CHINA PROPERTIES GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1838)

INTERIM RESULTS FOR THE SIX MONTHS ENDED JUNE 30, 2021

The Board of Directors (the "Directors" or "Board") of China Properties Group Limited (the "Company") is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended June 30, 2021.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended June 30, 2021

		Six months ended June 30,	
		2021	2020
	NOTES	***RMB'000***	*RMB'000*
		(unaudited)	(unaudited)
Revenue	*4 & 5*	**119,482**	100,565
Cost of sales		**(85,844)**	(73,665)
Gross profit		**33,638**	26,900
Other income, gains and losses, net	*5*	**143**	(300,078)
Net exchange gain/(loss)		**19,489**	(40,705)
Selling expenses		**(2,841)**	(1,356)
Administrative expenses		**(84,660)**	(39,753)
Provision for settlement fee and other relevant cost		**(228,239)**	(419,270)
Finance costs	*6*	**(381,140)**	(365)
Loss from operation before changes in fair value of investment properties		**(643,610)**	(774,627)
Changes in fair value of investment properties		**(1,986,609)**	(1,123,709)
Loss before tax		**(2,630,219)**	(1,898,336)
Income tax credit	*7*	**494,466**	385,464
Loss and total comprehensive income for the period attributable to owners of the Company	*8*	**(2,135,753)**	(1,512,872)
		RMB	*RMB*
Loss per share			
Basic and diluted	*9*	**(1.18)**	(0.84)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at June 30, 2021

	NOTE	June 30, 2021 RMB'000 (unaudited)	December 31, 2020 RMB'000 (audited)
ASSETS AND LIABILITIES			
Non-current Assets			
Property, plant and equipment		**537,025**	539,677
Investment properties		**34,782,791**	36,764,976
		35,319,816	37,304,653
Current Assets			
Properties under development for sale		**5,425,321**	5,419,849
Properties held for sale		**404,511**	485,040
Other receivables, deposits and prepayments		**141,074**	152,373
Pledged/restricted bank deposits		**25,102**	25,119
Bank balances and cash		**1,321**	2,521
		5,997,329	6,084,902
Current Liabilities			
Contract liabilities		**303,465**	381,820
Construction costs accruals		**277,483**	222,578
Other payables and accruals		**1,761,485**	1,488,783
Amount due to a shareholder		**4,186,845**	4,152,073
Lease liabilities		**2,643**	2,795
Tax payables		**203,472**	205,907
Borrowings		**6,133,694**	5,843,406
15.0% fixed-rate senior notes		**1,508,139**	1,518,440
		14,377,226	13,815,802
Net Current Liabilities		**(8,379,897)**	(7,730,900)
Total Assets less Current Liabilities		**26,939,919**	29,573,753
Non-current Liabilities			
Lease liabilities		**2,853**	4,282
Deferred tax liabilities		**6,282,505**	6,779,157
		6,285,358	6,783,439
Net Assets		**20,654,561**	22,790,314
EQUITY			
Capital and Reserves			
Share capital	*11*	**170,073**	170,073
Share premium and reserves		**20,484,488**	22,620,241
Total Equity		**20,654,561**	22,790,314

1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company is a public limited company incorporated in Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its parent and ultimate holding company is Hillwealth Holdings Limited ("Hillwealth"), a limited company incorporated in British Virgin Islands. Its ultimate controlling shareholder is Mr. Wong Sai Chung ("Mr. Wong"), who is also Managing Director of the Company. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business is 14th Floor, Wheelock House, 20 Pedder Street, Central, Hong Kong.

The Company acts as an investment holding company. The subsidiaries of the Company are principally engaged in property development and property investment in the People's Republic of China (the "PRC").

The condensed consolidated interim financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company.

The condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") as well as with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

These condensed consolidated interim financial statements do not include all the information and disclosures required in a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), and should be read in conjunction with the Group's annual financial statements for the year ended December 31, 2020.

In preparing the condensed consolidated interim financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the fact that the Group incurred a net loss of RMB2,135,753,000 for the period ended June 30, 2021. As of June 30, 2021, the Group has net current liabilities of RMB8,379,897,000 including construction costs accruals of RMB277,483,000, other payables and accruals of RMB1,761,485,000, amount due to shareholder of RMB4,186,845,000, borrowings of RMB6,133,694,000 and 15.0% fixed-rate senior notes (the "15% US$ Senior Notes") of RMB1,508,139,000 are repayable on demand or due to be repaid within one year from the end of the reporting period.

In addition, the borrowings and 15% US$ Senior Notes referred to above with the total principal and interest amounting to RMB6,133,694,000 and US$225,092,000 (equivalent to RMB1,508,139,000), respectively, were overdue pursuant to the borrowing agreements and in default, and did not repay up to the date of the approval of these condensed consolidated interim financial statements while its cash and cash equivalents amounted to RMB1,321,000. These lenders have taken legal action to demand repayment of these borrowings and some of these lenders have exercised their right to sell the pledged assets. The Group also had commitments for future construction contracted but not provided for in the condensed consolidated interim financial statements of approximately RMB1,459,194,000. In addition, a winding-up petition was filed to the court by one of the lenders, 中建投信託股份有限公司 (the "JIC Trust"), against the Company on February 28, 2022.

The above conditions indicate the existence of a material uncertainty, which may cast significant doubt over the Group's ability to continue as a going concern. Nevertheless, the condensed consolidated interim financial statements have been prepared on the going concern basis because the directors of the Company are of the view that the Group will have sufficient working capital to finance its operations in the next twelve months from the date of approval of these financial statements, after taking into consideration of the following:

1) the Company has been actively negotiating with several financial institutions to obtain new borrowings of RMB3,500,000,000 (the "First Refinancing") to fully settle amounts due (including accrued interest and penalties) to (a) 平安大華匯通財富管理有限公司 and its fellow subsidiaries ("PinganDahua Group"), where PinganDahua Group has assigned all its rights thereunder to 西藏瓴達信投資管理有限公司 (Tibet Lingdaxin Investment Management Co., Ltd.*); and (b) JIC Trust, further details of which are set out in the section headed "CONTINGENT LIABILITIES". If the First Refinancing is successful, certain pledged properties located in Shanghai and Chongqing currently pledged as security to these lenders are expected to be released. The carrying value of these properties at June 30, 2021 is approximately RMB27,810,849,000. It is the Group's intention to seek additional borrowings of approximately RMB4,240,000,000 (the "Second Refinancing") from other financial institutions using certain properties in Shanghai and Chongqing as collateral (including but not limited to the aforementioned pledged properties). The directors believe the Second Refinancing should be sufficient to settle all amounts due (including accrued interest and penalties) under the 15% US$ Senior Notes (further details of which are set out in the section headed "IMPORTANT EVENTS AFFECTING THE GROUP THAT HAVE OCCURRED SINCE THE JUNE 30, 2021"), the entrusted loan granted by 陸家嘴國際信託有限公司 (further details of which are set out in the section headed "CONTINGENT LIABILITIES") and other loans and/or borrowings of the Group, and any remaining balance will be used to finance the Group's general working capital.

