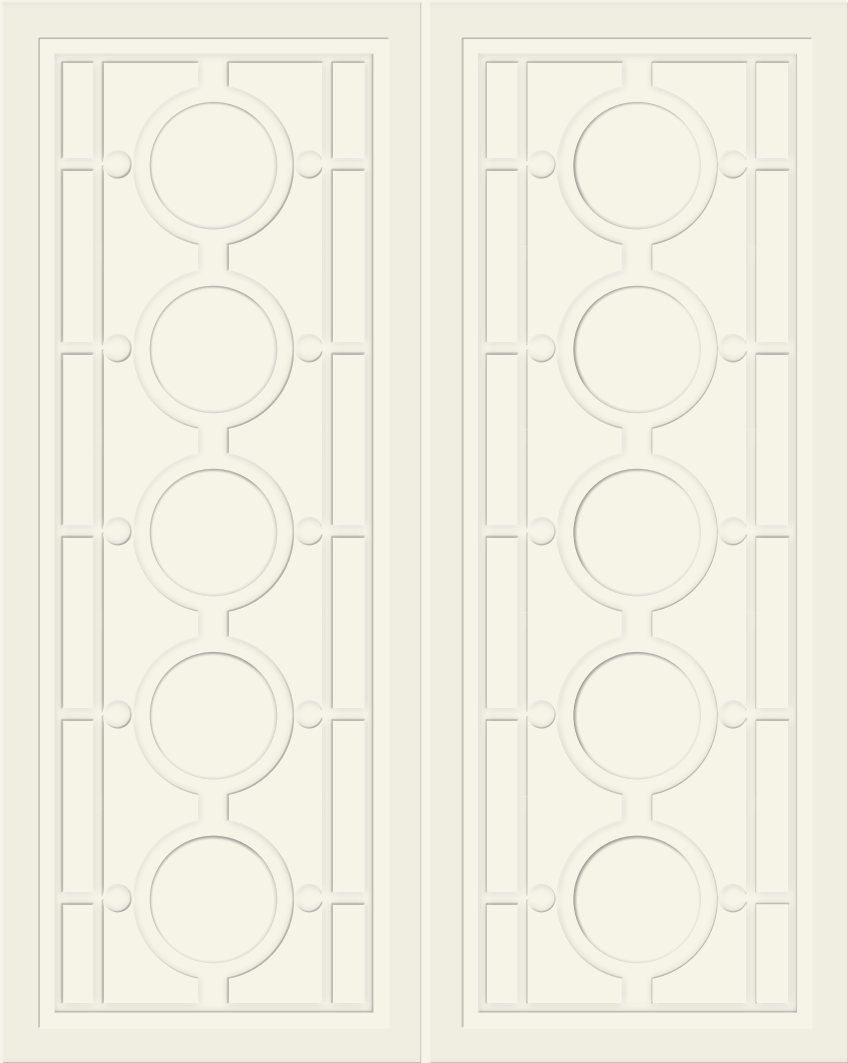


NATIONAL ELECTRONICS HOLDINGS LIMITED

Stock Code: 213



2022 INTERIM REPORT

The Board (the “**Board**”) of Directors (the “**Directors**”) of National Electronics Holdings Limited (the “**Company**”) would like to present the interim results of the Company and its subsidiaries (together, the “**Group**”) for the six months ended 30 September 2022.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2022

		Six months ended 30 September	
		2022	2021
		(unaudited)	(unaudited)
	Notes	HK\$'000	HK\$'000
Revenue	3	266,291	374,119
Cost of sales		<u>(220,722)</u>	<u>(328,919)</u>
Gross profit		45,569	45,200
Other income	4	7,771	2,292
Other loss – net	5	(24,585)	(51,624)
Increase in fair value of investment properties	11	140,984	104,853
Distribution costs		(4,365)	(4,156)
Administrative expenses		(87,972)	(56,098)
Finance costs	6	(48,746)	(36,021)
Share of results of associates		(26)	(13)
Share of results of joint ventures		<u>(4,656)</u>	<u>59,263</u>
Profit before taxation	7	23,974	63,696
Income tax (expense)/credit	8	<u>(2,669)</u>	<u>619</u>
Profit for the period		<u>21,305</u>	<u>64,315</u>
Earnings per share	9		
Basic		<u>2.26 HK cents</u>	<u>6.65 HK cents</u>
Diluted		<u>2.26 HK cents</u>	<u>6.65 HK cents</u>

