



Tian Teck Land Limited

Stock Code : 266

INTERIM REPORT

for the six months ended
30 September 2024

2024

Tian Teck Land Limited

Interim Report

(Expressed in Hong Kong dollars)

The Board of Directors would like to announce the unaudited consolidated results of the Group for the half year ended 30 September 2024. These results have been reviewed in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), by KPMG, certified public accountants in Hong Kong, and the audit committee with no disagreement. The unmodified review report of the auditor is attached.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME for the six months ended 30 September 2024 – unaudited

	<i>Note</i>	<i>Six months ended 30 September</i>	
		2024	2023
		\$'000	\$'000
Revenue	3	156,388	153,448
Cost of services		(49,868)	(48,771)
		<hr/>	<hr/>
Gross profit		106,520	104,677
Other revenue	5	11,949	11,637
Other net income/(loss)	5	1,026	(2,092)
Administrative expenses		(20,228)	(19,717)
		<hr/>	<hr/>
Profit from operations before valuation changes in investment properties		99,267	94,505
Valuation (losses)/gains on investment properties	10(b)	(603,577)	386,147
		<hr/>	<hr/>
(Loss)/profit from operations after valuation changes in investment properties		(504,310)	480,652
Finance costs	6(a)	(5,496)	(5,363)
		<hr/>	<hr/>
(Loss)/profit before taxation	6	(509,806)	475,289
Income tax	7	(13,418)	(13,423)
		<hr/>	<hr/>
(Loss)/profit and total comprehensive income for the period		(523,224)	461,866
		<hr/>	<hr/>
Attributable to:			
– Equity shareholders of the Company		(277,829)	233,360
– Non-controlling interests		(245,395)	228,506
		<hr/>	<hr/>
(Loss)/profit and total comprehensive income for the period		(523,224)	461,866
		<hr/>	<hr/>
(Loss)/earnings per share – basic and diluted	9	\$(0.59)	\$0.49
		<hr/>	<hr/>

The notes on pages 5 to 10 form part of this interim financial report. Details of dividends payable to equity shareholders of the Company are set out in note 8.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
at 30 September 2024 – unaudited

	Note	At 30 September 2024		At 31 March 2024	
		\$'000	\$'000	\$'000	\$'000
Non-current assets					
Fixed assets	10				
– Investment properties			7,400,582		8,001,439
– Other properties, plant and equipment			<u>46,538</u>		<u>48,521</u>
			7,447,120		8,049,960
Deferred tax assets			<u>223</u>		<u>95</u>
			7,447,343		8,050,055
Current assets					
Accounts receivable, deposits and prepayments	11	118,262		114,446	
Pledged bank deposits		9,110		9,302	
Cash and cash equivalents	12	<u>656,553</u>		<u>570,577</u>	
		<u>783,925</u>		<u>694,325</u>	
Current liabilities					
Other payables and accruals	13	36,000		29,199	
Deposits received		107,709		113,308	
Provision for long service payments		2,887		2,556	
Dividends payable		47,473		–	
Dividends payable to non-controlling interests		44,993		–	
Current tax payable		<u>6,492</u>		<u>2,038</u>	
		<u>245,554</u>		<u>147,101</u>	
Net current assets			<u>538,371</u>		<u>547,224</u>
Total assets less current liabilities			7,985,714		8,597,279
Non-current liabilities					
Bank loan – secured		200,000		200,000	
Government lease premiums payable		1,408		1,408	
Deferred tax liabilities		<u>126,897</u>		<u>122,772</u>	
			<u>328,305</u>		<u>324,180</u>
NET ASSETS			<u>7,657,409</u>		<u>8,273,099</u>
CAPITAL AND RESERVES					
Share capital			121,830		121,830
Reserves			<u>3,898,484</u>		<u>4,223,786</u>
			4,020,314		4,345,616
Non-controlling interests			<u>3,637,095</u>		<u>3,927,483</u>
TOTAL EQUITY			<u>7,657,409</u>		<u>8,273,099</u>

The notes on pages 5 to 10 form part of this interim financial report.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the six months ended 30 September 2024 – unaudited

