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## **Corporate Information**

## **BOARD OF DIRECTORS**

### **Executive Directors**

Mr. Cao Jianguo (曹建國先生) *(Chairman)*Mr. Feng Luming (馮櫓銘先生) *(Chief Executive Officer)*Dr. Jin Xiaozheng (金曉錚博士)

## **Independent Non-executive Directors**

Dr. Chan Wing Mui Helen Mr. Chiu King Yan

Mr. Wang Cheung Yue

### **AUDIT COMMITTEE**

Mr. Chiu King Yan (Chairman)
Dr. Chan Wing Mui Helen
Mr. Wang Cheung Yue

## **REMUNERATION COMMITTEE**

Dr. Chan Wing Mui Helen *(Chairman)*Mr. Chiu King Yan
Mr. Wang Cheung Yue

## **NOMINATION COMMITTEE**

Mr. Wang Cheung Yue *(Chairman)* Mr. Cao Jianguo (曹建國先生) Dr. Chan Wing Mui Helen Mr. Chiu King Yan

## **CREDIT COMMITTEE**

Mr. Feng Luming (馮櫓銘先生) *(Chairman)* Dr. Jin Xiaozheng (金曉錚博士)

### **COMPANY SECRETARY**

Ms. Mak Po Man Cherie

## **TRADING OF SHARES**

The Stock Exchange of Hong Kong Limited (Stock Code: 2336)

## **REGISTERED OFFICE**

Cricket Square, Hutchins Drive P. O. Box 2681 Grand Cayman KY1-1111 Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office 18, 6th Floor World-wide House No. 19 Des Voeux Road Central Hong Kong

### **PRINCIPAL BANKS**

Australia and New Zealand Banking Group Limited Bank of China (Hong Kong) Limited Hang Seng Bank Limited

## **AUDITOR**

ZHONGHUI ANDA CPA Limited

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Services (Cayman Islands) Limited Second Floor, Century Yard, Cricket Square P. O. Box 902 Grand Cayman KY1-1103 Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong

### **COMPANY'S WEBSITE**

http://www.hailianghk.com

## **BUSINESS OVERVIEW**

For the six months ended 30 June 2022, Hailiang International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") continued to engage in the business of sale of metals and development and provision of electronic turnkey device solutions. At the same time, the Group is continuously engaging in the business of property development in Australia with various possibilities under consideration.

### **RESULTS OF THE GROUP**

For the six months ended 30 June 2022, the Group reported revenue of HK\$78,512,000, representing a 23% decrease as compared with the same period in 2021 (30 June 2021: HK\$101,771,000), and gross profit of HK\$2,795,000, representing a 38% decrease as compared with the same period in 2021 (30 June 2021: HK\$4,516,000). The Group reported loss of HK\$6,909,000 (30 June 2021: HK\$3,641,000) and other comprehensive expenses of HK\$13,806,000 (30 June 2021: HK\$44,417,000), comprising exchange loss arising from translating foreign operations of HK\$10,829,000 (30 June 2021: HK\$5,350,000) and fair value loss on the investment in the ordinary shares (the "Jinjiang Shares") of Zheneng Jinjiang Environment Holding Company Limited (浙能錦江環境控股有限公司) ("Zheneng Jinjiang") of HK\$2,977,000 (30 June 2021: HK\$39,067,000), which led to the result that the Group recorded total comprehensive expenses of HK\$20,715,000 for the six months ended 30 June 2022 (30 June 2021: HK\$48,058,000). The loss attributable to owners of the Company for the six months ended 30 June 2022 was HK\$5,733,000 (30 June 2021: HK\$4,206,000); whereas basic loss per share was HK0.32 cent (30 June 2021: HK0.23 cent).

In general, the disappointing financial performance of the Group as compared with the same period in 2021 was mainly attributable to the decrease in market demand of raw metals and the increase in cost of raw materials and labour. On the other hand, the increase in exchange loss arising from translating foreign operations recognised under the other comprehensive expenses of the Group resulted from the depreciation of both Australian dollars and Renminbi against Hong Kong dollars since the beginning of 2022.

## **BUSINESS REVIEW**

## **Sale of Metals**

Owing to the decline in sales volume of metals, this segment recorded segment revenue of HK\$37,821,000 (30 June 2021: HK\$61,050,000), which represented 48% of the Group's total revenue for the six months ended 30 June 2022 (30 June 2021: 60%). Despite the decreased segment revenue, this segment recorded segment profit of HK\$80,000 (30 June 2021: segment loss of HK\$162,000) due to the cost-effective measures on operating expenses.

## **BUSINESS REVIEW (Continued)**

### Sale of Metals (Continued)

For the business of sale of metals, payment in advance is normally required. The Group grants credit term to selected customers with continuous monitoring after thorough credibility evaluation. As the Group maintains strict credit controls on its customers in order to protect the interests of the Group and its stakeholders, it considers that the risks associated with reliance on these major customers are minimal.

## **Development and Provision of Electronic Turnkey Device Solutions**

The results of the Group's business of development and provision of electronic turnkey device solutions was mainly driven by the results of a subsidiary in the People's Republic of China (the "PRC") which is 50.21% owned by the Group and is principally engaged in the manufacturing and sale of microcontrollers for home electrical appliances. Suffering from a decrease in gross profit margin caused by the increase in cost of raw materials and labour, this segment recorded segment revenue of HK\$40,691,000 (30 June 2021: HK\$40,721,000) and segment loss of HK\$2,267,000 (30 June 2021: segment profit of HK\$1,184,000).

## **Property Development**

### Property development in Australia going forward

The Group conducts its business of property development by establishing a property development operation in Australia. For the six months ended 30 June 2022, no segment revenue (30 June 2021: Nil) and segment loss of HK\$749,000 (30 June 2021: HK\$809,000) were recorded. The decrease in segment loss was mainly resulted from the depreciation of Australian dollars against Hong Kong dollars during the period under review.

As at the date of this interim report, the Group is working on the Planning Proposal (as defined below) of site rezoning. This stage is the pathway to obtain the development consent in relation to the land in Australia acquired by the Group in February 2015 (the "Site"). The Planning Proposal has been supported by the Canterbury Bankstown Council (the "Council") and permitted by the Department of Planning and Environment of the New South Wales Government (the "Department") to proceed forward. Details of the agreement in relation to the acquisition of the Site and the delay in development are set out in the circular and the announcement of the Company dated 24 January 2015 and 30 November 2015, respectively.