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2022

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Profit for the period	21,305	64,315
Other comprehensive (expense)/income		
<i>Items that may be subsequently reclassified to profit or loss:</i>		
Exchange differences arising on translation of foreign operations	(74,789)	44
Fair value gain on other assets at fair value through other comprehensive income	765	3,290
	<u>(74,024)</u>	<u>3,334</u>
Other comprehensive (expense)/income for the period		
	<u>(74,024)</u>	<u>3,334</u>
Total comprehensive (expense)/income for the period	<u>(52,719)</u>	<u>67,649</u>
Profit attributable to:		
– Equity holders of the Company	21,330	64,354
– Non-controlling interests	(25)	(39)
	<u>21,305</u>	<u>64,315</u>
Total comprehensive (expense)/income attributable to:		
– Equity holders of the Company	(52,694)	67,688
– Non-controlling interests	(25)	(39)
	<u>(52,719)</u>	<u>67,649</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2022

		30 September 2022 (unaudited) <i>HK\$'000</i>	31 March 2022 (audited) <i>HK\$'000</i>
	<i>Notes</i>		
NON-CURRENT ASSETS			
Investment properties	11	4,547,514	4,347,962
Property, plant and equipment		52,058	55,349
Right-of-use assets		309,398	321,490
Goodwill		1,270	1,270
Interests in associates		7,286	7,312
Interests in joint ventures		337,725	342,381
Other assets at fair value through other comprehensive income		27,500	26,735
Deferred tax assets		5,095	8,031
		<u>5,287,846</u>	<u>5,110,530</u>
CURRENT ASSETS			
Debt instruments at amortised cost		2,773	3,144
Inventories		84,311	94,199
Financial assets at fair value through profit or loss		178,659	199,831
Inventory of unsold properties		63,904	69,561
Properties under development for sale		1,365,155	1,325,975
Bills receivables	12	–	762
Trade receivables, deposits and prepayments	13	294,126	374,907
Amount due from an associate		9,786	9,786
Amount due from a joint venture		48,701	48,701
Tax recoverable		984	1,188
Bank balances and cash		903,481	1,100,196
		<u>2,951,880</u>	<u>3,228,250</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

At 30 September 2022

		30 September 2022 (unaudited) HK\$'000	31 March 2022 (audited) HK\$'000
	<i>Notes</i>		
CURRENT LIABILITIES			
Trade and bills payables	14	39,642	68,596
Customers' deposits		550,740	585,298
Accrued expenses and other payables		140,497	118,372
Amount due to an associate		4,405	4,405
Amount due to a joint venture		208,868	179,368
Tax payable		3,136	3,146
Derivative financial instruments		–	21
Lease liabilities		17,002	17,319
Bank loans		1,234,409	1,338,453
		<u>2,198,699</u>	<u>2,314,978</u>
NET CURRENT ASSETS		<u>753,181</u>	<u>913,272</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u>6,041,027</u>	<u>6,023,802</u>
CAPITAL AND RESERVES			
Share capital	15	92,773	94,930
Reserves		2,419,549	2,520,290
		<u>2,512,322</u>	<u>2,615,220</u>
Equity attributable to owners of the Company		2,512,322	2,615,220
Non-controlling interests		1,360	1,385
		<u>2,513,682</u>	<u>2,616,605</u>
TOTAL EQUITY			
		<u>2,513,682</u>	<u>2,616,605</u>
NON-CURRENT LIABILITIES			
Provision for long service payments		1,814	1,814
Lease liabilities		55,049	63,732
Bank loans		3,410,234	3,281,226
Deferred tax liabilities		60,248	60,425
		<u>3,527,345</u>	<u>3,407,197</u>
		<u>6,041,027</u>	<u>6,023,802</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022

