income	1,669	9,062
	<u>877,008</u>	<u>200,157</u>

The Group's customer base is diversified and there was no customer with whom transactions exceeded 10% of the Group's revenue during the six months ended 30 June 2022 (six months ended 30 June 2021: nil).

Further details regarding the Group's principal activities are disclosed in note 3(b).

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the most senior executive management of the Group for the purposes of resource allocation and performance assessment, the Group has the following three reportable segments:

- Comprehensive development business: this segment engaged in development and sale of residential properties, development and management of properties, property investment and operation of hotel.
- Equity investment and fund business: this segment engaged in the investment in new urbanisation industrial ecosphere, such as domestic and overseas direct investments, industrial fund.
- Finance lease business: this segment engaged in the finance lease business.

(i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current and non-current assets. Segment liabilities include trade creditors, accruals and lease liabilities attributable to the sales activities of the individual segments and borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment result is "net profit" after taxation. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (continued)

(i) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the six months ended 30 June 2022 and 2021 is set out below.

	Comprehensive development business		Equity investment and fund business		Finance lease business		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
For the six months ended 30 June	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue from contracts with customers within the scope of HKFRS 15								
Disaggregated by timing of revenue recognition								
Point in time	835,261	160,509	-	-	-	-	835,261	160,509
Revenue from other sources	40,078	30,586	-	-	1,669	9,062	41,747	39,648
Revenue from external customers	875,339	191,095	-	-	1,669	9,062	877,008	200,157
Reportable segment revenue	875,339	191,095	-	-	1,669	9,062	877,008	200,157
Reportable segment (loss)/profit for the period	(46,571)	14,668	(35,034)	(21,402)	3,298	4,199	(78,307)	(2,535)
As at 30 June/31 December								
Reportable segment assets	20,330,412	20,742,486	4,194,793	4,275,040	339,174	348,279	24,864,379	25,365,805
Reportable segment liabilities	11,351,949	11,776,530	1,206,300	1,300,813	31,073	45,565	12,589,322	13,122,908

(ii) Reconciliations of reportable segment profit or loss

	Six months ended 30 June	
	2022	2021
	RMB'000	RMB'000
Reportable segment loss	(78,307)	(2,535)
Unallocated head office and corporate expense	(35,463)	(8,864)
Consolidated loss	(113,770)	(11,399)

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (continued)

(iii) Reconciliations of reportable segment assets and liabilities

	At 30 June 2022 RMB'000	At 31 December 2021 RMB'000
Assets		
Reportable segment assets	24,864,379	25,365,805
Unallocated head office and corporate assets	757,033	976,958
Consolidated total assets	25,621,412	26,342,763
Liabilities		
Reportable segment liabilities	12,589,322	13,122,908
Unallocated head office and corporate liabilities	963,627	820,413
Consolidated total liabilities	13,552,949	13,943,321

(iv) Geographic information

The following table sets out information about the geographical location of the Group's revenue from external. The geographical location of customers is based on the location at which the services were provided or the goods and properties sold.

	Six months ended 30 June	
	2022 RMB'000	2021 RMB'000
Mainland China	874,739	197,915
Hong Kong	2,269	2,242
	877,008	200,157

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

4 LOSS BEFORE TAXATION

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

(a) Finance costs

	For the six months ended 30 June	
	2022	2021
	RMB'000	RMB'000
Interest on bank and other loans	92,693	89,429
Interest on related party loans	54,566	49,266
Interest on lease liabilities	376	430
Total interest expense	147,635	139,125
Less: amount capitalised	(90,866)	(81,678)
	56,769	57,447