## **BUSINESS REVIEW (Continued)**

## **Property Development (Continued)**

Property development in Australia going forward (Continued)

In 2015, the Department issued the draft precinct plans (the "Draft Plans") for the region in which the Site is located indicating a willingness to rezone the Site to allow for residential use. After the public consultation conducted in 2016, the Department decided to revise the Draft Plans and the draft Sydenham to Bankstown Corridor Strategy (the "Corridor Strategy"), indicating support for a change of zoning allowing residential use.

Due to a prolonged transitional period of government reform caused by the parallel State and Federal election and amalgamation of local councils, the revised Draft Plans and the revised Corridor Strategy were only completed and released for public consultations in July 2017. The final Corridor Strategy was reported and endorsed by the Council in May 2018.

Due to the significant size of the Site and the uniqueness of the employment zoning, the Council will require further preparation of a planning proposal and amendments to the Canterbury Local Environmental Plan 2012 (the "LEP") and Canterbury Development Control Plan 2012 prior to any potential development consent being granted, should that consent be for residential use.

The Group has continued proactively advocating for the rezoning of the Site by actively meeting the Council and the Department. In addition, the Group is exploring the possibilities of alternative development strategies and plans that are permitted within the current zoning in order to speed up the approval process with the assistance of various professional parties.

Given the close proximity of the Site to the Canterbury Public Hospital, and the State government's announcement of funding for the rejuvenation of that hospital, the Council and the State government have both indicated support for a healthcare use on the Site, which is permissible within the current zoning and achieves the Council's desire of employment purpose on the Site. The rezoning and development consent would be expected to be within a 12-month to 18-month time frame after the submission of a planning proposal.

In July 2020, after seeking professional advice in Australia, the Group lodged an application to the Council to amend the LEP with a planning proposal for a private hospital (the "Planning Proposal"). The Planning Proposal is in line with the Council's preference to retain employment purpose along Canterbury Road, where the Site is located. The amendments mainly proposed a significant increase in the height control for the Site from 12 metres to 45.5 metres (revised), which will allow an overall increase in the floor area of the Site.

## **BUSINESS REVIEW (Continued)**

## **Property Development (Continued)**

## Property development in Australia going forward (Continued)

In December 2021, the Planning Proposal was reviewed by the Council's Local Planning Panel and be agreed by majority, and be submitted to the Council for approval. In March 2022, the Planning Proposal was presented in the ordinary Council meeting and be permitted to proceed to the Department for further approval.

In June 2022, the Department issued a Gateway Determination to permit (with consent) the Planning Proposal to proceed forward, meanwhile the Council has started to assess the conditions stated in the Gateway Determination. The Group is preparing a more detailed Planning Proposal which will be placed on public exhibition for public submissions. The Council will be in touch with the Group for consultation if any issues raised from the public submissions in order to further the LEP amendments drafting.

Once the Group has obtained further indication from the Council on the Planning Proposal, the board of directors of the Company (the "Board") will conduct further feasibility study on the Site and consider whether the proposal to transform the use of the Site to a private hospital will be in the best interest of the Company and its shareholders as a whole. As at the date of this interim report, the Board has not yet decided to transform the Site to a private hospital.

The Company will make further announcement(s) in relation to the updates of the Site as and when appropriate pursuant to the requirements under the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

## **Investment in the Jinjiang Shares**

On 25 July 2016, Sable International Limited, an indirect wholly-owned subsidiary of the Company, applied for the subscription of 21,431,000 ordinary shares of Zheneng Jinjiang at an aggregate subscription price of SGD19,287,900 (equivalent to approximately HK\$111,727,000). The quotation of and dealing in the Jinjiang Shares on the Main Board of the Singapore Exchange Securities Trading Limited commenced on 3 August 2016. Details of the subscription are set out in the announcement and the circular of the Company dated 25 July 2016 and 25 October 2016, respectively. As at 30 June 2022, the Group held 1.47% of the total issued share capital of Zheneng Jinjiang (31 December 2021: 1.47%).

## **BUSINESS REVIEW (Continued)**

## **Investment in the Jinjiang Shares (Continued)**

The Jinjiang Shares are recorded as financial assets at fair value through other comprehensive income and are measured at fair value at the end of each reporting period. During the period under review, a fair value loss on the investment in the Jinjiang Shares of HK\$2,977,000 was recorded under other comprehensive expenses in the condensed consolidated statement of profit or loss and other comprehensive income of the Group for the six months ended 30 June 2022 (30 June 2021: HK\$39,067,000), which were mainly attributable to (i) a 4% decrease in the market price of the Jinjiang Shares (30 June 2021: 43%) since the beginning of 2022; and (ii) an exchange loss due to a 2% depreciation of Singapore dollars against Hong Kong dollars (30 June 2021: 2%).

The Group is optimistic about the prospects of Zheneng Jinjiang, the principal business in the PRC of which includes generation and sales of electricity and steam, operation of waste-to-energy plants and project management, technical consulting and advisory services and energy management contracting business. Having considered the financial performance, business development and prospects of Zheneng Jinjiang, the Group believes that the investment is attractive and will enable the Group to generate sustainable and attractive returns for the shareholders of the Company (the "Shareholders").

Save as disclosed above, the Group did not make any significant investments or acquisitions during the six months ended 30 June 2022.

### **PROSPECTS**

Looking forward, the global economy will continue to be affected by high inflation, intensified geopolitical and economic tension and the uncertainty of the new waves of pandemic caused by different variants of novel coronavirus. The Group will strengthen its sales and marketing force and explore opportunities with potential suppliers and customers of the business of sale of metals. The Group will continue to pursue development of its project in Sydney, Australia to enhance the growth prospect of the Group. The Group will also keep abreast of the market dynamics to capture business opportunities favourable to the continual development strategy of the Group, with a view to create greater value for the Group and generate return to the Shareholders.