2) Shanghai Jingan-Concord Real Estate Co., Ltd. ("Shanghai Jingan") has filed applications to The Supreme People's Court of the People's Republic of China (最高人民法院) (the "PRC Supreme Court") for a review (the "Review") of the application of law and factual errors in the rulings in the judicial process of execution of auctioning (the "Auctions") of (i) a land parcel with total site area of 19,800 square meters located in the southern portion of Shanghai Concord City Phase II ("Lot #4 Land"); (ii) a land parcel with a total site area of 7,838 square meters located in the northern portion of Shanghai Concord City Phase II ("Lot #3 Land"); (iii) a land parcel with a total site area of 11,208 square meters located in the northern portion of Shanghai Concord City Phase II ("Lot #5 Land"); and (iv) a property owned by Shanghai Jingan located at West Nanjing Road, Jing'an District, Shanghai, the People's Republic of China with gross floor area of 7,340 square meters (the "Huashan Building"). The PRC Supreme Court has conducted the filing and examination for the Review. If the PRC Supreme Court rules in favour of Shanghai Jingan, the PRC Supreme Court may rectify the Auctions or order that Shanghai Jingan be compensated, which will impact on the outstanding debts of Shanghai Jingan, which in turn, may affect the grounds for the winding-up petition filed by JIC Trust against the Company in Hong Kong (the "Petition");

3) the Company has been convincing other creditors not to exercise their rights to demand for immediate repayment of borrowings and 15% US$ Senior Notes;

4) a confirmation from a shareholder, Mr. Wong, that he would not demand repayment of the amount due to him of RMB4,186,845,000 until the Group has excess cash to repay; and

5) the Group will be able to derive proceeds from the sales of properties held for sale and pre-sale of properties under development of sale of certain projects in Shanghai and Chongqing during the Group's ordinary and usual course of business.

The directors of the Company are of the opinion that, taking into account the above plans and measures, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due within the next twelve months from the date of approval of these financial statements. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the condensed consolidated interim financial statements of the Group for the period ended June 30, 2021 on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether the management of the Group will be able to implement the aforementioned plans and measures, Whether the Group will be able to continue as a going concern will depend upon the successful outcome of the Group's plans and measures to mitigate its liquidity pressure and to generate adequate financing and operating cash flows as set out above, including:

(1) (i) the successful negotiation of the First Refinancing to fully settle amounts due (including accrued interest and penalties) to (a) PinganDahua Group where PinganDahua Group has assigned all its rights thereunder to 西藏瓴達信投資管理有限公司 (Tibet Lingdaxin Investment Management Co., Ltd.*); and (b) JIC Trust; and (ii) the successful negotiation and obtainment of further borrowings of the Second Refinancing from other financial institutions using certain properties in Shanghai and Chongqing as collateral (including but not limited to properties which are currently used as collaterals and are expected to be released upon obtaining the First Refinancing) to fully settle amounts due (including accrued interest and penalties) under the 15% US$ Senior Notes, the entrusted loan granted by 陸家嘴國際信託有限公司 and other loans and/or borrowings of the Group, and any remaining balance will be used to finance the Group's general working capital;

(2) the successful dismissal of the Petition;

(3) successfully convinced the other creditors not to exercise their rights to demand for immediate repayment of borrowings and the 15% US$ Senior Notes; and

(4) derivation of proceeds from the sales of properties held for sale and pre-sale of properties under development of sale of certain projects in Shanghai and Chongqing during the Group's ordinary and usual course of business.

Should the use of the going concern basis in preparation of the condensed consolidated interim financial statements be considered to be inappropriate, adjustments would have to be made to write down the carrying amounts of the Group's assets to their net realisable values, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities to current assets and liabilities. The effect of these adjustments have not been reflected in the condensed consolidated interim financial statements.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values.

The accounting policies and methods of computation used in the condensed consolidated interim financial statements for the six months ended June 30, 2021 are the same as those followed in the preparation of the Group's annual financial statements for the year ended December 31, 2020, except for the adoption of amendments effective for the financial year ending 31 December 2021.

In the current interim period, the Group has applied, for the first time, the following amendments issued by the HKICPA which are relevant to the Group:

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform — Phase 2
Amendments to HKFRS 16	COVID-19-Related Rent Concessions

The application of the above amendments has had no material impact on the Group's results and financial position.

Impact of accounting standards to be applied in future periods

There are a number of standards and interpretations which have been issued by the HKICPA that are effective for periods beginning subsequent to 31 December 2021 (the date on which the company's next annual financial statements will be prepared up to) that the Group has decided not to adopt early. The Group does not believe these standards and interpretations will have a material impact on the financial statements once adopted.

3. USE OF JUDGEMENTS AND ESTIMATES

In preparing this condensed consolidated interim financial statements, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Group's annual financial statements for the year ended December 31, 2020.

4. SEGMENT INFORMATION

(a) The Group determines its operating segments based on the reports reviewed by the executive directors, who are the chief operating decision-makers that make strategic decisions about the Group's operations and future directions and objectives. The following is an analysis of the Group's revenue and results by reportable and operating segments:

For the six months ended June 30, 2021 (unaudited)

	Property development		**Property investment**			
	Shanghai *RMB'000*	**Chongqing** *RMB'000*	**Shanghai** *RMB'000*	**Chongqing** *RMB'000*	**Others** *RMB'000*	**Total** *RMB'000*
Revenue						
External revenue	**50,311**	**63,004**	**344**	**695**	**5,128**	**119,482**
Segment profit/(loss)	**10,817**	**21,968**	**(1,709,672)**	**(275,897)**	**(187)**	**(1,952,971)**
Other income, gains and losses, net						**143**
Net exchange gain						**19,489**
Finance cost						**(381,140)**
Unallocated items						**(315,740)**
Loss before tax						**(2,630,219)**

For the six months ended June 30, 2020 (unaudited)

	Property development		Property investment			
	Shanghai *RMB'000*	Chongqing *RMB'000*	Shanghai *RMB'000*	Chongqing *RMB'000*	Others *RMB'000*	Total *RMB'000*
Revenue						
External revenue	1,324	93,567	299	826	4,549	100,565
Segment profit/(loss)	905	26,207	(704,841)	(417,743)	(1,337)	(1,096,809)
Other income, gains and losses, net						(300,078)
Net exchange loss						(40,705)
Finance cost						(365)
Unallocated items						(460,379)
Loss before tax						(1,898,336)

(b) In the following table, revenue under HKFRS 15 is disaggregated by primary geographical market, major products and service lines and timing of revenue recognition.