(b) Other items

	For the six months ended 30 June	
	2022	2021
	RMB'000	RMB'000
Interest income	(20,721)	(22,361)
Amortisation of intangible assets	4,561	4,565
Depreciation charge		
– investment property, owned		
property, plant and equipment	48,895	47,807
– right-of-use assets	41,878	42,895
(Reversal of impairment losses)/ impairment losses		
– trade and other receivables	(33)	3
– finance lease receivables	(2,707)	–
Fair value (gain)/loss on financial assets measured at fair value through profit or loss (“FVTPL”)	(25,700)	853
Net exchange loss/(gain)	20,518	(9,923)

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

5 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	For the six months ended 30 June	
	2022	2021
	RMB'000	RMB'000
Current tax		
Provision for corporate income tax ("CIT")	8,697	13,684
Under-provision in respect of prior period	947	–
Withholding tax	1,445	–
	<u>11,089</u>	<u>13,684</u>
PRC land appreciation tax ("LAT")	–	2,384
	<u>11,089</u>	<u>16,068</u>
Deferred tax		
Origination and reversal of temporary differences	(19,626)	(15,347)
	<u>(8,537)</u>	<u>721</u>

(i) CIT

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands during the period (six months ended 30 June 2021: nil).

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the six months ended 30 June 2022 and 2021.

Pursuant to the income tax rules and regulations of the PRC, taxation for PRC subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant cities in the PRC at 25% (six months ended 30 June 2021: 25%).

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

5 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

(ii) PRC LAT

PRC LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including lease charges of land use rights and all property development expenditures, which is included in the consolidated statement of profit or loss as income tax. The Group has estimated the tax provision for PRC LAT according to the requirements set forth in the relevant PRC tax laws and regulations. The actual PRC LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects and the tax authorities might disagree with the basis on which the provision for PRC LAT is calculated.

(iii) Withholding tax

Withholding taxes are levied on dividend distributions arising from profit of the Mainland China subsidiaries within the Group earned after 1 January 2008, and disposal gain earned by Hong Kong subsidiaries upon disposal of Mainland China subsidiaries at the applicable tax rates.

6 BASIC LOSS PER SHARE

(a) Loss attributable to ordinary equity shareholders of the Company

	For the six months ended 30 June	
	2022	2021
	<u>RMB'000</u>	<u>RMB'000</u>
(Loss)/profit attributable to equity holders of the Company	(61,546)	18,173
Less: profit attributable to the holders of perpetual capital securities	<u>(119,387)</u>	<u>(113,337)</u>
Loss attributable to ordinary equity shareholders	<u>(180,933)</u>	<u>(95,164)</u>

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

6 BASIC LOSS PER SHARE (CONTINUED)

(b) Weighted average number of ordinary shares

	Six months ended 30 June	
	2022	2021
	'000	'000
Issued ordinary shares	<u>748,366</u>	<u>748,366</u>

No dilutive loss per share is presented as there were no dilutive potential ordinary shares in issue during both periods.

7 INVESTMENT PROPERTY, OTHER PROPERTY, PLANT AND EQUIPMENT AND LEASEHOLD LAND HELD FOR OWN USE

Acquisitions of owned assets

During the six months ended 30 June 2022, the Group acquired items of property, plant and equipment with a cost of RMB15,603,000 (six months ended 30 June 2021: RMB25,888,000).

8 INTERESTS IN ASSOCIATES

	At 30 June	At 31 December
	2022	2021
	RMB'000	RMB'000
Listed investments (note):		
– Share of net assets	1,935,000	1,998,075
– Goodwill	388,186	313,438
	<u>2,323,186</u>	<u>2,311,513</u>
Unlisted investments:		
– Share of net assets	1,291,634	1,209,353
– Goodwill	1,360	86,301
	<u>1,292,994</u>	<u>1,295,654</u>
	<u>3,616,180</u>	<u>3,607,167</u>

Note: As at 30 June 2022, the fair value of interests in associates whose shares are listed amounted to RMB648,317,000 (31 December 2021: RMB698,241,000).