## **FINANCIAL REVIEW**

## **Liquidity and Financial Resources**

As at 30 June 2022, the Group had current assets of HK\$351,794,000 (31 December 2021: HK\$370,054,000) comprising bank and cash balances of HK\$95,081,000 (31 December 2021: HK\$100,681,000), and net current assets of HK\$301,572,000 (31 December 2021: HK\$322,417,000). The Group's current ratio, calculated based on current assets over current liabilities of HK\$50,222,000 (31 December 2021: HK\$47,637,000), maintained at a healthy level of 7.0 times (31 December 2021: 7.7 times) as at the end of the period under review.

As at 30 June 2022, the Group's equity attributable to owners of the Company was HK\$384,229,000 (31 December 2021: HK\$403,261,000).

The Group's gearing ratio represented its total borrowings (including lease liabilities) over the sum of equity attributable to owners of the Company and total borrowings of the Group. As at 30 June 2022, the Group had no bank borrowings (31 December 2021: Nil) while had other borrowings of HK\$3,280,000 (31 December 2021: HK\$2,205,000) and lease liabilities of HK\$4,062,000 (31 December 2021: Nil), which were denominated in Renminbi with fixed interest rate, and the Group's equity attributable to owners of the Company amounted to HK\$384,229,000 (31 December 2021: HK\$403,261,000). The Group's gearing ratio was therefore maintained at a low level of 1.9% as at 30 June 2022 (31 December 2021: 0.5%).

The Group continues to maintain a prudent approach in managing its financial requirements. In the long run, the Group will continue to finance its operations and future acquisitions, if any, by internal resources and/or external debts and/or equity financing.

Current ratio and gearing ratio are two financial indicators that the Group focuses on. The Group believes these two measures provide a comprehensive indication of the Group's financial leverage, which have great impact on both the capital structure and stability and performance of the Group.

## **Changes in Share Capital**

During the period under review, there were no changes in the issued share capital of the Company. As at 30 June 2022, the issued share capital of the Company was HK\$18,159,107.67 divided into 1,815,910,767 shares of HK\$0.01 each.

## **FINANCIAL REVIEW (Continued)**

## **Foreign Currency Exposures**

During the period under review, the monetary assets and liabilities and business transactions of the Group were mainly carried out and conducted in Hong Kong dollars, Renminbi, United States dollars, Australian dollars and Singapore dollars. The Group's exposure to United States dollars is minimal as Hong Kong dollar is pegged to United States dollar, and the exposure to Renminbi was minimised via balancing the Renminbi monetary assets versus the Renminbi monetary liabilities. Nevertheless, financial performance of the Group may be affected by the fluctuation of Australian dollars and Singapore dollars. Furthermore, as the financial statements of the Group are presented in Hong Kong dollars, which is the Company's functional and presentation currency, the Group will be subject to exchange rate fluctuation on translation of Australian dollars, Singapore dollars and Renminbi into Hong Kong dollars. However, the Group anticipates that future currency fluctuations will not cause material operational difficulties or liquidity problems. The Group did not enter into any arrangements for the purpose of hedging against the potential foreign exchange risks during the period under review.

The Group will monitor closely on its foreign currency exposure to ensure appropriate measures, such as hedging, are taken promptly when required.

## **Contingent Liabilities**

The Group had no significant contingent liabilities as at 30 June 2022 (31 December 2021: Nil).

## **Pledge on Assets**

As at 30 June 2022, no assets of the Group were pledged to secure its banking facilities (31 December 2021: Nil).

## **Capital Commitments**

As at 30 June 2022, the authorised capital commitments of the Group amounted to HK\$1,640,000 (31 December 2021: HK\$1,715,000) whereas the capital commitments neither had contracted with parties nor provided for in the financial statements of the Group. The commitments, which are capital contribution to a subsidiary, will be financed by internal resources and/or external debts and/or equity financing.

## Significant Investments Held, Material Acquisitions and Disposals of Subsidiaries, and Future Plans for Material Investments or Capital Assets

Save as disclosed in this interim report, (i) the Group did not have any significant investments held or material acquisitions or disposals of subsidiaries during the period under review; and (ii) no plans have been authorised by the Board for any material investments or additions of capital assets as at the date of this interim report.

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 30 June 2022, the Group had approximately 229 employees (31 December 2021: approximately 223) including the directors of the Company (the "Directors"). Total staff costs for the period under review, including Directors' remuneration, was HK\$10,520,000 (30 June 2021: HK\$9,402,000). The Group remunerated its employees based on their performance, experience and prevailing market conditions. Benefits plans provided by the Group include provident fund scheme, medical insurance, subsidised training programme and discretionary bonus.

The Group made contributions to the Mandatory Provident Fund Scheme for its employees in Hong Kong. The employees of the Company's subsidiaries established in the PRC are members of central pension schemes operated by the local municipal governments. The employees of the Australian subsidiaries of the Company received a superannuation guarantee contribution as required by the Australian government.

### **ENVIRONMENTAL POLICIES AND PERFORMANCE**

Other than financial performance, environmental conservation remains a key focus for the Group. The conscientious use of resources and adoption of best practices across the Group's businesses underlie its commitment to safeguarding the environment. The Group encourages environmental protection and complies with environmental legislation and promotes awareness towards environmental protection to the employees.

In the course of its daily operations, the Group adheres to the principle of recycling and reducing. It implements green office practices such as double-sided printing and copying, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliances.

Among the principal activities of the Group, which include the business of sale of metals, development and provision of electronic turnkey device solutions and property development in Australia, the Group considers that the business of property development is the most environmentally sensitive. However, as there were no redevelopment and construction conducted during the period under review, the Group considers that the environmental impact was not significant to the Group during the period under review.

The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses to enhance environmental sustainability.

## **RELATIONSHIP WITH CUSTOMERS AND SUPPLIERS**

Relationship and trust are the fundamentals of all businesses. The Group fully recognises this principle and has been maintaining close relationships with its customers to fulfill their immediate and long-term need. Further details in relation to the major customers identified during the period under review are disclosed in the section "Business Review" above.

Meanwhile, the Group promotes fair and open competition that aims to develop long-term relationships with suppliers based on mutual trust. The procurement from suppliers or engagement with service providers is conducted in a manner consistent with the highest ethical standards which helps assuring high products quality at all times to gain the confidence of customers, suppliers and the public.

### IMPORTANT EVENTS AFTER THE END OF THE REPORTING PERIOD

There are no important events affecting the Group which has occurred since the end of the reporting period.