Disaggregation of revenue

For the six months ended June 30, (unaudited)

	Sales of properties				Property management income		Total	
	Shanghai		Chongqing					
	2021	2020	**2021**	2020	**2021**	2020	**2021**	2020
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*	***RMB'000***	*RMB'000*
Timing of revenue recognition								
At a point in time	**50,311**	1,324	**63,004**	93,567	**—**	—	**113,315**	94,891
Transferred over time	**—**	—	**—**	—	**5,128**	4,549	**5,128**	4,549
	50,311	1,324	**63,004**	93,567	**5,128**	4,549	**118,443**	99,440

The accounting policies of the operating segments are the same as the Group's accounting policies as described in note 2. Segment result represents the profit earned by (loss incurred from) each segment including the changes in fair value of investment properties without allocation of other income, gains and losses, net, finance costs, selling expenses, net exchange loss and administrative expenses including directors' emoluments. This is the measure reported to the Company's CODM, for the purposes of resource allocation and performance assessment.

5. REVENUE AND OTHER INCOME, GAINS AND LOSSES, NET

	Six months ended June 30,	
	2021	2020
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Revenue		
Sales of properties	**113,315**	94,891
Property rental income	**1,039**	1,125
Property management income	**5,128**	4,549
	119,482	100,565
Other income, gains and losses, net		
Loss on disposal of investment properties and properties under development	**—**	(300,548)
Interest on bank deposits	**4**	24
Others	**139**	446
	143	(300,078)
Total revenue and other income, gains and losses, net	**119,625**	(199,513)

Contract liabilities mainly relate to the deposits received from customers for sales of properties. RMB83,302,000 (six months ended June 30, 2020: RMB93,244,000) of the contract liabilities as of January 1, 2021 were recognised as revenue for the six months ended June 30, 2021.

As at June 30, 2021, contract liabilities or the aggregated amount of the deposits received from the remaining performance obligations under the Group's existing contracts was RMB303,465,000 (December 31, 2020: RMB381,820,000). This amount represents revenue expected to be recognised in the future from acceptance of properties by customers. The Group will recognise the expected revenue in future, which is expected to occur in the next 5 to 12 months.

6. FINANCE COSTS

	Six months ended June 30,	
	2021	2020
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Interest on other borrowings	**262,332**	250,829
Effective interest expense on 15.0% fixed-rate senior notes	**118,378**	126,226
Interest on lease liabilities	**430**	365
Total finance costs	**381,140**	377,420
Less: Amount capitalised in construction in progress included in property, plant and equipment, investment properties under construction and properties under development for sales	**—**	(377,055)
	381,140	365

Borrowing costs capitalised during the period ended June 30, 2020 arising on the specific borrowings amounted to approximately RMB51,580,000. Borrowing costs capitalised during the period ended June 30, 2020 which arose on the general borrowing pool of approximately RMB325,475,000 are calculated by applying a capitalisation rate of 11.66% per annum to expenditure on qualifying assets.

7. INCOME TAX CREDIT

	Six months ended June 30,	
	2021	2020
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Current tax:		
Enterprise Income Tax ("EIT")		
— Provision for the year	**(156)**	(3,425)
Land Appreciation Tax ("LAT")		
— Provision for the year	**(2,030)**	3,144
	(2,186)	(281)
Deferred tax:		
Current period	**496,652**	385,745
	494,466	385,464

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC group entities is 25% for both periods.

Under the Provisional Regulations on LAT implemented upon the issuance of the Provisional Regulations of the PRC on January 27, 1995, all gains arising from transfer of real estate property in the PRC effective from January 1, 1994 are subject to LAT 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 land costs, borrowings costs and all property development expenditures.

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for both periods. No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in, nor is derived from Hong Kong.

8. LOSS FOR THE PERIOD

	Six months ended June 30, 2021	2020
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Loss for the period has been arrived at after charging/(crediting):		
Directors' emoluments	**401**	556
Other staff costs		
— salaries and other benefits	**12,748**	14,444
— contributions to retirement benefits schemes	**1,847**	1,641
Total staff costs	**14,996**	16,641
Less: Amount capitalised in investment properties under construction and properties under development for sale	**(3,603)**	(4,112)
	11,393	12,529
Auditors' remuneration	**471**	615
Depreciation of property, plant and equipment	**3,703**	4,855
Less: Amount capitalised in construction in progress under property, plant and equipment	**(1,554)**	(1,942)
	2,149	2,913
Cost of properties sold (included in cost of sales)	**80,529**	67,780
Gross rental income from investment properties	**(1,039)**	(1,125)
Less: Direct operating expenses incurred for investment properties that generated rental income during the period	**1**	—
	(1,038)	(1,125)
Provision for settlement fee and other relevant cost incurred in respect of the litigation with certain lenders	**228,239**	419,270

9. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on loss attributable to owners of the Company for the six months ended June 30, 2021 amounted to RMB2,135,753,000 (six months ended June 30, 2020 loss attributable to owners of the Company: RMB1,512,872,000) and the weighted average number of 1,809,077,000 ordinary shares (six months ended June 30, 2020: 1,809,077,000 ordinary shares) in issue during the six months ended June 30, 2021.

(b) Diluted loss per share

For the six months ended June 30, 2021 and 2020, basic and diluted loss per share are equal as there are no potential dilutive ordinary shares in issue for the both periods.

10. DIVIDENDS

No dividend was paid, declared or proposed during the reporting periods. The directors of the Company do not recommend the payment of any dividend for the six months ended June 30, 2021 (six months ended June 30, 2020: nil).

11. SHARE CAPITAL

	Number of shares	**Share capital**
		HK$'000
Ordinary shares of HK$0.1 each		
Authorised:		
At January 1, 2020, June 30, 2020, December 31, 2020, January 1, 2021 and June 30, 2021	5,000,000,000	500,000
Issued and fully paid:		
At January 1, 2020, June 30, 2020, December 31, 2020, January 1, 2021 and June 30, 2021	1,809,077,000	180,907
Presented in condensed consolidated interim financial statements as:		
At January 1, 2020, June 30, 2020, December 31, 2020, January 1, 2021 and June 30, 2021		RMB170,073,000

None of the Company's subsidiaries repurchased, sold or redeemed any of the Company's listed shares during the period.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review and Outlook

Group Strategies

Looking ahead, the Group would continue to master property development projects, both residential and commercial, with sizable and distinct quality, in prime locations in the People's Republic of China ("PRC"). Our overall objectives are to exploit business opportunities, achieve sales growth, and enhance income as planned.