Attributable to owners of the Company

	Share capital HK\$'000	Share premium HK\$'000	Exchange reserve HK\$'000	Revaluation reserve HK\$'000	Fair value through other comprehensive income HK\$'000	Other reserve HK\$'000	Contributed surplus HK\$'000	Capital redemption reserve HK\$'000	Retained profits HK\$'000	Sub-total HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
At 1 April 2021 (audited)	97,017	34,677	(30,022)	37,160	10,213	22,921	66,142	44,862	2,273,775	2,556,745	1,464	2,558,209
Profit/(Loss) for the period	-	-	-	-	-	-	-	-	64,354	64,354	(39)	64,315
Other comprehensive income for the period	-	-	44	-	3,290	-	-	-	-	3,334	-	3,334
Total comprehensive income/(expense) for the period	-	-	44	-	3,290	-	-	-	64,354	67,688	(39)	67,649
Dividend recognised as distribution	-	-	-	-	-	-	-	-	(29,037)	(29,037)	-	(29,037)
Repurchase of own shares	(427)	-	-	-	-	-	-	427	(4,572)	(4,572)	-	(4,572)
At 30 September 2021 (unaudited)	96,590	34,677	(29,978)	37,160	13,503	22,921	66,142	45,289	2,304,320	2,590,824	1,425	2,592,249
At 1 April 2022 (audited)	94,931	34,677	(11,532)	37,160	15,003	22,921	66,142	46,948	2,308,970	2,615,220	1,385	2,616,605
Profit/(Loss) for the period	-	-	-	-	-	-	-	-	21,350	21,350	(25)	21,305
Other comprehensive (expense)/income for the period	-	-	(74,789)	-	765	-	-	-	-	(74,024)	-	(74,024)
Total comprehensive (expense)/income for the period	-	-	(74,789)	-	765	-	-	-	21,350	(52,694)	(25)	(52,719)
Dividend recognised as distribution	-	-	-	-	-	-	-	-	(28,262)	(28,262)	-	(28,262)
Repurchase of own shares	(2,158)	-	-	-	-	-	-	2,158	(21,942)	(21,942)	-	(21,942)
At 30 September 2022 (unaudited)	92,773	34,677	(86,321)	37,160	15,768	22,921	66,142	49,106	2,280,096	2,512,322	1,360	2,513,682

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2022

	Six months ended 30 September	
	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Net cash generated from/(used in) operating activities	113,972	(262,995)
Net cash used in investing activities	(99,147)	(9,455)
Net cash (used in)/generated from financing activities	<u>(121,216)</u>	<u>198,437</u>
Net decrease in cash and cash equivalents	(106,391)	(74,013)
Cash and cash equivalents at 1 April	1,100,196	1,095,051
Effect of foreign exchange rate changes	<u>(90,324)</u>	<u>(2,115)</u>
Cash and cash equivalents at 30 September	<u><u>903,481</u></u>	<u><u>1,018,923</u></u>
Analysis of the balances of cash and cash equivalents		
Bank balances and cash	<u><u>903,481</u></u>	<u><u>1,018,923</u></u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2022

(1) BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the Hong Kong Accounting Standard (“**HKAS**”) 34 “*Interim Financial Reporting*” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(2) PRINCIPAL ACCOUNTING POLICIES

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

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“**HKFRSs**”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2022 are the same as those presented in the Group’s annual consolidated financial statements for the year ended 31 March 2022.

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual periods beginning on or after 1 April 2022 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

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

(3) SEGMENT INFORMATION

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

Six months ended 30 September 2022 (unaudited)

	Manufacture of watches and trading of watch movements <i>HK\$'000</i>	Property development and investment <i>HK\$'000</i>	Hotel operation <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
REVENUE				
External sales	<u>227,886</u>	<u>–</u>	<u>38,405</u>	<u>266,291</u>
RESULT				
Segment result	<u>3,825</u>	<u>74,378</u>	<u>16,097</u>	94,300
Bank interest income				3,093
Unallocated other income				3,007
Unallocated other expenses				(22,998)
Finance costs				(48,746)
Share of results of associates				(26)
Share of results of joint ventures				<u>(4,656)</u>
Profit before taxation				23,974
Income tax expense				<u>(2,669)</u>
Profit for the period				<u><u>21,305</u></u>

(3) **SEGMENT INFORMATION** (continued)

Six months ended 30 September 2021 (unaudited)

	Manufacture of watches and trading of watch movements <i>HK\$'000</i>	Property development and investment <i>HK\$'000</i>	Hotel operation <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
REVENUE				
External sales	<u>343,281</u>	<u>475</u>	<u>30,363</u>	<u>374,119</u>
RESULT				
Segment result	<u>5,464</u>	<u>88,138</u>	<u>10,164</u>	103,766
Bank interest income				1,850
Unallocated other income				4,414
Unallocated other expenses				(69,563)
Finance costs				(36,021)
Share of results of associates				(13)
Share of results of joint ventures				<u>59,263</u>
Profit before taxation				63,696
Income tax credit				<u>619</u>
Profit for the period				<u>64,315</u>

Segment result represents the profit earned by each segment without allocation of central administration costs, share of results of associates, share of results of joint ventures, other income and finance costs. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

(3) **SEGMENT INFORMATION** (continued)

Geographical information

The Group's main operations are located in Hong Kong and other regions in the People's Republic of China ("PRC"), North America and Europe.