## **Independent Review Report**



## TO THE BOARD OF DIRECTORS OF HAILIANG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

## **INTRODUCTION**

We have reviewed the interim financial report set out on pages 13 to 27 which comprises the condensed consolidated statement of financial position of Hailiang International Holdings Limited as at 30 June 2022 and the related condensed consolidated statement of profit or loss, condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of this interim financial report in accordance with Hong Kong Accounting Standard 34. Our responsibility is to express a conclusion on this interim financial report based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## **SCOPE OF REVIEW**

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial report consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## **CONCLUSION**

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34.

**ZHONGHUI ANDA CPA Limited** 

Certified Public Accountants
Fong Tak Ching

Practising Certificate Number P06353

Hong Kong, 26 August 2022

# Condensed Consolidated Statement of Profit or Loss – Unaudited For the six months ended 30 June 2022

	Six months ended 30 June			
		2022	2021	
	Note	HK\$'000	HK\$'000	
Revenue	4	78,512	101,771	
Cost of sales		(75,717)	(97,255)	
Gross profit		2,795	4,516	
Other income	5(a)	1,007	989	
Other net gain/(loss)	<i>5(a)</i>	166	(160)	
Selling and distribution expenses		(593)	(747)	
Administrative expenses		(10,186)	(8,194)	
Loss from operations		(6,811)	(3,596)	
Finance costs	5(b)	(125)	(18)	
Loss before taxation	5	(6,936)	(3,614)	
Income tax credit/(expense)	6	(0,930)	(3,614)	
meome tax credit/(expense)	0		(27)	
Loss for the period		(6,909)	(3,641)	
Attributable to:		<b>(</b> )	(	
Owners of the Company		(5,733)	(4,206)	
Non-controlling interests		(1,176)	565	
Loss for the period		(6,909)	(3,641)	
Loss per share	7			
Basic (HK cent per share)		(0.32)	(0.23)	
Diluted (HK cent per share)		(0.32)	(0.23)	
Diluted (Filt Cellt Pel Silate)		(0.32)	(0.23)	

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income – Unaudited For the six months ended 30 June 2022

	Six months ended 30 June		
	2022	2021	
	HK\$'000	HK\$'000	
Loss for the period	(6,909)	(3,641)	
Other comprehensive expenses for the period, net of tax:			
Item that will not be reclassified to profit or loss:			
Fair value change on financial assets at fair value through			
other comprehensive income	(2,977)	(39,067)	
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations	(10,829)	(5,350)	
Other comprehensive expenses for the period	(13,806)	(44,417)	
Total comprehensive expenses for the period	(20,715)	(48,058)	
Attributable to:			
Owners of the Company	(19,032)	(48,787)	
Non-controlling interests	(1,683)	729	
Total comprehensive expenses for the period	(20,715)	(48,058)	