Key property development projects are as follows:

- *High-end and sizable middle-class residential projects*

  There are both high-end residential and well-located projects for the growing middle-class in both Shanghai and Chongqing. Luxurious design and leading residential projects, characterised by themes and motifs, are connected with mass transit system with rapid, convenient and efficient transportation.

- *Modern and upscale theme shopping street developments*

  These are modern, well-designed architectural projects situated at prime retail areas in major cities in the PRC which combines retail, residential, entertainment, cultural and recreational users with great accessibility, a focal point with attractions for residential, investment and business operations.

BUSINESS ENVIRONMENT

Overview of the Mainland Property Market

China's GDP in 2021 H1 recorded a 12.7% year-on-year ("YOY") growth.

The residential property market in China demonstrated steady growth throughout 2021 H1 as the investment amount of residential properties grew by 17.0% YOY, according to the National Statistics Bureau. While the national residential market continued to tighten restrictions on real estate mortgages, house buyers remained enthusiastic about the residential market. Sales volume of residential properties increased by 29.4% YOY in the first six months of 2021.

The retail property market in China recovered rapidly. Total retail sales recorded a 23.0% YOY growth, reaching RMB21,190.4 billion in 2021 H1. After a lack of activity in 2021 Q1, nearly 2,500,000 million square meters of new supply were launched in 2021 Q2 among major first and second-tier cities.

As the national economy recovered, the leasing demand in first-tier cities increased as well. Financial opening up has become an important strategic policy in economy recovery as it not only promotes the financial reform, but also effectively hedges the negative impact of the epidemic on China's economy. A number of cities have introduced preferential policies tailored to local conditions to encourage foreign investment.

Overview of the Shanghai Property Market

Shanghai's economy has been recovering steadily as the pandemic became relatively under control. As of 2021 H1, Shanghai's GDP was RMB2,010.2 billion, reflecting a 12.7% YOY growth.

The residential property market in Shanghai was under strict regulation in 2021 H1 and sales volume of first-hand commodity residential property decreased by 21.7% YOY. However, amid the COVID-19 outbreak and tightened market environment, investment activities began to pick up.

3 new retail projects were launched in 2021 Q2, adding about 232,296 square meters of new supply to the market. The retail rents in 2021 Q2 slightly declined by 0.2% YOY and vacancy rates decreased by 1.3% YOY. Coffee and tea shops are the main drivers of retail leasing demand in 2021 H1.

According to the Shanghai Statistics Bureau, tertiary industry contributed about 75.0% of the total GDP in 2021 H1 and was amounted to RMB1,508.0 billion. The robust leasing demand led to the decrease of 2.1% YOY in vacancy rates. IT, new media, and e-commerce are the leading sources of new lease transactions.

Overview of the Chongqing Property Market

Chongqing's GDP in 2021 H1 was RMB1,290.3 billion, reflecting a 12.8% YOY growth.

The sales volume of first-hand commodity houses grew by 12.9% quarter-on-quarter ("QOQ") while the average transaction price decreased 0.6% QOQ to RMB13,528 per square meter. Further, the Chongqing government has implemented policies to cool the market and stabilize housing prices.

The rebranding of Chongqing's core commercial areas has attracted younger generations. Overall consumption levels in 2021 H1 increased by 29.9% YOY. Vacancy rates were 13.6%, increasing slightly by 0.1% QOQ. Average rent of first floor retail units grew by 0.2% QOQ.

According to the Chongqing Statistics Bureau, the tertiary industry grew by 12.9% YOY. As the economy began to recover, two new office buildings were introduced to the market in 2021 Q2. Such increase in supply may have led to a 0.6% QOQ increase in office vacancy rates. Information technology, financial and real estate industries are the key drivers of office demand.

Outlook of the Mainland Property Market

After reiterating the importance of "Houses are built to be lived in, not for speculation" which was first raised by President Xi in 2017, the determination of suppressing the investment sentiment of housing market by the central government is anticipated to stay unchanged in 2022.

Overall regulation of the residential market is expected to remain unchanged, and the government is expected to continue to improve the long-term mechanism of "stabilizing land prices, housing prices, and expectations", and implement city-specific policies to promote a virtuous and healthy development of the residential market. Under the general requirement of controlling housing prices, the credit environment will be relaxed. Simultaneously, the government is expected to ease the financial pressure on developers by slightly increasing development loans, allowing debt extension, and improving the financing environment for bond issuance.

In 2022, new supply of prime retail properties in China is expected to remain strong. Over 12 million square meters of new supply is expected to enter the market, and the retail market in each city will continue to expand. Among the first-tier cities, new supply in Beijing and Shanghai is expected to exceed one million square meters. Further, new supply is expected to remain high in four cities located in western China, namely Chongqing, Chengdu, Kunming, and Xi'an. Land development in the core area is limited, driving the development of retail market in emerging business districts. In the future, stock renewal and new development will be carried out simultaneously.

Strong demand for national Grade A office properties has improved the confidence of market participants, and ultimately narrowed the rental decline in the Grade A office market. Moving forward, the TMT and finance sectors are expected to remain as the main drivers of office leasing market in 2022.

FINANCIAL REVIEW

The Group's loss attributable to owners of the Company for the six months ended June 30, 2021 amounted to approximately RMB2,136 million (loss attributable to owners for six months ended June 30, 2020: RMB1,513 million), the loss increased by 41.2% when compared to the same period of 2020. Basic loss per share were RMB1.18 (loss per share for six months ended June 30, 2020: RMB0.84).

As at June 30, 2021, the total assets decreased to RMB41,317 million from RMB43,390 million as at December 31, 2020. Net assets, the equivalent of shareholders' funds, decreased to RMB20,655 million (December 31, 2020: RMB22,790 million). In terms of value per share, net assets value per share is RMB11.42 at the end of the reporting period, as compared to RMB12.60 as at December 31, 2020.

The Group's revenue of RMB119 million (six months ended June 30, 2020: RMB101 million) increased by 19% when compared with the corresponding period last year, which was mainly due to the increase in revenue from sales of properties.

The revenue from sales of properties amounted to RMB113 million (six months ended June 30, 2020: RMB95 million), increased by 19% as compared with the corresponding period last year. The Group sold properties with total gross floor area of approximately 277,000 sq. ft. for the six months ended June 30, 2021 as compared to 165,788 sq. ft. in the corresponding period last year.

Gross profit margin for sales of properties was 28.9% (six months ended June 30, 2020: 28.6%), which was maintained at the similar level as compared to last period under review.

Income from property leasing was RMB1.0 million (six months ended June 30, 2020: RMB1.1 million). Property management income was RMB5.1 million (six months ended June 30, 2020: RMB4.5 million).

During the period under review, the Group generated income of RMB19 million, RMB31 million, RMB51 million, RMB5 million and RMB7 million from sales of residential properties of Shanghai Concord City, carparks of Shanghai Cannes, residential properties of Chongqing Manhattan City Phase I, residential properties of Chongqing Manhattan City Phase II and residential properties of Chongqing Manhattan City Phase III, respectively.