The following is an analysis of the Group's revenue from external customers based on geographical location of the customers:

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong and the PRC	256,500	362,448
North America	3,042	8,626
Europe	6,665	3,045
Others	84	—
	<u>266,291</u>	<u>374,119</u>

(4) **OTHER INCOME**

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Bank interest income	3,093	1,850
Government subsidies	3,017	—
Sundry income	1,661	442
	<u>7,771</u>	<u>2,292</u>

(5) OTHER LOSS – NET

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Gain on disposal of property, plant and equipment	–	382
Loss on fair value changes of financial assets at fair value through profit or loss	(24,585)	(52,006)
	<u>(24,585)</u>	<u>(51,624)</u>

(6) FINANCE COSTS

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Interest on:		
Bank loans and overdrafts	66,036	44,579
Lease liabilities	1,831	1,450
	<u>67,867</u>	<u>46,029</u>
Total borrowing costs	67,867	46,029
Less: Amounts capitalised to investment properties and properties under development for sale	(19,121)	(10,008)
	<u>48,746</u>	<u>36,021</u>

(7) **PROFIT BEFORE TAXATION**

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Profit before taxation has been arrived at after charging:		
Staff costs including directors' emoluments	52,197	50,124
Depreciation of property, plant and equipment	4,105	5,336
Depreciation of right-of-use assets	11,845	12,915
Cost of inventories recognised as an expense	204,467	321,851
Net foreign exchange loss	61,538	–
Expenses relating to short-term leases	355	538
and after crediting/(charging):		
Gross rental income	38,405	30,363
Less: Outgoings	(18,045)	(17,308)
Net rental income	20,360	13,055

(8) **INCOME TAX (EXPENSE)/CREDIT**

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Other jurisdictions		
– Current period	(2)	(120)
Deferred tax		
– Current period	(2,667)	739
	(2,669)	619

Hong Kong Profits Tax is calculated at 16.5% (six months ended 30 September 2021: 16.5%) on the estimated assessable profits for the period.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

(9) EARNINGS PER SHARE

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

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Earnings		
Earnings for the purpose of basic and diluted earnings per share (Profit for the period attributable to owners of the Company)	<u>21,330</u>	<u>64,354</u>
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	<u>945,239,793</u>	<u>968,357,596</u>

No diluted earnings per share is presented for both periods as there were no potential ordinary shares in issue.

(10) DIVIDENDS

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Dividends recognised as distribution during the period:		
2022 final dividend of 3.0 HK cents (2021: 3.0 HK cents) per share	<u>28,262</u>	<u>29,037</u>

Subsequent to the end of the reporting period, the Directors proposed an interim dividend of 0.5 HK cent (2021: 0.5 HK cent) per share be paid to the shareholders of the Company whose names appear in the Register of Members on 16 December 2022.

(11) INVESTMENT PROPERTIES

HK\$'000

FAIR VALUE

At 1 April 2021 (audited)	3,946,423
Additions	131,715
Acquired on an acquisition of a subsidiary	132,464
Increase in fair value recognised in profit or loss	134,757
Exchange realignment	2,603
	<hr/>
At 31 March 2022 (audited)	4,347,962
Additions	112,859
Increase in fair value recognised in profit or loss	140,984
Exchange realignment	(54,291)
	<hr/>
At 30 September 2022 (unaudited)	<u>4,547,514</u>

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The fair values of the investment properties located in Hong Kong at 30 September 2022 have been arrived at on the basis of a valuation carried out on that date by Cushman & Wakefield Limited and Savills Valuation and Professional Services Limited, independent qualified professional valuers not connected with the Group.

The fair value of the investment property located in the PRC at 30 September 2022 has been arrived at on the basis of a valuation carried out on that date by Knight Frank Petty Limited, independent qualified professional valuer not connected with the Group.

The fair value of the Group's investment property located in the United Kingdom at 30 September 2022 has been arrived at on the basis of a valuation carried out by Savills (UK) Limited, independent qualified professional valuer not connected with the Group.

The fair value of the Group's investment property located in Japan at 30 September 2022 has been arrived at on the basis of a valuation carried by CBRE K.K., independent qualified professional valuer not connected with the Group.

The fair values of the completed investment properties located in Hong Kong and the United Kingdom and the land located in Japan were determined based on direct comparison approach, where the values are assessed by reference to the comparable properties in close proximity and adjusted for differences in key attributes such as property size and location.

(11) INVESTMENT PROPERTIES (continued)

The fair values of the investment properties under construction located in Hong Kong and the PRC were determined by using residual approach with the basis that the investment properties will be developed and completed in accordance with the latest development proposals and taken into account the construction costs that will be expended to complete the development to reflect the quality of the completed development.