# Condensed Consolidated Statement of Financial Position – Unaudited As at 30 June 2022

Non-current assets         8         34,977         32,772           Right-of-use assets         9         4,008         -           Financial assets at fair value through other comprehensive income         10         45,871         48,848           Deferred tax assets         11,059         11,580           Current assets         95,915         93,200           Current assets         20,632         18,158           Inventories         20,632         18,158           Properties for sale under development         11         205,808         214,477           Trade and bill receivables         12         23,050         29,600           Prepayments, deposits and other receivables         6,121         5,985           Due from a non-controlling shareholder of a subsidiary         1,102         1,153           Bank and cash balances         351,794         370,054           Current liabilities         351,794         370,054           Current liabilities         14,707         12,582           Lease liabilities         31         34,038         35,055           Accruals, other payables and deposits received         14,707         12,582           Lease liabilities         397,487         415,617           No		Note	As at 30 June 2022 <i>HK\$'000</i>	As at 31 December 2021 <i>HK\$'000</i> (Audited)
Right-of-use assets         9         4,008         -           Financial assets at fair value through other comprehensive income         10         45,871         48,848           Deferred tax assets         11,059         11,580           Deferred tax assets         95,915         93,200           Current assets         20,632         18,158           Inventories         20,632         18,158           Properties for sale under development         11         205,808         214,477           Trade and bill receivables         12         23,050         29,600           Prepayments, deposits and other receivables         6,121         5,985           Due from a non-controlling shareholder of a subsidiary         1,102         1,153           Bank and cash balances         95,081         100,681           Current liabilities         351,794         370,054           Current liabilities         13         34,038         35,055           Accruals, other payables and deposits received         14,707         12,582           Lease liabilities         301,572         322,417           Total assets less current liabilities         397,487         415,617           Non-current liabilities         2,585         -		0	24.077	22 772
comprehensive income Deferred tax assets         10         45,871 1,059 11,580         48,848 11,059 11,580           Current assets         95,915         93,200           Current assets         20,632 18,158         18,158           Properties for sale under development 11 205,808 214,477         20,632 29,600         214,477           Trade and bill receivables 6,121 5,985         6,121 5,985         59,821 100,681           Due from a non-controlling shareholder of a subsidiary 8 p5,081 100,681         1,102 1,153         1,153           Bank and cash balances         351,794 370,054         370,054           Current liabilities         31 34,038 35,055         350,555           Accruals, other payables and deposits received 14,707 12,582 14,707 12,582         14,707 12,582 14,707 12,582           Lease liabilities         301,572 322,417         322,417           Total assets less current liabilities         397,487 415,617           Non-current liabilities         2,585 -         -           Lease liabilities         2,585 -         -           NET ASSETS         394,902 415,617           Capital and reserves         394,902 415,617           Chaptal and reserves         366,070 385,102           Equity attributable to owners of the Company Non-controlling interests         10,673 12,356	Right-of-use assets			32,772
Current assets         20,632         18,158           Properties for sale under development         11         205,808         214,477           Trade and bill receivables         12         23,050         29,600           Prepayments, deposits and other receivables         6,121         5,985           Due from a non-controlling shareholder of a subsidiary         1,102         1,153           Bank and cash balances         95,081         100,681           Current liabilities         351,794         370,054           Current liabilities         13         34,038         35,055           Accruals, other payables and deposits received         14,707         12,582           Lease liabilities         1,477         -           Vet current assets         301,572         322,417           Total assets less current liabilities         397,487         415,617           Non-current liabilities         2,585         -           Lease liabilities         2,585         -           NET ASSETS         394,902         415,617           Capital and reserves         394,902         415,617           Capital and reserves         366,070         385,102           Equity attributable to owners of the Company         384,229	comprehensive income	10		
Current assets       20,632       18,158         Inventories       20,632       18,158         Properties for sale under development       11       205,808       214,477         Trade and bill receivables       12       23,050       29,600         Prepayments, deposits and other receivables       6,121       5,985         Due from a non-controlling shareholder of a subsidiary       1,102       1,153         Bank and cash balances       95,081       100,681         Current liabilities         Trade payables       13       34,038       35,055         Accruals, other payables and deposits received       14,707       12,582         Lease liabilities       1,477       -         Net current assets       301,572       322,417         Total assets less current liabilities       397,487       415,617         Non-current liabilities       2,585       -         Lease liabilities       2,585       -         NET ASSETS       394,902       415,617         Capital and reserves       366,070       385,102         Share capital       14(b)       18,159       18,159         Reserves       366,070       385,102         Equity attributable to owners o	Deferred tax assets			
Inventories			95,915	93,200
Current liabilities         Trade payables       13       34,038       35,055         Accruals, other payables and deposits received       14,707       12,582         Lease liabilities       1,477       -         50,222       47,637         Net current assets       301,572       322,417         Total assets less current liabilities       397,487       415,617         Non-current liabilities       2,585       -         Lease liabilities       2,585       -         NET ASSETS       394,902       415,617         Capital and reserves         Share capital       14(b)       18,159       18,159         Reserves       366,070       385,102         Equity attributable to owners of the Company       384,229       403,261         Non-controlling interests       10,673       12,356	Inventories Properties for sale under development Trade and bill receivables Prepayments, deposits and other receivables Due from a non-controlling shareholder of a subsidiary		205,808 23,050 6,121 1,102	214,477 29,600 5,985 1,153
Trade payables       13       34,038       35,055         Accruals, other payables and deposits received       14,707       12,582         Lease liabilities       50,222       47,637         Net current assets       301,572       322,417         Total assets less current liabilities       397,487       415,617         Non-current liabilities       2,585       -         Lease liabilities       394,902       415,617         Capital and reserves       394,902       415,617         Capital and reserves       366,070       385,102         Equity attributable to owners of the Company       384,229       403,261         Non-controlling interests       10,673       12,356			351,794	370,054
Net current assets301,572322,417Total assets less current liabilities397,487415,617Non-current liabilities2,585-Lease liabilities394,902415,617Capital and reserves394,902415,617Capital and reserves14(b)18,15918,159Share capital Reserves14(b)18,159385,102Equity attributable to owners of the Company Non-controlling interests384,229403,261Non-controlling interests10,67312,356	Trade payables Accruals, other payables and deposits received	13	14,707	
Total assets less current liabilities  Lease liabilities  Lease liabilities  NET ASSETS  Capital and reserves Share capital Reserves  Share capital 14(b) 18,159 18,159 18,159 366,070 385,102  Equity attributable to owners of the Company Non-controlling interests  397,487  415,617  14(b) 18,159 18,159 366,070 385,102			50,222	47,637
Non-current liabilities Lease liabilities  NET ASSETS  Capital and reserves Share capital 14(b) 18,159 18,159 366,070 385,102  Equity attributable to owners of the Company Non-controlling interests  Neserves  Non-controlling interests  10,673  12,356	Net current assets		301,572	322,417
Lease liabilities       2,585       —         NET ASSETS       394,902       415,617         Capital and reserves       Share capital Reserves       14(b)       18,159       18,159         Reserves       366,070       385,102         Equity attributable to owners of the Company Non-controlling interests       384,229       403,261         Non-controlling interests       10,673       12,356	Total assets less current liabilities		397,487	415,617
Capital and reserves         Share capital Reserves       14(b)       18,159       18,159       366,070       385,102         Equity attributable to owners of the Company Non-controlling interests       384,229       403,261         10,673       12,356			2,585	
Share capital       14(b)       18,159       18,159         Reserves       366,070       385,102         Equity attributable to owners of the Company       384,229       403,261         Non-controlling interests       10,673       12,356	NET ASSETS		394,902	415,617
Non-controlling interests 10,673 12,356	Share capital	14(b)		
	•			

# Condensed Consolidated Statement of Changes in Equity – Unaudited For the six months ended 30 June 2022

	Attributable to owners of the Company								
			Financial		Foreign				
	Chava	Chava	assets	Chabutanu	currency	A commulate d		Non-	Total
	Share capital	Share premium	revaluation reserve	Statutory reserve	reserve	Accumulated losses	Sub-total	controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2021	18,159	563,419	(23,784)	89	7,700	(99,864)	465,719	12,038	477,757
Total comprehensive (expenses)/									
income for the period			(39,067)		(5,514)	(4,206)	(48,787)	729	(48,058)
At 30 June 2021	18,159	563,419	(62,851)	89	2,186	(104,070)	416,932	12,767	429,699
At 1 July 2021 Total comprehensive expenses	18,159	563,419	(62,851)	89	2,186	(104,070)	416,932	12,767	429,699
for the period			(1,868)		(6,255)	(5,548)	(13,671)	(411)	(14,082)
At 31 December 2021 (audited)	18,159	563,419	(64,719)	89	(4,069)	(109,618)	403,261	12,356	415,617
At 1 January 2022	18,159	563,419	(64,719)	89	(4,069)	(109,618)	403,261	12,356	415,617
Total comprehensive expenses for the period			(2,977)		(10,322)	(5,733)	(19,032)	(1,683)	(20,715)
At 30 June 2022	18,159	563,419	(67,696)	89	(14,391)	(115,351)	384,229	10,673	394,902