Note	<i>Attributable to equity shareholders of the Company</i>				<i>Non-</i>	<i>Total equity</i> \$'000
	<i>Share capital</i> \$'000	<i>Revaluation reserve</i> \$'000	<i>Retained earnings</i> \$'000	<i>Total</i> \$'000	<i>controlling interests</i> \$'000	
Balance at 1 April 2023	121,830	900,951	3,200,313	4,223,094	3,809,323	8,032,417
Changes in equity for the six months ended 30 September 2023:						
Profit and total comprehensive income for the period	–	–	233,360	233,360	228,506	461,866
Dividends approved in respect of the previous financial year	8(b)	–	(42,726)	(42,726)	–	(42,726)
Dividends payable to non-controlling interests		–	–	–	(41,393)	(41,393)
Balance at 30 September 2023 and 1 October 2023	121,830	900,951	3,390,947	4,413,728	3,996,436	8,410,164
Changes in equity for the six months ended 31 March 2024:						
Loss and total comprehensive income for the period	–	–	(39,628)	(39,628)	(40,158)	(79,786)
Dividends declared in respect of the current financial year	8(a)	–	(28,484)	(28,484)	–	(28,484)
Dividends paid to non-controlling interests		–	–	–	(28,795)	(28,795)
Balance at 31 March 2024 and 1 April 2024	121,830	900,951	3,322,835	4,345,616	3,927,483	8,273,099
Changes in equity for the six months ended 30 September 2024:						
Loss and total comprehensive income for the period	–	–	(277,829)	(277,829)	(245,395)	(523,224)
Dividends approved in respect of the previous financial year	8(b)	–	(47,473)	(47,473)	–	(47,473)
Dividends payable to non-controlling interests		–	–	–	(44,993)	(44,993)
Balance at 30 September 2024	121,830	900,951	2,997,533	4,020,314	3,637,095	7,657,409

The notes on pages 5 to 10 form part of this interim financial report.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
for the six months ended 30 September 2024 – unaudited

	<i>Six months ended 30 September</i>	
	2024	2023
	\$'000	\$'000
Operating activities		
Cash generated from operations	87,054	113,502
Tax paid	(4,967)	(5,135)
Net cash generated from operating activities	82,087	108,367
Investing activities		
Payment for purchase of fixed assets other than investment properties	(202)	(488)
Payment for expenditure on investment properties	(1,726)	–
Decrease/(increase) in pledged bank deposits	192	(2,559)
Other cash flows arising from investing activities	11,317	10,338
Net cash generated from investing activities	9,581	7,291
Financing activities		
Other cash flows arising from financing activities	(5,734)	(5,553)
Net cash used in financing activities	(5,734)	(5,553)
Net increase in cash and cash equivalents	85,934	110,105
Cash and cash equivalents at 1 April	570,577	511,641
Effect of foreign exchange rates changes	42	(115)
Cash and cash equivalents at 30 September	656,553	621,631

The notes on pages 5 to 10 form part of this interim financial report.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

1 Basis of preparation

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 28 November 2024.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the consolidated financial statements for the year ended 31 March 2024, except for the accounting policy changes that are expected to be reflected in the consolidated financial statements for the year ending 31 March 2025. Details of these changes in accounting policies are set out in note 2.

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

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the consolidated financial statements for the year ended 31 March 2024. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the HKICPA. KPMG’s independent review report to the Board of Directors is included on page 18.

The financial information relating to the financial year ended 31 March 2024 that is included in the interim financial report as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance is as follows:

The Company has delivered the consolidated financial statements for the year ended 31 March 2024 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance.

The Company’s auditor has reported on those consolidated financial statements. The auditor’s report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance.

2 Changes in accounting policies

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group:

- Amendments to HKAS 1, *Presentation of financial statements: Classification of liabilities as current or non-current*
- Amendments to HKAS 1, *Presentation of financial statements: Non-current liabilities with covenants*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 Revenue

The principal activity of the Group is property investment.

Revenue represents gross rental income received and receivable from investment properties.

The Group's customer base is diversified and includes only one customer (2023: one customer) with whom transactions have exceeded 10% of the Group's revenue. During the period, revenue from this customer amounted to approximately \$18,182,000 (2023: \$19,416,000).

4 Segment information

The Group has a single reportable segment which is "Property leasing". Accordingly, the business segment information for this sole reportable segment is equivalent to the consolidated figures.

No separate geographical information is presented as the Group's revenue and results of property leasing were derived from Hong Kong and Mainland China.

5 Other revenue and net income/(loss)

	<i>Six months ended 30 September</i>	
	<i>2024</i>	<i>2023</i>
	<i>\$'000</i>	<i>\$'000</i>
Other revenue		
Interest income	11,570	11,475
Others	379	162
	<u>11,949</u>	<u>11,637</u>
Other net income/(loss)		
Net foreign exchange gain/(loss)	1,027	(2,091)
Net loss on disposals of fixed assets	(1)	(1)
	<u>1,026</u>	<u>(2,092)</u>

6 (Loss)/profit before taxation

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

	<i>Six months ended 30 September</i>	
	<i>2024</i>	<i>2023</i>
	<i>\$'000</i>	<i>\$'000</i>
(a) Finance costs		
Interest on bank loan	5,354	5,220
Other borrowing costs	125	125
Interest on government lease premiums payable	17	18
	<u>5,496</u>	<u>5,363</u>
(b) Other items		
Depreciation charge	2,185	2,296
Impairment losses on accounts receivable	2,039	1,095
	<u>2,039</u>	<u>1,095</u>