(12) BILLS RECEIVABLES

As at the end of the reporting period, there is no bills receivable (31 March 2022: approximately HK\$762,000 are aged within 30 days).

(13) TRADE RECEIVABLES, DEPOSITS AND PREPAYMENTS

The Group has a policy of allowing an average credit period of 30 days to its trade customers.

The following is an ageing analysis of trade receivables net of allowance for credit losses presented based on the invoice date at the end of the reporting period:

	At 30 September 2022 (unaudited) HK\$'000	At 31 March 2022 (audited) HK\$'000
Within 30 days	16,269	30,332
31 to 90 days	8,142	22,906
91 to 180 days	275	6,912
Over 180 days	7,193	3,256
	31,879	63,406

(14) TRADE AND BILLS PAYABLES

The following is an ageing analysis of trade and bills payables presented based on the invoice date:

	At 30 September 2022 (unaudited) HK\$'000	At 31 March 2022 (audited) HK\$'000
Within 30 days	22,859	53,045
31 to 90 days	16,296	14,973
91 to 180 days	–	16
Over 180 days	487	562
	<u>39,642</u>	<u>68,596</u>

(15) SHARE CAPITAL

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.1 each		
Authorised:		
At 1 April 2021 (audited), 31 March 2022 (audited) and 30 September 2022 (unaudited)	<u>1,500,000,000</u>	<u>150,000</u>
Issued and fully paid:		
At 1 April 2021 (audited)	970,172,962	97,017
Cancelled on repurchase of shares	<u>(20,866,000)</u>	<u>(2,086)</u>
At 31 March 2022 (audited)	949,306,962	94,931
Cancelled on repurchase of shares	<u>(21,580,000)</u>	<u>(2,158)</u>
At 30 September 2022 (unaudited)	<u>927,726,962</u>	<u>92,773</u>

(16) CAPITAL COMMITMENTS

	At 30 September 2022 (unaudited) HK\$'000	At 31 March 2022 (audited) HK\$'000
Contracted for but not provided:		
Construction of properties	134,001	192,767
Investment properties	1,334	9,039
	<u>135,335</u>	<u>201,806</u>

(17) RELATED PARTY TRANSACTIONS

(1) The Group's balances with related parties are as follows:

	At 30 September 2022 (unaudited) HK\$'000	At 31 March 2022 (audited) HK\$'000
Advance to an associate	9,786	9,786
Advance to a joint venture	48,701	48,701
Advance from an associate	4,405	4,405
Advance from a joint venture	<u>208,868</u>	<u>179,368</u>

(2) The compensation to key management personnel during the period was approximately HK\$17,226,000 (six months ended 30 September 2021: approximately HK\$17,826,000).

(18) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

(i) *Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis*

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement data;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and input(s) used).

Financial assets/ Financial liabilities	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
	30/09/2022 (unaudited) HK\$'000	31/03/2022 (audited) HK\$'000			
Listed equity securities classified as financial assets at fair value through profit or loss	67,194	82,187	Level 1	Quoted bid prices in an active market	N/A
Listed fund investments classified as financial assets at fair value through profit or loss	13,447	17,986	Level 1	Quoted bid prices in an active market	N/A
Unlisted equity security classified as financial assets at fair value through profit or loss	23,550	23,484	Level 3	Recent transaction price/ Option pricing model	Recent transaction price/Volatility of equity value
Unlisted fund investments classified as financial assets at fair value through profit or loss	68,138	59,200	Level 3	Net asset value ^(note)	Net asset value ^(note)

(18) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)**(i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis** (continued)

Financial assets/ Financial liabilities	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
	30/09/2022 (unaudited) HK\$'000	31/03/2022 (audited) HK\$'000			
Unlisted debt instruments classified as financial assets at fair value through profit or loss	6,330	8,024	Level 2	Underlying assets has quoted price in an active market	N/A
Equity linked notes	-	8,950	Level 2	Underlying assets has quoted price in an active market	N/A
Interest rate swaps classified as derivative financial instruments	Liabilities- -	Liabilities- 21	Level 2	Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contracted interest rates, discounted at a rate that reflect the credit risk of various counterparties	N/A

Note: The net asset value is mainly attributable from an underlying unlisted investment with its fair value is determined with reference to the recent transaction price of the investment.

In June 2021, an unlisted equity security of approximately HK\$15,667,000 was listed on The Toronto Stock Exchange, with its shares traded in an active market. Therefore, the fair value of the investment as at 30 September 2022 was determined based on a published price quotation available on The Toronto Stock Exchange and was classified as Level 1 of the fair value hierarchy.