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

8 INTERESTS IN ASSOCIATES (CONTINUED)

As at 31 December 2021, the Group conducted impairment testing on the two listed associates and recognised an impairment loss of RMB750,000,000 on the interests in associates according to the results of impairment assessment. As at 30 June 2022, since the amount of provision for impairment was nearly the same as at 31 December 2021, no further impairment loss was recognised.

9 INTERESTS IN JOINT VENTURES

	At 30 June 2022 RMB'000	At 31 December 2021 RMB'000
Unlisted investments:		
– Share of net assets	<u>1,121,310</u>	<u>1,137,901</u>

10 TRADE AND OTHER RECEIVABLES

	At 30 June 2022 RMB'000	At 31 December 2021 RMB'000
Trade debtors	3,136	6,626
Less: allowance for doubtful debts	<u>(287)</u>	<u>(320)</u>
	----- 2,849	----- 6,306
Other receivables (note (i)):		
– Amounts due from associates	124,047	13,690
– Amount due from an intermediate parent	1,094	1,094
– Amounts due from fellow subsidiaries	11,152	10,467
– Amounts due from third parties	<u>84,081</u>	<u>62,016</u>
	220,374	87,267
Less: allowance for doubtful debts	<u>(53)</u>	<u>(53)</u>
	----- 220,321	----- 87,214
Financial assets measured at amortised cost	223,170	93,520
Deposits and prepayments (note (ii))	<u>1,863,387</u>	<u>2,629,639</u>
	<u>2,086,557</u>	<u>2,723,159</u>

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

10 TRADE AND OTHER RECEIVABLES (CONTINUED)

Notes:

- (i) Except for amounts of RMB4,190,000 (31 December 2021: RMB4,006,000) which are interest-bearing at 2.5% (31 December 2021: 2.5%) per annum, the amounts due from associates, the intermediate parent, fellow subsidiaries and other related parties are unsecured, non-interest bearing and repayable on demand.
- (ii) As at 30 June 2022, the balance included prepaid leasehold land costs of RMB1,316,925,000 (31 December 2021: RMB2,311,958,000) in respect of two land purchase. The prepaid leasehold land costs are expected to be transferred to inventories upon obtaining the respective land use right certificates.
- (iii) As at 30 June 2022, all the trade and other receivables are expected to be recovered within one year.

As of the end of the reporting period, the ageing analysis of trade debtors (which are included in trade and other receivables), based on the invoice date and net of allowance for doubtful debts, is as follows:

	At 30 June 2022 <u>RMB'000</u>	At 31 December 2021 <u>RMB'000</u>
Within 1 year	<u>2,849</u>	<u>6,306</u>

11 CASH AT BANK AND ON HAND

	At 30 June 2022 <u>RMB'000</u>	At 31 December 2021 <u>RMB'000</u>
Cash at bank and on hand on the consolidated statement of financial position	<u>2,364,025</u>	3,331,662
Less: restricted cash for REITs programme	<u>(6,886)</u>	(5,145)
Cash and cash equivalents on the consolidated cash flow statement	<u>2,357,139</u>	<u>3,326,517</u>

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

12 TRADE AND OTHER PAYABLES

	At 30 June 2022 RMB'000	At 31 December 2021 RMB'000
Trade creditors:		
– Amounts due to third parties	187,048	646,423
Other payables and accruals:		
– Amounts due to associates	329,463	221,443
– Amounts due to fellow subsidiaries	344,644	346,453
– Amounts due to third parties	563,058	620,781
	<u>1,237,165</u>	<u>1,188,677</u>
Interest payables:		
– Amount due to an associate	27,421	18,331
– Amount due to an intermediate parent	26,011	53,619
– Amount due to a fellow subsidiary	71	71
– Amounts due to other related parties	112,358	76,110
– Amounts due to third parties	66,033	26,023
	<u>231,894</u>	<u>174,154</u>
Financial liabilities measured at amortised cost	1,656,107	2,009,254
Deposits	71,485	92,435
	<u>1,727,592</u>	<u>2,101,689</u>

As of the end of the reporting period, the ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

	At 30 June 2022 RMB'000	At 31 December 2021 RMB'000
Within 1 year	182,456	641,786
1 to 2 years	2,335	2,391
2 to 3 years	2,094	2,083
Over 3 years	163	163
	<u>187,048</u>	<u>646,423</u>

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

13 CAPITAL, RESERVES AND DIVIDENDS

(a) Dividends

No dividend was approved and paid to equity shareholders of the Company during the interim period attributable to the previous financial year (six months ended 30 June 2021: nil).