7 Income tax

	<i>Six months ended 30 September</i>	
	<i>2024</i>	<i>2023</i>
	<i>\$'000</i>	<i>\$'000</i>
Current tax		
Hong Kong Profits Tax	9,400	9,315
Mainland China – Enterprises Income Tax (“EIT”)	21	25
	9,421	9,340
	-----	-----
Deferred tax		
Changes in fair value of investment properties	(128)	(34)
Origination and reversal of temporary differences	4,125	4,117
	3,997	4,083
	-----	-----
	13,418	13,423
	=====	=====

The provision for Hong Kong Profits Tax is calculated at 16.5% (2023: 16.5%) of the estimated assessable profits for the six months ended 30 September 2024, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first \$2,000,000 of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for this subsidiary was calculated at the same basis in 2023. EIT is calculated based on the applicable rate of taxation in accordance with the relevant tax rules and regulations of Mainland China.

8 Dividends

(a) Dividends payable to equity shareholders of the Company attributable to the interim period

	<i>Six months ended 30 September</i>	
	<i>2024</i>	<i>2023</i>
	<i>\$'000</i>	<i>\$'000</i>
Interim dividend declared after the interim period of \$0.06 per share (2023: \$0.06 per share)	28,484	28,484
	=====	=====

The interim dividend declared after the interim period has not been recognised as a liability at the end of the reporting period.

8 Dividends (Continued)

(b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved during the interim period

<i>Six months ended 30 September</i>	
2024	2023
\$'000	\$'000

Final dividend in respect of the previous financial year, approved during the following interim period, of \$0.10 per share (year ended 31 March 2023: \$0.09 per share)	47,473	42,726
--	---------------	---------------

9 (Loss)/earnings per share – basic and diluted

The calculation of basic (loss)/earnings per share is based on the loss attributable to equity shareholders of the Company of \$277,829,000 (2023: a profit of \$233,360,000) and 474,731,824 (2023: 474,731,824) shares in issue during the period. There were no potential dilutive shares in existence during the six months ended 30 September 2024 and 2023.

10 Fixed assets

- (a) During the period, additions in the investment properties amounted to \$1,726,000 (six months ended 30 September 2023: Nil).
- (b) The investment properties in Hong Kong and Mainland China were revalued at 30 September 2024 by Vigers Appraisal and Consulting Limited, an independent firm of professional valuers who have among their staff Fellows of The Hong Kong Institute of Surveyors with recent experience in the location and category of properties being valued, on a market value basis. The fair value of investment properties was determined using income capitalisation approach which capitalised the net rental income of the properties and taking into account the occupancy rate and reversionary income potential of properties after the expiry of the current leases. As a result of the update, valuation losses of \$603,577,000 (2023: gains of \$386,147,000) on investment properties have been recognised in the consolidated statement of profit or loss and other comprehensive income. The valuation changes will only affect the accounting profit or loss but not the cash flows of the Group.
- (c) Fixed assets of the Group with carrying value of \$6,976,622,000 as at 30 September 2024 (31 March 2024: \$7,523,078,000) were pledged to secure banking facilities of up to \$300,000,000 granted to the Company's subsidiary, Associated International Hotels Limited. The outstanding bank loan was \$200,000,000 as at 30 September 2024 (31 March 2024: \$200,000,000).

11 Accounts receivable, deposits and prepayments

The ageing analysis of accounts receivable (net of allowance for credit losses) which was included in accounts receivable, deposits and prepayments as of the end of the reporting period is as follows:

	At 30 September 2024 \$'000	At 31 March 2024 \$'000
Current (Note)	102,718	89,328
Less than 1 month past due	1,142	5,636
1 to 3 months past due	861	4,554
More than 3 months but less than 12 months past due	402	1,159
More than 12 months past due	2,492	3,519
Amounts past due	4,897	14,868
Total accounts receivable, net of allowance for credit losses	107,615	104,196
Deposits and prepayments	10,647	10,250
	118,262	114,446

Note: The amount includes the receivable for lease incentives of \$100,589,000 (31 March 2024: \$88,893,000) which is not past due. The movement in the said receivable during the period will only affect the accounting revenue but not the contractual cash flows of the Group.

Debts are generally due on the 1st day of each month and 10 to 14 days are allowed for settlement or else interest will be charged. Legal action will be taken against past due debtors whenever the situation is appropriate.

12 Cash and cash equivalents

	At 30 September 2024 \$'000	At 31 March 2024 \$'000
Deposits with banks	627,523	543,835
Cash at bank and in hand	29,030	26,742
	656,553	570,577

13 Other payables and accruals

All of the other payables and accruals are expected to be settled within one year.