# Condensed Consolidated Statement of Cash Flows – Unaudited For the six months ended 30 June 2022

	Six months ended 30 June		
	2022	2021	
	HK\$'000	HK\$'000	
Cash flows from operating activities			
Cash used in operations	(1,600)	(3,723)	
Overseas tax refunded/(paid)	27	(26)	
Net cash used in operating activities	(1,573)	(3,749)	
Cash flows from investing activities	(2.477)	(010)	
Purchase of property, plant and equipment	(3,477)	(910)	
Other cash flows arising from investing activities	6	12	
Net cash used in investing activities	(3,471)	(898)	
Cash flows from financing activities			
Proceeds from bank loans	1,839	4,021	
Repayments of bank loans	(1,759)	(4,007)	
Other cash flows arising from financing activities	(736)	(18)	
Net cash used in financing activities	(656)	(4)	
Net decrease in cash and cash equivalents	(5,700)	(4,651)	
Cash and cash equivalents at the beginning of the period	100,681	110,031	
Effect of foreign exchange rates changes	100,081	(25)	
Effect of foreign exchange rates changes		(23)	
Cash and cash equivalents at the end of the period	95,081	105,355	
Analysis of cash and cash equivalents		40=0==	
Bank and cash balances	95,081	105,355	

For the six months ended 30 June 2022

## 1. BASIS OF PREPARATION

The interim financial report has been 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 applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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 Hailiang International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") since the annual audited financial statements for the year ended 31 December 2021. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

The interim financial report should be read in conjunction with the annual audited financial statements for the year ended 31 December 2021. The accounting policies and methods of computation used in the preparation of the interim financial report are consistent with those used in the annual audited financial statements for the year ended 31 December 2021.

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

The interim financial report is unaudited, but has been reviewed by ZHONGHUI ANDA CPA Limited ("ZHONGHUI ANDA") in accordance with Hong Kong Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*, issued by the HKICPA. ZHONGHUI ANDA's independent review report to the board of directors (the "Board") of the Company is included on page 12.

The interim financial report has been prepared under the historical cost convention, as modified by certain financial instruments which are carried at their fair values, and is presented in Hong Kong dollars which is the functional currency of the Company.

## 2. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in the interim financial report. HKFRSs comprise Hong Kong Financial Reporting Standards, HKASs and Interpretations.

The Group has not applied any new HKFRSs that is not yet effective for the current accounting period. The directors of the Company (the "Directors") anticipated that the application of these new HKFRSs will have no material impact on the interim financial report.

#### **FAIR VALUE MEASUREMENTS** 3.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities

that the Group can access at the measurement date

Level 2 inputs: inputs other than quoted prices included within Level 1 that are observable

for the asset or liability, either directly or indirectly

Level 3 inputs: unobservable inputs for the asset or liability

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

## Disclosures of level in fair value hierarchy:

	Fair value measurements using:			
	Level 1	Level 2	Level 3	<b>T.4.1</b>
	inputs <i>HK\$'000</i>	inputs <i>HK\$'000</i>	inputs <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 30 June 2022				
Financial assets at fair value through other comprehensive income:				
– Listed securities in Singapore	45,871			45,871
At 31 December 2021 (audited)				
Financial assets at fair value through				
other comprehensive income:				
– Listed securities in Singapore	48,848	_	_	48,848

The carrying amounts of the Group's financial assets and financial liabilities carried at cost or amortised cost as reflected in the condensed consolidated statement of financial position approximate to their respective fair values.

# Notes to the Unaudited Interim Financial Report For the six months ended 30 June 2022

### REVENUE AND SEGMENT REPORTING 4.

The Group has three operating and reportable segments as follows:

- Sale of metals
- Development and provision of electronic turnkey device solutions
- Property development

The accounting policies of the operating segments are the same as those adopted in the annual audited financial statements of the Company for the year ended 31 December 2021. Segment profit or loss do not include intercompanies income and expenses, unallocated corporate other income, unallocated corporate other net gain or loss, unallocated corporate expenses, finance costs and income tax expense or credit. Segment assets do not include intercompanies assets and unallocated corporate assets. Segment liabilities do not include intercompanies liabilities and unallocated corporate liabilities. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and performance assessment.

### (a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or services and geographical location of customers is as follows:

	Six months e	Six months ended 30 June		
	2022	2021		
	HK\$'000	HK\$'000		
Revenue from contracts with customers within the scope of HKFRS 15 Disaggregated by major products or services				
- Sale of metals	37,821	61,050		
<ul> <li>Development and provision of electronic turnkey device solutions</li> </ul>	40,691 78,512	40,721 101,771		
Disaggregated by geographical location of customers				
– Hong Kong	37,821	61,050		
– The People's Republic of China except Hong Kong	40,691	40,721		
	78,512	101,771		

# Notes to the Unaudited Interim Financial Report For the six months ended 30 June 2022

### 4. **REVENUE AND SEGMENT REPORTING (Continued)**

### (b) Information about reportable segment revenue, profit or loss, assets and liabilities

Disaggregation of revenue from contracts with customers by timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the chief operation decision maker for the purposes of resources allocation and assessment of segment performance for the period is set out below.

				ment and				
				f electronic	Prop	•		
		f metals	•	ice solutions		pment	To	tal
	Six m	nonths	Six m	onths	Six m	Six months S		onths
	ended	30 June	ended	30 June	ended :	30 June	ended 30 June	
	2022	2021	2022	2021	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Disaggregated by								
timing of revenue								
recognition								
Point in time	37,821	61,050	40,691	40,721	-	-	78,512	101,771
Revenue from external								
customers	37,821	61,050	40,691	40,721	_	_	78,512	101,771
							10,012	
0.00								
Segment profit/(loss)								
before finance costs								
and income tax	00	(1(2)	(2.267)	1 104	(740)	(000)	(2.026)	212
credit/(expense)	80	(162)	(2,267)	1,184	(749)	(809)	(2,936)	213
	As at	As at	As at	As at	As at	As at	As at	As at
	30 June	31 December	30 June	31 December	30 June	31 December	30 June	31 December
	2022	2021	2022	2021	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Audited)		(Audited)		(Audited)		(Audited)
Segment assets	91,362	97,041	63,745	61,616	217,595	226,848	372,702	385,505
Segment liabilities	61	122	45,793	40,439	6,343	6,476	52,197	47,037
Jegilielit liabilities	01	122	4J,133	40,439	U,343	0,470	34,137	47,037

### 4. **REVENUE AND SEGMENT REPORTING (Continued)**

## **Reconciliation of reportable segment profit or loss**

	Six months ended 30 June		
	2022 HK\$'000	2021 HK\$'000	
Total (loss)/profit of reportable segments Unallocated amounts:	(2,936)	213	
Unallocated corporate other income	50	2	
Unallocated corporate other net gain/(loss)	36	(11)	
Unallocated corporate expenses	(3,961)	(3,800)	
Finance costs	(125)	(18)	
Loss before taxation	(6,936)	(3,614)	