Contract liabilities decreased to RMB303 million as at June 30, 2021 from RMB382 million as at December 31, 2020. This was primarily due to the recognition of revenue from sales of residential properties of Shanghai Concord City Phase I, Chongqing Manhattan City Phase I and Phase III and carparks of Shanghai Cannes during the period under review.

Other income, gains and losses, net were gain of RMB0.1 million (six months ended June 30, 2020: loss of RMB300.1 million). The Group transferred from a net loss to net gain mainly due to loss on disposal of investment properties and properties under development of RMB301 million during last period under review.

Administrative expenses during the six months ended June 30, 2021 were RMB85 million (six months ended June 30, 2020: RMB40 million) which increased by 113.0%. It was mainly attributable to the increase in legal and professional fee.

Finance costs represent mainly interest expenses and other borrowing costs in relation to other borrowings, effective interest of convertible note and the fixed-rate senior notes. No finance costs (six months ended June 30, 2020: RMB377 million) were capitalised on various projects, finance costs of RMB381.1 million (six months ended June 30, 2020: RMB0.4 million) were charged to the profit or loss during the period under review.

The changes in fair value of investment properties were loss of RMB1,987 million (six months ended June 30, 2020: loss of RMB1,124 million). The downward adjustments in the re-valuation of the property portfolio as of June 30, 2021 was initiated by the compression of commercial property market sentiments and the slowdown of mainland China's economic growth amid the COVID-19 Pandemic in the first half of 2021. The changes in fair value of investment properties in Shanghai experienced a decrease of RMB1,710 million (six months ended June 30, 2020: decrease of RMB705 million) which was mainly contributed by valuation depreciation of the project of Shanghai Concord City. The changes in fair value of investment properties in Chongqing experienced a decrease of RMB277 million (six months ended June 30, 2020: decrease of RMB418 million) which was mainly contributed by the valuation depreciation of the projects of Chongqing Manhattan City and Chongqing International Commerce Centre.

Income tax credit was RMB494 million (six months ended June 30, 2020: income tax credit of RMB385 million), an increase of 28.3%. The increase in income tax credit was due to the deferred tax credit resulting from the fair value loss of investment properties for the period under review in comparison to the same period last year.

LIQUIDITY AND FINANCING

The Group monitors its liquidity requirements on a short to medium-term basis and arranges refinancing of the Group's borrowing when appropriate. During the period, the Group raised net external borrowings totaling approximately RMB63 million (six months ended June 30, 2020: raised net external borrowing totaling approximately RMB5 million); on the other hand, the Group also received an advance from a shareholder amounted to RMB38 million (six months ended June 30, 2020: received an advance from a shareholder of RMB210 million) during the period.

At the end of the reporting period, the Group's senior notes, other borrowings and amount due to a shareholder amounted to RMB1,508 million (December 31, 2020: RMB1,518 million), RMB6,134 million (December 31, 2020: RMB5,843 million) and RMB4,187 million (December 31, 2020: RMB4,152 million) respectively, and the Group's total borrowings were RMB11,829 million (December 31, 2020: RMB11,513 million), an increase of RMB316 million when compared to December 31, 2020 and it is repayable within one year.

The gearing ratio of the Group as at June 30, 2021 was 57.1% (December 31, 2020: 50.4%), determined as proportion of the Group's net borrowings (after deducting bank balances and cash and pledged/restricted bank deposits) to the shareholders' funds.

There was no material acquisition and disposal of group companies during the period.

TREASURY POLICIES

At the end of the reporting period, approximately 87% (December 31, 2020: 87%) of the Group's borrowings were maintained in RMB. The Group derives its revenue mainly in RMB. Bank balances are maintained mainly in RMB and HK$.

The other borrowings and senior notes are on a fixed-rate basis.

The Group has not used any interest rate or foreign currency derivative instrument to hedge its exposure to interest rate and foreign exchange risk. However, the management monitors closely the exposures and will consider hedging the exposures should the need arise.

CHARGE ON ASSETS

As at June 30, 2021, the Group pledged assets with an aggregate carrying value of RMB36,761 million (December 31, 2020: RMB38,235 million) to secure loan facilities utilized.

CONTINGENT LIABILITIES

As at June 30, 2021, the Group guaranteed mortgage loans to purchasers of its properties in the aggregate outstanding principal amount of RMB98 million (December 31, 2020: RMB108 million). During the six months ended June 30, 2021, there was no default case.

Legal disputes

As at June 30, 2021, the Group is subjected to several legal claims mainly in relation to disputes under construction contracts in respect of its various property development projects which arose during the normal course of business and disputes with some of its lenders as disclosed below. In these legal proceedings, the Group has received court orders to restrict the disposition of certain investment properties, properties under development for sale and properties held for sale in an aggregate amount of approximately RMB36,336 million (December 31, 2020: RMB13 million) and the withdrawal of bank deposits of approximately RMB0.7 million (December 31, 2020: RMB0.7 million) as at June 30, 2021. In the opinion of the Directors, the claims made by the construction contractors are mainly related to construction works that did not meet the required standards and pursuant to the terms of the construction contracts, the Group has the right not to certify those construction work claimed by the contractors.

In addition, the Group has already made or is in the process of making counter claims for compensation from the construction contractors for causing delay in delivering of the properties to the end customers of the Group.

The management has sought advice from the independent legal advisors or internal legal counsel on these matters. As at June 30, 2021, the Group has provided construction cost liabilities amounting to RMB138 million (December 31, 2020: RMB128 million) in relation to the above mentioned construction contracts under dispute.

Outstanding legal claims that are subjected to legal proceedings and/or appeal amounted to approximately RMB152 million (December 31, 2020: RMB126 million) in aggregate in which RMB94 million (December 31, 2020: RMB68 million) in relation to disputes under construction contracts. No further provision has been made in the consolidated financial statements in respect of these claims. The directors of the Company are of the opinion that the Group has reasonable ground to defense those legal claims and consider that those legal claims would not result in any material adverse effects on the financial position of the Group.

Except for the matters disclosed elsewhere in the consolidated financial statements, the Group has the following litigations with some of its lenders:

(1) Legal disputes with 平安大華匯通財富管理有限公司 ("PinganDahua") and its fellow subsidiaries

(a) On August 28, 2015, Shanghai Jingan-Concord Real Estate Co., Ltd. ("Shanghai Jingan") and Shanghai Minhang Concord Property Development Co., Ltd.) ("Shanghai Minhang"), each a wholly-owned subsidiary of the Company, as borrowers entered into an entrusted loan agreement with PinganDahua whereby an entrusted loan in the aggregate amount of RMB1.3 billion was granted (the "PinganDahua Entrusted Loan"), originally repayable by August 31, 2018 and extended verbally to October 15, 2018. Since then, the above parties had been in negotiations on new repayment arrangements. PinganDahua, without notice to Shanghai Jingan and Shanghai Minhang, made an application to the notary office for an execution certificate at the end of December 2018 and filed an application for enforcement with the High Court of Shanghai.