(b) Perpetual capital securities

On 15 July 2020, the Company issued senior guaranteed perpetual capital securities with a principal amount of US\$500,000,000 (equivalent to RMB3,468,150,000).

The securities confer a right to receive distributions at the applicable distribution rate of 4.5% per annum from and including 15 July 2020, payable semi-annually on 15 July and 15 January of each year. After 15 July 2023, the distribution rate would be reset to a percentage per annum equal to the sum of (a) 4.312%, (b) the Treasury Rate and (c) a margin of 4% per annum.

On 25 August 2020, the Company issued another senior guaranteed perpetual capital securities with a principal amount of US\$300,000,000 (equivalent to RMB2,052,900,000).

The securities confer a right to receive distributions at the applicable distribution rate of 4.5% per annum from and including 25 August 2020, payable semi-annually on 15 February and 15 August of each year. After 25 August 2023, the distribution rate would be reset to a percentage per annum equal to the sum of (a) 4.343%, (b) the Treasury Rate and (c) a margin of 4% per annum.

The securities are unconditionally and irrevocably guaranteed by Overseas Chinese Town Enterprises Limited Company.

The Company may, at its sole discretion, elect to defer a distribution pursuant to the terms of the securities. The securities may be redeemed at the option of the Company, in whole but not in part.

In the opinion of the management, the Company is able to control the delivery of cash or other financial assets to the holders of the perpetual capital securities due to redemption other than an unforeseen liquidation of the Company. Accordingly, the perpetual capital securities are classified as equity instruments.

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

14 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

(a) Financial assets and liabilities measured at fair value

(i) Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

The Group has an investment team performing valuations for the unlisted equity securities. A valuation report with analysis of changes in fair value measurement is prepared by the team at the interim reporting date, and is reviewed and approved by the management. Discussion of the valuation process and results with the management and the Audit Committee is held twice a year, to coincide with the reporting dates.

	Fair value	Fair value measurements as at		
	at 30 June	30 June 2022 categorised into		
	2022	Level 1	Level 2	Level 3
	<u>RMB'000</u>	<u>RMB'000</u>	<u>RMB'000</u>	<u>RMB'000</u>
Recurring fair value measurement				
Other financial assets:				
- Unlisted equity securities	<u>326,536</u>	<u>-</u>	<u>-</u>	<u>326,536</u>

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

14 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial assets and liabilities measured at fair value (continued)

(i) Fair value hierarchy (continued)

	Fair value at	Fair value measurements as at		
	31 December	31 December 2021 categorised into		
	2021	Level 1	Level 2	Level 3
	<u>RMB'000</u>	<u>RMB'000</u>	<u>RMB'000</u>	<u>RMB'000</u>
Recurring fair value measurement				
Other financial assets:				
- Unlisted equity securities	<u>309,638</u>	<u>-</u>	<u>-</u>	<u>309,638</u>

During the six months ended 30 June 2022, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (six months ended June 2021: nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

(ii) Information about Level 3 fair value measurements

	<u>Valuation techniques</u>	<u>Significant unobservable inputs</u>	<u>Rate</u>
Unlisted equity instruments	Market comparable companies	Discount for lack of marketability	17% - 46% (2021: 17% - 46%)

The fair value of unlisted equity instruments is determined using the price/earning ratios and price/book value ratio of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is negatively correlated to the discount for lack of marketability. As at 30 June 2022, it is estimated that with all other variables held constant, a decrease/increase in discount for lack of marketability by 1% would have increased/decreased the Group's profit by RMB1,769,000 (six months ended 30 June 2021: RMB2,656,000).