#### 5. LOSS BEFORE TAXATION

The Group's loss before taxation for the period is arrived at after charging/(crediting):

Six months e	Six months ended 30 June		
2022 HK\$'000	2021 HK\$'000		
48 839 120	844 145		
1,007	989		
38 26 61 125	18 - - - 18		
10,167 353	9,047 355		
10,520	9,402		
74,841 (166)	97,255 160		
898 667 876	877 _ _		
2,621 364	1,239 903		
7	7		
	2022 HK\$'000 48 839 120 1,007 38 26 61 125 10,167 353 10,520 74,841 (166) 898 667 876 2,621 364		

Cost of inventories included staff costs, depreciation and short-term lease expenses totalling approximately HK\$5,859,000 (six months ended 30 June 2021: approximately HK\$5,390,000), while research and development costs included staff costs and depreciation totalling approximately HK\$1,757,000 (six months ended 30 June 2021: approximately HK\$1,069,000), which are included in the amounts disclosed separately above.

### **INCOME TAX (CREDIT)/EXPENSE** 6.

	Six months ended 30 June		
	2022	2021	
	HK\$'000	HK\$'000	
Current tax - Overseas			
Provision for the period	_	27	
Over-provision in prior periods	(27)		
	(27)	27	

No provision for Hong Kong Profits Tax has been made for the six months ended 30 June 2022 and 2021 as the Group did not have any assessable profits during the periods.

No provision for overseas tax has been made for the six months ended 30 June 2022 as the Group did not have any assessable profits arising outside Hong Kong during the period. Taxation for overseas subsidiaries for the six months ended 30 June 2021 was charged at the appropriate current rates of taxation ruling in the relevant countries.

#### 7. **LOSS PER SHARE**

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

	Six months ended 30 June		
	2022	2021	
	HK\$'000	HK\$'000	
Loss:			
Loss for the purpose of calculating basic and			
diluted loss per share attributable to owners			
of the Company	(5,733)	(4,206)	
	Six months e	nded 30 June	
	2022	2021	
	′000	′000	
Number of shares:			
Weighted average number of ordinary shares for the			
purpose of calculating basic and diluted loss per share	1,815,911	1,815,911	

The basic and diluted loss per share for the six months ended 30 June 2022 and 2021 were the same as the Company had no dilutive potential ordinary shares in issue during the periods.

For the six months ended 30 June 2022

## 8. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2022, the Group acquired items of property, plant and equipment with a cost of approximately HK\$3,477,000 (six months ended 30 June 2021: approximately HK\$910,000).

## 9. RIGHT-OF-USE ASSETS

During the six months ended 30 June 2022, the Group entered into a lease agreement for use of plant and machinery, and therefore recognised the additions to right-of-use assets of approximately HK\$4,869,000 (six months ended 30 June 2021: Nil).

## 10. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	As at 30 June 2022 HK\$'000	As at 31 December 2021 <i>HK\$'000</i> (Audited)
<b>Equity securities, at fair value</b> Listed in Singapore	45,871	48,848

The investment represents the 1.47% (31 December 2021: 1.47%) equity interest in Zheneng Jinjiang Environment Holding Company Limited (浙能錦江環境控股有限公司), a company listed on the Main Board of the Singapore Exchange Securities Trading Limited.

The fair value of listed securities are based on current bid prices.

## 11. PROPERTIES FOR SALE UNDER DEVELOPMENT

Movements of properties for sale under development are as follows:

	HK\$'000
At 1 January 2021	224,720
Additions	1,600
Exchange differences	(11,843)
At 31 December 2021 (audited) and 1 January 2022	214,477
Additions	1,007
Exchange differences	(9,676)
At 30 June 2022	205,808

As at 30 June 2022, the properties for sale under development included the payment for the land and the related professional and governmental fees in relation to the acquisition of a piece of land in Australia which was approved by the shareholders of the Company on 10 February 2015 (details of the relevant agreement are set out in the circular of the Company dated 24 January 2015). The amounts were not expected to be recovered within twelve months from the end of the reporting period. They were included in the Group's current assets in the condensed consolidated statement of financial position as it is expected that the properties will be realised in the Group's normal operating cycle for properties development.

## Notes to the Unaudited Interim Financial Report For the six months ended 30 June 2022

## 12. TRADE AND BILL RECEIVABLES

The Group's trading terms with its customers of the business of development and provision of electronic turnkey device solutions are mainly on credit. The credit terms generally range from 15 days to 60 days. Each customer has a maximum credit limit. For the business of sale of metals, payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables in order to minimise credit risk. Overdue balances are reviewed regularly by the senior management. All trade and bill receivables are expected to be recovered or recognised within one year.

The ageing analysis of trade and bill receivables, based on the invoice date, and net of allowance, is as follows:

	As at	As at
	30 June	31 December
	2022	2021
	HK\$'000	HK\$'000
		(Audited)
30 days or less	18,215	26,614
31 days to 60 days	2,727	2,690
61 days to 90 days	1,627	146
91 days to 120 days	169	95
Over 120 days	312	55
	23,050	29,600

The balance of trade and bill receivables included an amount of approximately HK\$2,696,000 (31 December 2021: approximately HK\$1,035,000) in relation to bill receivables as at 30 June 2022.

## 13. TRADE PAYABLES

The ageing analysis of trade payables, based on the invoice date, is as follows:

	As at	As at
	30 June	31 December
	2022	2021
	HK\$'000	HK\$'000
		(Audited)
30 days or less	22,732	25,604
31 days to 60 days	5,726	3,328
61 days to 90 days	3,176	3,212
91 days to 120 days	1,017	1,840
Over 120 days	1,387	1,071
	34,038	35,055

### **DIVIDENDS AND SHARE CAPITAL** 14.

#### (a) **Dividends**

The Board has resolved not to declare the payment of an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

### (b) **Share capital**

	As at	As at
	30 June	31 December
	2022	2021
	HK\$'000	HK\$'000
		(Audited)
Authorised: 10,000,000,000 ordinary shares of HK\$0.01 each	100,000	100,000
Issued and fully paid: 1,815,910,767 ordinary shares of HK\$0.01 each	18,159	18,159

## 15. CONTINGENT LIABILITIES

As at 30 June 2022, the Group did not have any significant contingent liabilities (31 December 2021: Nil).