(b) On November 17, 2017, Chongqing Riverside Real Estate Co., Ltd. ("Chongqing Riverside"), a wholly-owned subsidiary of the Company, as borrower entered into an entrusted loan agreement with 深圳市平安德成投資有限公司 ("PinganDecheng"), a fellow subsidiary of PinganDahua, whereby an entrusted loan in the aggregate amount of RMB500 million was granted to Chongqing Riverside (the "PinganDecheng Entrusted Loan") repayable by February 2, 2020. The PinganDecheng Entrusted Loan was secured by guarantee provided by each of Shanghai Jingan and Shanghai Minhang. Since the 4th quarter of 2018, the above parties have been in negotiations on new repayment arrangements. PinganDecheng without notice to Chongqing Riverside, obtained an enforcement order from Chongqing Fifth Intermediate People's Court on April 15, 2019 against Chongqing Riverside, Shanghai Jingan and Shanghai Minhang in respect of the principal amount of RMB500 million under the PinganDecheng Entrusted Loan together with interest and legal costs incurred. Since then, the above parties had been in negotiations on new repayment arrangements.

(c) On January 26, 2016, Chongqing Riverside as borrower entered into an entrusted loan agreement with 深圳市思道科投資有限公司 ("SSI"), a fellow subsidiary of PinganDahua, whereby an entrusted loan in the aggregate amount of RMB500 million was granted (the "SSI Entrusted Loan") to Chongqing Riverside repayable by January 27, 2020. The SSI Entrusted Loan was secured by guarantee provided by each of Shanghai Jingan and Shanghai Minhang. Since the 4th quarter of 2018, the above parties have been in negotiations on new repayment arrangements. SSI without notice to Chongqing Riverside, obtained an enforcement order from Chongqing Fifth Intermediate People's Court on April 16, 2019 against Chongqing Riverside, Shanghai Jingan and Shanghai Minhang in respect of the principal amount of RMB500 million under the SSI Entrusted Loan together with interest and legal costs incurred. Since then, the above parties had been in negotiations on new repayment arrangements.

(d) Each of PinganDahua, PinganDecheng and SSI has since assigned all its respective rights under the PinganDahua Entrusted Loan, the PinganDecheng Entrusted Loan and the SSI Entrusted Loan to 西藏瓴達信投資管理有限公司 (Tibet Lingdaxin Investment Management Co., Ltd.*).

(e) On June 10, 2021, the Company noted from 公拍網 (Public Auction Platform*), an online public auction platform established by the Shanghai Trade Association of Auctioneers that the Shanghai Second Intermediate People's Court (上海市第二中級人民法院) has issued a notice (the "Lot #4 Land Notice") in relation to the proposed auction of a parcel of land (lot #4) (the "Lot #4 Land") owned by Shanghai Jingan with total site area of 19,800 square meters located in the southern portion of Shanghai Concord City Phase II, which was mortgaged as security under the PinganDahua Entrusted Loan (the "Proposed Auction"). The Proposed Auction was scheduled to take place from July 11, 2021 to July 14, 2021. According to the Lot #4 Land Notice, as the Lot #4 Land was determined as idle land by Shanghai Jingan District Planning and Natural Resources Bureau in July 2018, the Lot #4 Land would be auctioned on the basis that it is idle land.

(f) The Company has sought legal advice and has filed an objection against the listing of the Lot #4 Land on 公拍網 (Public Auction Platform*) and commenced an administrative proceeding to contest against the Proposed Auction (the "Proceeding").

(g) On 6 July 2021, the Company was given to understand that the Higher People's Court of Shanghai Municipality (上海市高級人民法院) has notified the Shanghai Second Intermediate People's Court (上海市第二中級人民法院) that the Proposed Auction should not proceed as it is subject to the Proceeding. The Company however noted from the 公拍網 (Public Auction Platform*) on July 14, 2021 that the Proposed Auction took place as originally scheduled and indicated that the Lot #4 Land had been sold at RMB2,468,390,000, being the starting bid listed for the Proposed Auction. The Company also noted that payment of the balance of the purchase price under the Proposed Auction was scheduled for July 19, 2021 but understands that, before the purchase completes, a new land use right sales contract would need to be entered into.

(h) The Company had filed an application for the revocation of the sale of the Lot #4 Land through the Proposed Auction with the Shanghai High People's Court (上海市高級人民法院), which upheld the decision of the Shanghai Second Intermediate People's Court (上海市第二中級人民法院).

(i) Please refer to the Company's announcements dated June 30, 2021, July 16, 2021 and December 30, 2021 for further details.

(2) Legal disputes with 陸家嘴國際信託有限公司 ("Lujiazui")

On November 9, 2016, Shanghai Jingan as borrower entered into an entrusted loan agreement (the "Lujiazui Entrusted Loan Agreement") with Lujiazui whereby an entrusted loan in the total aggregate amount of RMB1.3 billion was granted. Three tranches of loan will be due on May 23, 2019, June 6, 2019 and June 15, 2019. Pursuant to the Lujiazui Entrusted Loan Agreement, Shanghai Jingan was required to pay a deposit of RMB124 million to Lujiazui by December 15, 2018, failing which Lujiazui can demand the immediate repayment of the total loan together with liquidated charges and interest. The full RMB124 million was not paid by due date and since December 4, 2018, Shanghai Jingan and Lujiazui have been in discussion to make a partial prepayment of the loan principal by utilising proceeds from sale of certain residential properties which have been charged to Lujiazui as security for the loan. Without notice to Shanghai Jingan, Lujiazui filed a civil claim claiming the amount of RMB1.24 billion against Shanghai Jingan with the High Court of Shanghai on December 20, 2018. Shanghai Jingan filed an appeal to The Supreme People's Court of the People's Republic of China (最高人民法院) (the "PRC Supreme Court") against the decision of the High Court of Shanghai on August 7, 2019. The appeal was dismissed by the PRC Supreme Court on December 27, 2019, and Shanghai Jingan was ordered to repay RMB1.24 billion to Lujiazui together with interest and legal costs incurred (the "Lujiazui Entrusted Loan"). Since then, the above parties had been in negotiations on repayment arrangements.