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

14 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial assets and liabilities measured at fair value (continued)

(ii) Information about Level 3 fair value measurements (continued)

The movements during the period in the balance of these Level 3 fair value measurements are as follows:

	At 30 June 2022 <u>RMB'000</u>	At 30 June 2021 <u>RMB'000</u>
Unlisted equity securities:		
At 1 January	309,638	274,818
Disposal	(8,802)	(600)
Changes in fair value recognised in profit or loss	<u>25,700</u>	(853)
At 30 June	<u>326,536</u>	<u>273,365</u>

(b) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not significantly different from their fair values as at 31 December 2021 and 30 June 2022.

15 COMMITMENTS

Capital commitments outstanding at 30 June 2022 not provided for in the interim financial report:

	At 30 June 2022 <u>RMB'000</u>	At 31 December 2021 <u>RMB'000</u>
Inventories	4,225,559	3,760,297
Investment	<u>783,475</u>	783,475
	<u>5,009,034</u>	<u>4,543,772</u>

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

16 CONTINGENT LIABILITIES

The Group has entered into agreements with certain banks with respect to mortgage loans provided to buyers of the property units. Pursuant to the mortgage agreements signed between the Group and the banks, the guarantee will be released upon the issuance of the individual property ownership certificate. Should the mortgagors fail to pay the mortgage monthly installment before the issuance of the individual property ownership certificate; the banks can draw down the security deposits up to the amount of outstanding mortgage installments and demand the Group to repay the outstanding balance to the extent that the deposit balance is insufficient.

The amount of guarantee deposits required varies among different banks, but usually within a range of 0% to 5% of the mortgage loans granted to buyers, with prescribed capped amount.

The management does not consider it probable that the Group will sustain a loss under these guarantees as the bank has the rights to sell the property and recovers the outstanding loan balance from the sale proceeds if the property buyers default payment. The management also considers that the market value of the underlying properties is able to cover the outstanding mortgage loans guaranteed by the Group. No liabilities therefore is recognised in respect of these guarantees.

As at 30 June 2022, guarantees given to financial institutions for mortgages facilities granted to buyers of the Group's properties amounts to RMB548,849,000 (31 December 2021: RMB498,005,000).

17 MATERIAL RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

In addition to the transactions and balances disclosed elsewhere in the interim financial report, major related party transactions entered by the Group during the six months ended 30 June 2022 are as follows:

	Six months ended 30 June	
	2022	2021
	RMB'000	RMB'000
Purchase of goods and services	14,198	4,758
Rental expense	2,032	1,907
Interest expense	54,566	49,266
Interest income	76	1,716
New borrowings	–	1,667
Repayment of loans	–	641,327
Finance lease income	838	5,013
Finance lease received	120,000	60,000

Notes to the Unaudited Interim Financial Report

(Expressed in Renminbi)

17 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Key management personnel remuneration

Remuneration for key management personnel, including amount paid to the Group's directors and certain of the highest paid employees, is as follows:

	Six months ended 30 June	
	2022	2021
	RMB'000	RMB'000
Short-term employee benefits	1,988	3,432
Post-employment benefits	309	273
	<u>2,297</u>	<u>3,705</u>

(c) Related party loans

Related party loans are analysed as follows:

	At 30 June	At 31 December
	2022	2021
	RMB'000	RMB'000
Current		
Loan from an associate	421,400	421,400
Loans from non-controlling interests	<u>1,489,600</u>	<u>1,489,600</u>
	<u>1,911,000</u>	<u>1,911,000</u>
Non-current		
Loan from an intermediate parent	<u>420,000</u>	<u>420,000</u>
	<u>2,331,000</u>	<u>2,331,000</u>