# Notes to the Unaudited Interim Financial Report For the six months ended 30 June 2022

## 16. CAPITAL COMMITMENTS OUTSTANDING NOT PROVIDED FOR IN THE INTERIM **FINANCIAL REPORT**

	As at	As at
	30 June	31 December
	2022	2021
	HK\$'000	HK\$'000
		(Audited)
Authorised but not contracted for:		
Capital contribution to a subsidiary	1,640	1,715

## 17. RELATED PARTY TRANSACTIONS

The related party transactions of the Group during the period are as follows:

	Six months ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
Compensation of key management personnel		
Short-term benefits	885	885
Post-employment benefits	23	23
	908	908

## 18. EVENTS AFTER THE REPORTING PERIOD

There are no significant events happened after the end of the reporting period.

## 19. APPROVAL OF THE UNAUDITED INTERIM FINANCIAL REPORT

The unaudited interim financial report are approved and authorised for issue by the Board on 26 August 2022.

## Other Information

## **INTERIM DIVIDEND**

The Board has resolved not to declare the payment of an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2022, none of the Directors and the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise 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.

## **SHARE OPTION SCHEME**

The share option scheme of the Company (the "Scheme") was adopted by the Company at the annual general meeting of the Company held on 28 June 2012. Unless otherwise cancelled or amended, the Scheme will be valid and effective for a period of 10 years commencing from the date of adoption. The purpose of the Scheme is to enable the Group to attract, retain and motivate talented participants to strive for future development and expansion of the Group. The Scheme shall provide incentive to encourage participants to perform their best in achieving the goals of the Group and allow the participants to enjoy the results of the Company attained through their efforts and contributions. The Scheme has expired on 27 June 2022.

No share options were granted or exercised during the six months ended 30 June 2022 and no share options were outstanding as at 30 June 2022.

Further details of the Scheme are set out in the annual report of the Company for the year ended 31 December 2021.

## **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed in the sections headed "DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES" and "SHARE OPTION SCHEME" above, at no time during the six months ended 30 June 2022 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or their respective spouses or minor children had any rights to subscribe for the securities of the Company, or had exercised any such rights during the period.

## Other Information

## INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

As at 30 June 2022, the following interests of more than 5% of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

## Long positions in the shares:

Name of Shareholder	Capacity and nature of interests	Number of ordinary shares	Approximate percentage of the Company's issued share capital
Mr. Feng Hailiang (馮海良先生)	Interest of controlled corporation	1,207,207,299 (Note)	66.48%
Ningbo Zhetao	Interest of controlled corporation	1,207,207,299 (Note)	66.48%
Hailiang Group	Interest of controlled corporation	1,207,207,299 (Note)	66.48%
Rich Pro	Beneficial owner	1,207,207,299 (Note)	66.48%

Note: These shares were held by Rich Pro Investments Limited ("Rich Pro"), a wholly-owned subsidiary of Hailiang Group Co., Ltd.\* (海亮集團有限公司) ("Hailiang Group"). Approximately 93.13% of the shares in Hailiang Group is owned by Mr. Feng Hailiang (馮海良先生) and his associates (as defined in the Listing Rules) (including Ningbo Zhetao Investment Holdings Limited\* (寧波哲韜投資控股有限公司) ("Ningbo Zhetao"), which owned 38.05% equity interests in Hailiang Group). Accordingly, each of Mr. Feng Hailiang (馮海良先生), Ningbo Zhetao and Hailiang Group is deemed to be interested in 1,207,207,299 shares under the SFO.

The interests of Mr. Feng Hailiang (馮海良先生), Ningbo Zhetao, Hailiang Group and Rich Pro in 1,207,209 shares referred to in the note above related to the same parcel of shares.

Save as disclosed above, as at 30 June 2022, the Company had not been notified of any other relevant interests or short positions in the shares and underlying shares of the Company as required pursuant to Section 336 of the SFO.

<sup>#</sup> literal translation of the Chinese company name

## Other Information

## **CORPORATE GOVERNANCE**

In the opinion of the Board, the Company has complied with all the applicable code provisions (the "Code Provisions") of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules during the six months ended 30 June 2022, except for the following deviation with the reason as explained below:

### Code Provision F.2.2 of Part 2 of the CG Code

Code Provision F.2.2 of Part 2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting. Mr. Cao Jianguo (曹建國先生), the chairman of the Board, was unable to attend the annual general meeting held on 17 June 2022 ("2022 AGM") due to other engagement. Mr. Wang Cheung Yue, an Independent Non-executive Director, was appointed to chair the 2022 AGM.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiries with all the Directors, all of them confirmed that they have complied with the required standards as set out in the Model Code during the six months ended 30 June 2022.

### **CHANGES IN DIRECTORS' BIOGRAPHICAL DETAILS**

Upon specific enquiry by the Company and based on the confirmations from the Directors, save as disclosed below, there has been no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the Company's last published annual report.

- 1. Mr. Chiu King Yan, an Independent Non-executive Director, retired as an independent non-executive director of ICO Group Limited (a company listed on the Stock Exchange, Stock Code: 1460) with effect from 31 August 2022. In addition, Suncity Group Holdings Limited (a company listed on the Stock Exchange, Stock Code: 1383), in which Mr. Chiu King Yan acts as the Chief Financial Officer and the Company Secretary, has changed the name of the company to LET Group Holdings Limited with effect from 16 August 2022.
- 2. Mr. Wang Cheung Yue, an Independent Non-executive Director, was appointed as an independent non-executive director of Everbright Grand China Assets Limited (a company listed on the Stock Exchange, Stock Code: 3699) with effect from 26 August 2022.

### **AUDIT COMMITTEE**

The interim financial report of the Company for the six months ended 30 June 2022 is unaudited but has been reviewed by the Company's auditor, ZHONGHUI ANDA CPA Limited, and the audit committee (the "Audit Committee"), and has been duly approved by the Board under the recommendation of the Audit Committee.

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

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

On behalf of the Board

Cao Jianguo 曹建國 Chairman

Hong Kong, 26 August 2022