(3) Legal disputes with 中建投信託股份有限公司 ("JIC Trust")

(a) On September 27, 2017, Shanghai Jingan as a borrower entered into an entrusted loan agreement (the "JIC Trust Entrusted Loan Agreement") with JIC Trust whereby an entrusted loan in the aggregate amount of RMB1.2 billion (the "JIC Trust Entrusted Loan") was granted in twelve tranches. The loan tenure for each tranche is 24 months and will be due from October 13, 2019 to December 29, 2019 (the "Loan Term"). Pursuant to the JIC Trust Entrusted Loan Agreement, the lender has the right to demand immediate repayment of the loan if the lender has doubt over the borrower's financial ability to repay the loan. On February 14, 2019, Shanghai Jingan received a notice from JIC Trust informing that the JIC Trust Entrusted Loan Agreement would be terminated on February 18, 2019 and the loan would be due on the same day. As the Loan Term had not yet expired, Shanghai Jingan did not repay the loan as demanded. On February 22, 2019, JIC Trust filed a civil claim against Shanghai Jingan and the Company declaring the termination of the JIC Trust Entrusted Loan Agreement and the loan due. The amount of claim is RMB1,452.35 million. Since then, the above parties had reached settlement whereby Shanghai Jingan will repay the principal amount of RMB1.2 billion under the JIC Trust Entrusted Loan together with interest and legal costs incurred.

(b) Whilst the Company was in the process of obtaining a new loan from an independent financial institution for the repayment of the JIC Trust Entrusted Loan, on August 6, 2021, the Company noted from 工行融e購 (ICBC Global E-Trade Service*), an online trade platform established by the Industrial and Commercial Bank of China that the Shanghai Second Intermediate People's Court (上海市第二中級人民法院) has issued a notice (the "Lot #3 and Lot #5 Land Notice") in relation to the proposed auction of two parcels of land (together with the constructions constructed thereon) owned by Shanghai Jingan, being a parcel of land (lot #3) (the "Lot #3 Land") and a parcel of land (lot#5) (the "Lot #5 Land"), each located in the northern portion of Shanghai Concord City Phase II with a total site area of 7,838 square meters and 11,208 square meters, respectively, which were mortgaged as security under the JIC Trust Entrusted Loan (the "Proposed Auction (JIC Trust)"). The Proposed Auction (JIC Trust) was scheduled to take place from September 15, 2021 to September 18, 2021. According to the Lot #3 and Lot #5 Land Notice, a judicial valuation report (司法鑑定評估報告) on the Lot #3 Land and the Lot #5 Land has been prepared by 上海富申房地產估價有限公司 (Shanghai Fushen Real Estate Appraisal Co., Ltd.*) (the "Judicial Valuation Report") with a total appraised value of RMB1,855,900,500. The Directors are of the view that the Judicial Valuation Report was made based on erred information on the Lot #3 Land and the Lot #5 Land, which substantively undervalued the Lot #3 Land and the Lot #5 Land and hence the Company disagreed with the Judicial Valuation Report.

(c) On September 18, 2021, the Company noted from the 工行融e購 (ICBC Global E-Trade Service*) that the Proposed Auction (JIC Trust) took place as originally scheduled and indicated that the Lot #3 Land and the Lot #5 Land had been sold at RMB1,299,140,000, being the starting bid listed for the Proposed Auction (JIC Trust).

(d) In addition to the Proposed Auction (JIC Trust), the Company further noted from 工行融e購 (ICBC Global E-Trade Service*) that the Shanghai Second Intermediate People's Court (上海市第二中級人民法院) has issued a notice (the "Second Notice (JIC Trust)") in relation to the proposed auction of the Huashan Building, a property owned by Shanghai Jingan located at West Nanjing Road, Jing'an District, Shanghai, the People's Republic of China with gross floor area of 7,340 square meters (the "Huashan Building"), which was mortgaged as security under the JIC Trust Entrusted Loan (the "Proposed Second Auction (JIC Trust)"). The Proposed Second Auction (JIC Trust) was scheduled to take place from October 8, 2021 to October 11, 2021. According to the Second Notice (JIC Trust), a judicial valuation report (司法鑑定評估報告) on the Huashan Building has been prepared by 上海富申房地產估價有限公司 (Shanghai Fushen Real Estate Appraisal Co., Ltd.*) (the "Second Judicial Valuation Report") with a total appraised value of RMB419,608,600. The Directors are of the view that the Second Judicial Valuation Report erred in classifying the Huashan Building as a hotel instead of a commercial property, which substantively undervalued the Huashan Building. Accordingly, the Company disagreed with the Second Judicial Valuation Report.

(e) The Proposed Second Auction (JIC Trust) took place as originally scheduled and the Huashan Building had been sold at RMB335,690,000, being the starting bid listed for the Proposed Second Auction (JIC Trust).

(f) Please refer to the Company's announcements dated August 16, 2021, September 30, 2021 and December 30, 2021 for further details.

Shanghai Jingan has filed applications for a review (the "Review") of the application of law and factual errors in the rulings in the judicial process of execution of auctioning (i) the Lot #4 Land through the Proposed Auction; (ii) the Lot #3 Land and the Lot #5 Land through the Proposed Auction (JIC Trust); and (iii) the Huashan Building through the Proposed Second Auction (JIC Trust) (collectively, the "Auctions"), to the PRC Supreme Court. The PRC Supreme Court has conducted the filing and examination for the Review. As at the date of this announcement, the PRC Supreme Court has yet to issue its decision. If the PRC Supreme Court rules in favour of Shanghai Jingan, the PRC Supreme Court may rectify the Auctions or order that Shanghai Jingan be compensated, which will impact on the outstanding debts of Shanghai Jingan. The Company will continue to take all necessary actions to vigorously contest against each of the Auctions. The Company will make further announcement(s) on the material development and progress in relation to the above as and when appropriate.

INTERIM DIVIDEND

The Board of Directors does not recommend the payment of any interim dividend for the period.

IMPORTANT EVENTS AFFECTING THE GROUP THAT HAVE OCCURRED SINCE JUNE 30, 2021

Save as disclosed below and the section headed "CONTINGENT LIABILITIES" above, to the knowledge of the directors of the Company, there is no other important event affecting the Group since June 30, 2021 and up to the date of this announcement:

(a) Winding up petition against the Company

On February 28, 2022, the Company received a petition (the "Petition") from JIC Trust in the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32, Laws of Hong Kong) filed in the High Court of The Hong Kong Special Administrative Region (the "High Court") under Companies Winding-up Proceedings No. 67 of 2022 that the Company may be wound up by the High Court for failing to pay an outstanding debt of Shanghai Jingan, a wholly-owned subsidiary of the Company, which the Company has provided a corporate guarantee, in the sum of HK$904,433,593.19. The Shanghai Second Intermediate People's Court (上海市第二中級人民法院) has yet to issue the confirmation for the judgement amount (the "Subject Amount") as at the date of the Petition. The Petition was scheduled to be heard before the High Court on May 4, 2022 and was subsequently further adjourned to November 28, 2022. The Company is opposing the Petition and will continue to seek legal advice on the matter. Please refer to the Company's announcements dated March 18, 2022, May 4, 2022, June 1, 2022, July 13, 2022, July 25, 2022 and September 19, 2022 for further details.