Other than the transfer of the equity security from Level 3 to Level 1 explained above there were no transfers between the levels of the fair value hierarchy during the period.

(18) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

(ii) *Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis*

The Directors estimate the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flow analysis.

(iii) *Reconciliation of Level 3 fair value measurements*

	Unlisted warrant investment <i>HK\$'000</i>	Unlisted debt securities <i>HK\$'000</i>	Unlisted equity security <i>HK\$'000</i>	Unlisted fund investments <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2021 (audited)	2,880	10,995	44,172	113,040	171,087
Purchase	–	–	–	19,662	19,662
Settlement	–	(10,833)	–	(41,413)	(52,246)
Redemption	–	–	–	(53,666)	(53,666)
Transfer out of Level 3	–	–	(15,667)	–	(15,667)
Disposal	–	–	(751)	–	(751)
Total (losses)/gains in profit or loss	(2,880)	(162)	(4,270)	21,577	14,265
At 31 March 2022 and 1 April 2022 (audited)	–	–	23,484	59,200	82,684
Purchase	–	–	–	8,336	8,336
Total losses in profit or loss – unrealised	–	–	66	602	668
At 30 September 2022 (unaudited)	–	–	23,550	68,138	91,688

INTERIM DIVIDEND

The Directors resolved to declare an interim dividend of 0.5 HK cent (2021: 0.5 HK cent) per share.

BUSINESS REVIEW

The Group's turnover for the six months ended 30 September 2022 was approximately HK\$266,291,000 as compared with HK\$374,119,000 over the same period last year. Net profit attributable to shareholders of the Company for the six months ended 30 September 2022 was approximately HK\$21,330,000 as compared with approximately HK\$64,354,000 over the same period in 2021.

During the period under review, the performance of the property development and investment business was satisfactory.

The Group's boutique hotel division performed well, achieving increases in turnover and profit during the period under review.

During the same period, the Group's watch manufacturing and watch component trading division recorded decreases in turnover and profit.

PROSPECTS

With the worldwide interest rate hike and China's stringent COVID policy, the Group expects that the improvement in the performance of its watch and watch component business may be delayed.

The Group's boutique hotel business is anticipated to maintain its improvement in occupancy and rates in view of the gradual relaxation of COVID-19 related travel restrictions in the region.

The Group will continue to market the two remaining houses at 45 Tai Tam Road, Hong Kong, a joint venture project with BPE Asia Real Estate Fund L.P.

The Group's luxurious residential project at 1 South Bay Close has topped off and the construction work is expected to complete in the first half year of 2023.

The superstructure construction work of the Group's Phase III mixed use project at 88 Queen Street East in Toronto, Canada is progressing well and according to schedule. On 29 November 2022, the Board considered the business plan submitted by the Canadian management to transfer certain residential properties (31 Condominium units) under development for sale ("**transferred units**") of the Group in this project to investment properties. Based on the feasibility study submitted by the Group's marketing consultant about the current and expected market conditions, the Board adopted this change in use from the original plan to sell the transferred units after completion to the rental of the transferred units out to third parties on longer lease terms. As at 30 September 2022, the book cost of the transferred units were approximately HK\$64,000,000.

FINANCIAL REVIEW

Liquidity and financial resources

At 30 September 2022, the Group's total borrowings were approximately HK\$4,645 million. The maturity profile spreads over a period of 30 years, with approximately HK\$1,235 million repayable within one year, approximately HK\$3,205 million within two to five years and approximately HK\$205 million beyond five years.

At 30 September 2022, the Group's gearing ratio was 1.36 (31 March 2022: 1.25) which is calculated based on the Group's long-term bank borrowings of approximately HK\$3,410 million and shareholders' funds of approximately HK\$2,512 million.

At 30 September 2022, the Group's total bank balances and cash was approximately HK\$903 million (31 March 2022: approximately HK\$1,100 million).

Similar to last period, the Group has maintained a reasonable level of cash resources and stand-by credit facilities to provide adequate liquid funds to finance its commitments and working capital requirements.

Treasury policies

At 30 September 2022, 85% of the Group's borrowings was in HKD, 11% in CAD, 2% in GBP, 1% in JPY and 1% in USD.

At 30 September 2022, 44% of the Group's bank balances and cash was in CAD, 28% in HKD, 16% in USD, 5% in JPY, 5% in RMB and 2% in GBP.