As disclosed in the section headed "CONTINGENT LIABILITIES — Legal disputes" above, Shanghai Jingnan has filed the Review which the PRC Supreme Court has conducted the filing and examination. As at the date of this announcement, the PRC Supreme Court has yet to issue its decision. If the PRC Supreme Court rules in favour of Shanghai Jingan, the PRC Supreme Court may rectify the Auctions or order that Shanghai Jingan be compensated, which will impact on the outstanding debts of Shanghai Jingan.

Accordingly, the Company believes that the grounds for the Petition and the Subject Amount may be subject to dispute and the Company will continue to take all necessary actions to vigorously contest against each of the Auctions and the Petition.

Further announcement(s) will be published as and when necessary to keep the shareholders and potential investors informed.

(b) Suspension of trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

(i) The Company failed to announce its preliminary financial results for the year ended December 31, 2020 which shall have been agreed with the auditor on or before March 31, 2021. Accordingly, pursuant to Rule 13.50 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), trading in the shares of the Company has been suspended since April 1, 2021, and remains suspended as at the date of this announcement.

(ii) On May 27, 2021, the Company received a letter from the Stock Exchange stating that the Listing Committee of the Stock Exchange may cancel the Company's listing under Rule 6.01A of the Listing Rules if the Company fails to remedy the issues causing its trading suspension, fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by September 30, 2022. In such case, the Listing Division of the Stock Exchange will recommend the Listing Committee of the Stock Exchange to proceed with the cancellation of the Company's listing. Please refer to the Company's announcement dated May 31, 2021 for further details.

(iii) On May 5, 2022, the Company received additional resumption guidance from the Stock Exchange. Please refer to the Company's announcement dated May 6, 2022 for further details.

(c) Default in repayment of the USD226,000,000 15.0% Senior Notes due 2021 by Cheergain Group Limited

(i) On October 15, 2018, Cheergain Group Limited (the "Issuer"), a wholly-owned subsidiary of the Company, issued USD226,000,000 15.0% Senior Notes due 2021 (the "15% US$ Senior Notes") which were listed on the Official List of The International Stock Exchange.

(ii) The 15% US$ Senior Notes have matured on October 15, 2021 (the "Maturity Date") and delisted from The International Stock Exchange on the Maturity Date. Yet, no payment was made by the Issuer on the Maturity Date and such non-payment constitutes an event of default under the indenture constituting the 15% US$ Senior Notes.

(iii) The total amount due under the 15% US$ Senior Notes comprises the outstanding principal of USD225,600,000 and interest accrued thereon (the "Outstanding Amount").

(iv) The Company has been proactively communicating with the holders of the 15% US$ Senior Notes (the "Noteholders") and will continue to engage in active dialogue with the Noteholders with a view to keep the Noteholders informed of the actions taken and to be taken by the Company in arranging for settlement of the Outstanding Amount.

EMPLOYEES AND REMUNERATION POLICY

As at June 30, 2021, the Group had approximately 352 employees (June 30, 2020: 380 employees) in Hong Kong and the PRC. There is no significant change in the Group's emolument policies.

SHARE OPTION SCHEME

The share option scheme which was adopted by the Company on February 5, 2007 had a term of 10 years and had expired on February 5, 2017, and all options which were granted under that scheme had also lapsed.

On June 29, 2017, the Company by ordinary resolution approved the adoption of a new share option scheme with terms in line with the provisions of Chapter 17 of the Listing Rules. No options have yet been granted under such new share option scheme.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period.

CORPORATE GOVERNANCE CODE COMPLIANCE

The Company is committed to achieving and maintaining the highest standards of corporate governance consistent with the needs and requirements of the business and its shareholders, and consistent with the "Corporate Governance Code" set out in Appendix 14 to the Listing Rules (the "CG Code"). Throughout the six months ended June 30, 2021 and up to the date of this announcement, the Group has complied with all code provisions in the CG Code except code provision A.1.8 and C.1.2 (which are respectively renamed as code provision C.1.8 and D.1.2 with effect from January 1, 2022).

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a Code of Conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules.

All Directors have confirmed, following specific enquiries by the Company, that they had complied with the required standard of dealings as set out in the Model Code and the Company's Code of Conduct during the six months ended June 30, 2021.

AUDIT COMMITTEE

The Company has established the Audit Committee and has formulated its written terms of reference in accordance with the provisions set out in the Corporate Governance Code. The Audit Committee comprises three Independent Non-executive Directors, namely Mr. Warren Talbot Beckwith (Chairman of the Audit Committee), Mr. Luk Koon Hoo and Dr. Garry Alides Willinge. The principal duties of the Audit Committee include the review and supervision of the Group's financial reporting system, risk management and internal control systems, review of the Group's financial information and review of the relationship with the external auditor of the Company. The Audit Committee has reviewed the unaudited interim results of the Group for the six months ended June 30, 2021.

REMUNERATION COMMITTEE

The Company has established the Remuneration Committee with majority of the members being Independent Non-executive Directors. The Remuneration Committee comprises the Chairman of the Board, Dr. Wang Shih Chang, George and two Independent Non-executive Directors, namely Mr. Luk Koon Hoo and Dr. Garry Alides Willinge (Chairman of Remuneration Committee).

The principal duties of the Remuneration Committee include making recommendations to the Board on the Company's remuneration policy and structure for directors and senior management and on the establishment of formal and transparent procedures for developing policy on such remunerations.

PUBLICATION OF RESULTS ANNOUNCEMENT AND INTERIM REPORT

This interim results announcement is published on the websites of the Company (www.cpg-group.com) and The Stock Exchange of Hong Kong Limited (www.hkex.com.hk). An interim report for the six months ended June 30, 2021 containing all the information required by Appendix 16 to the Listing Rules will be dispatched to shareholders of the Company and available on the same websites in due course.

APPRECIATION

The Directors would like to take this opportunity to express sincere gratitude to all shareholders for their continued support and to thank all staff members of the Group for their dedication and contribution to the Group.

By Order of the Board
CHINA PROPERTIES GROUP LIMITED
Dr. Wang Shih Chang, George
Chairman

Hong Kong, September 30, 2022

As at the date of this announcement, the Board of the Company comprises Dr. Wang Shih Chang, George, Mr. Wong Sai Chung and Mr. Xu Li Chang as executive directors, Mr. Kwan Kai Cheong as non-executive director and Mr. Warren Talbot Beckwith, Mr. Luk Koon Hoo and Dr. Garry Alides Willinge as independent non-executive directors.

* *For identification purpose only*