All the Group's borrowings are variable-rate borrowings. The Group will carefully monitor its foreign exchange and interest rate exposures and utilise financial instruments such as forward contracts and interest rate swaps as necessary.

Future plans for material investments

The Group currently has no other plans for material investments. All investments, if any, will be funded by bank borrowings and the internal resources of the Group.

Charges on assets

At 30 September 2022, certain properties and bank deposits of the Group of approximately HK\$6,290 million (31 March 2022: approximately HK\$6,058 million) were pledged to secure banking facilities for the Group.

Employees

At 30 September 2022, the Group employed approximately 240 employees in Hong Kong, the PRC and other overseas countries. The staff costs recognised in profit or loss for the period including directors' emoluments amounted to approximately HK\$52 million (six months ended 30 September 2021: approximately HK\$50 million). Remuneration is determined by reference to market terms as well as the qualifications and experiences of the staff concerned. Salaries are reviewed annually and discretionary bonuses may be paid depending on individual performance and the profitability of the Group.

DIRECTORS' INTERESTS IN SHARES

At 30 September 2022, the interests of the Directors, chief executives and their associates in the shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by the Directors of Listed Companies, were as follows:

Ordinary shares of HK\$0.10 each

Name of director	Capacity	Personal interests	Corporate interests	Other interests	Total interests	Percentage of the issued share capital of the Company (note f)
Mr. Jimmy Lee Yuen Ching	Chairman	–	–	536,514,894 (notes a, b)	536,514,894	57.831%
Mr. Loewe Lee Bon Chi	Managing Director	21,720,000	–	549,514,894 (notes a, c)	571,234,894	61.574%
Mr. James Lee Yuen Kui	Managing Director	6,534	–	–	6,534	0.001%
Mr. Ricky Wai Kwong Yuen	Executive Director	–	40,994,543 (note d)	–	40,994,543	4.419%
Mr. William Chan Chak Cheung	Independent Non-executive Director	330,000	–	–	330,000	0.036%
Mr. David Sun Dai Wai	Independent Non-executive Director	–	6,067,857 (note e)	–	6,067,857	0.654%

DIRECTORS' INTERESTS IN SHARES (continued)

Notes:

- (a) 516,514,894 shares are part of the property of two discretionary trusts of which Mr. Jimmy Lee Yuen Ching and his family members and Mr. Loewe Lee Bon Chi's family members are named beneficiaries.
- (b) 20,000,000 shares are held by Mr. Jimmy Lee Yuen Ching's family member.
- (c) 33,000,000 shares are held by Mr. Loewe Lee Bon Chi's family member.
- (d) These 40,994,543 shares are part of the property of two discretionary trusts of which Mr. Ricky Wai Kwong Yuen is named beneficiary.
- (e) These 6,067,857 shares are held by Sun International Limited, the issued share capital of which are owned by Mr. David Sun Dai Wai and parties acting in concert with him. Therefore Mr. David Sun Dai Wai is deemed to be interested in the shares held by that company under the SFO.
- (f) The percentage was calculated based on a total of 927,726,962 shares in issue as at 30 September 2022.

Saved as disclosed above, at 30 September 2022, none of the directors or chief executive or any of their associates had any interests, or short positions in any shares, underlying shares or debentures of the Company or its associated corporations as defined in the SFO.

SUBSTANTIAL SHAREHOLDERS

Other than the interests of certain directors disclosed under the heading "Directors' Interests in Shares" above, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO discloses no other person as having a notifiable interest or short position in the issued share capital of the Company as at 30 September 2022.

PURCHASE, SALE OR REDEMPTION OF SHARES

Save for the Company's purchases of its own shares on the Stock Exchange as disclosed below, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during the six months ended 30 September 2022.

Month of repurchase	Number of ordinary shares of HK\$0.1 each	Price per share		Aggregate consideration paid (including expenses) HK\$
		Highest HK\$	Lowest HK\$	
April 2022	8,000	1.01	1.01	8,191
May 2022	960,000	1.05	1.01	992,041
July 2022	6,264,000	1.03	1.03	6,477,239
August 2022	2,148,000	1.03	1.01	2,197,114
September 2022	12,200,000	1.01	1.00	12,267,671
	<u>21,580,000</u>			<u>21,942,256</u>

CORPORATE GOVERNANCE

The Company had complied throughout the six months ended 30 September 2022 with the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited except for the CG Code A.4.1 and A.4.2.

Pursuant to the CG Code A.4.1, Non-executive Directors should be appointed for a specific term, subject to re-election. The Non-executive Directors of the Company were not appointed for a specific term, but are subject to retirement by rotation and re-election at the Company's Annual General Meetings in accordance with the Company's Bye-law 99(A). The Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code A.4.1.

Pursuant to the CG Code A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. In the opinion of the Board, the Chairman and Managing Director play a pivotal role in charting of corporate strategies and direction of the Group and should not be subject to retirement by rotation in consideration of the stability and continuity development of the Group. As such, the Board believes that exempting the Chairman and Managing Director from retiring from office by rotation at Annual General Meeting in accordance with the Bye-law 99(A) of the Company is in the best interest of the Group.

AUDIT AND RISK MANAGEMENT COMMITTEE

The Company has established an Audit and Risk Management Committee and its members comprise Mr. Chan Kwok Wai, Mr. Chan Chak Cheung, William and Mr. Sun Dai Wai, David, who are all Independent Non-executive Directors. The Audit and Risk Management Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed the auditing, internal control, risk management and financial reporting matters. The interim results for the six months ended 30 September 2022, which have not been audited, have been reviewed by the Audit and Risk Management Committee.

MODEL CODE

The Company has adopted a code of conduct regarding the Directors' securities transactions ("**Model Code**") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules. The Company has made specific enquiries to all Directors who have confirmed that, during the period under review, they had complied with the required standard set out in the Model Code.

By Order of the Board
LEE YUEN CHING JIMMY
Chairman

Hong Kong, 29 November 2022

As at the date of this report, the Executive Directors of the Company are Mr. Lee Yuen Ching, Jimmy, Mr. Lee Bon Chi, Loewe, Mr. Lee Yuen Kui, James, Mr. Lee Yuen Cheor, Edward and Mr. Wai Kwong Yuen Ricky; the Non-executive Director is Ms. Lee Yuen Yu, Dorothy and the Independent Non-executive Directors are Mr. Chan Chak Cheung, William, Mr. Chan Kwok Wai and Mr. Sun Dai Wai, David.

SCHEDULE OF MAJOR PROPERTIES HELD BY THE GROUP

Details of the major properties held by the Group at 30 September 2022 are as follows:

INVESTMENT PROPERTIES

Location	Lease term	Group's interest	Type
The Putman No. 202 Queen's Road Central, Sheung Wan, Hong Kong	Long term	100%	Commercial
99 Bonham Nos. 99, 101-103 Bonham Strand and No. 127 Wing Lok Street, Sheung Wan, Hong Kong	Long term	100%	Commercial
One96 No. 196 Queen's Road Central, Sheung Wan, Hong Kong	Long term	100%	Commercial
The Jervois No. 89 Jervois Street, Sheung Wan, Hong Kong	Long term	100%	Commercial
Two parcels of land located at Nos. 10 and 12 Nali Road, Yinkai Industrial Park, Economic and Technological Development Area, Nanning, Guangxi Zhuangzu Autonomous Region, the PRC	Medium term	100%	Industrial
Apartment 306, Burlington Gate, together with Parking Space 7, 25 Cork Street, London W1S 3NB, United Kingdom	Long term	100%	Residential
Apartment 503, Burlington Gate, together with Parking Space 49, 25 Cork Street, London W1S 3NB, United Kingdom	Long term	100%	Residential
No. 1 South Bay Close, Repulse Bay, Hong Kong	Medium term	100%	Residential
House No. 8, No. 39 Deep Water Bay Road, Shouson Hill, Hong Kong	Medium term	100%	Residential

SCHEDULE OF MAJOR PROPERTIES HELD BY THE GROUP (continued)

INVESTMENT PROPERTIES (continued)

Location	Lease term	Group's interest	Type
House No. 26, Le Palais, No. 8 Pak Pat Shan Road, Tai Tam, Hong Kong	Medium term	100%	Residential

PROPERTIES UNDER DEVELOPMENT FOR SALE

Location	Group's accounting classification	Group's interest	Site area (sq. m.)	Residential (sq. m.)	Retail and office (sq. m.)	Development status	Expected completion date
88 Queen Street East, Toronto, Ontario, Canada	Subsidiary	100%	3,197	39,701	10,360	The superstructure construction is underway	2024

INVENTORY OF UNSOLD PROPERTIES

Location	Group's accounting classification	Group's interest	Residential (sq. m.)	Development status
House No. 1 and House No. 6, 45 Tai Tam Road, Hong Kong	Joint venture (<i>Note</i>)	50%	889	Completed

Total held through the joint venture: 889
– of which attributable to the Group: 444.5

Note: The carrying amount of the interest in joint venture as at 30 September 2022 represented 4.10% of the total assets of the Group.