14 Commitments

Capital commitments outstanding at the end of the reporting period not provided for in the interim financial report were as follows:

	At 30 September 2024 \$'000	At 31 March 2024 \$'000
Contracted for	323	949

INTERIM DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has resolved that an interim dividend of \$0.06 per share (2023: \$0.06 per share) will be paid on Friday, 17 January 2025 to members whose names appear on the register of members of the Company on Wednesday, 18 December 2024. The register of members of the Company will be closed for the purpose of determining entitlement to the said interim dividend from Monday, 16 December 2024 to Wednesday, 18 December 2024, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Friday, 13 December 2024.

BUSINESS REVIEW AND COMMENTARY

- The Group achieved a profit from operations before valuation changes in investment properties of \$99.3 million for the half year ended 30 September 2024, representing an increase of approximately 5.0% compared with the corresponding period of last year. The increase was mainly due to increase in rental income from iSQUARE compared to the corresponding period of last year.
- Valuation losses on investment properties for the half year ended 30 September 2024 amounted to \$603.6 million, compared with the net valuation gains of \$386.1 million for the corresponding period of last year. The valuation changes will only affect the accounting profit or loss but not the cash flows of the Group.
- The Group recorded a loss attributable to equity shareholders of \$277.8 million for the half year ended 30 September 2024, compared with a profit attributable to equity shareholders of \$233.4 million for the corresponding period of last year.
- iSQUARE is a commercial complex housing retail, entertainment, food and beverage establishments. Rental income from iSQUARE amounted to approximately \$150.5 million for the half year ended 30 September 2024, representing an increase of approximately 3.2% compared with the corresponding period of last year. The occupancy rate at 30 September 2024 was approximately 77.0% (30 September 2023: 80.0%).
- The Group's investment properties, comprising four floors of Goodluck Industrial Centre in Lai Chi Kok and one floor of a commercial building in Guangzhou in the People's Republic of China, continued to generate rental income during the period.
- The total equity for the Group at 30 September 2024 was \$7,657.4 million, compared with \$8,273.1 million at 31 March 2024.
- On 7 October 2013, Associated International Hotels Limited ("AIHL"), a 50.01% owned subsidiary, entered into a facility agreement with a bank comprising of a 3-year term loan facility of up to \$200 million and a 3-year revolving loan facility of up to \$100 million both at floating interest rate. Following the first supplemental agreement for extension of the facilities to 8 October 2021, AIHL entered into the second supplemental agreement with the bank on 23 August 2021 for extension of the facilities for three years to 8 October 2024. With the agreement of the lending bank, the facilities have been further extended for two additional years to 8 October 2026. At 30 September 2024, the banking facilities were utilised to the extent of \$200 million (31 March 2024: \$200 million) and the Group's gearing ratio (calculated as total bank loans divided by total equity) was 2.6% (31 March 2024: 2.4%).

BUSINESS REVIEW AND COMMENTARY (Continued)

- At 30 September 2024, the total number of employees of the Group, excluding the staff employed by Cushman & Wakefield Property Management Limited for general building and property management of iSQUARE, was 38 (30 September 2023: 36) and the related costs incurred during the period were approximately \$14.1 million (30 September 2023: \$13.0 million).
- Save as disclosed in this report, there has been no further material change to the information contained in the Company's annual report for the year ended 31 March 2024 which necessitates additional disclosure to that made herein.

OUTLOOK

With the change in consumption patterns of local residents and visitors, despite the various initiatives introduced by the Hong Kong government to boost market sentiment, the business environment remains challenging for retail and catering sectors. The management will continue to take appropriate measures to cope with current situation. It is expected that the rental income from iSQUARE and the results from operations of the Group for the second half year would remain stable.

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2024, the directors and chief executives of the Company had the following interests in the shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code"):

(a) The Company

Name	Number of shares			Approximate	
	Personal interests ¹	Family interests ²	Other interests	Total beneficial interests	% of total issued voting shares
Cheong Kheng Lim	46,023,872	115,292	–	46,139,164	9.72%
Cheong Keng Hooi	26,862,036	1,002,384	–	27,864,420	5.87%
Cheong Sim Lam	1,099,504	–	–	1,099,504	0.23%
Cheong Chong Ling	412,000	–	–	412,000	0.09%
Cheong Tiong Ham	270,000	–	–	270,000	0.06%
Cheong Chin Joo Gerald	7,205,333	500,000	–	7,705,333	1.62%

**INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN SHARES,
UNDERLYING SHARES AND DEBENTURES** (Continued)

(b) Associated International Hotels Limited

<i>Name</i>	<i>Number of ordinary shares</i>				<i>Approximate % of total issued voting shares</i>
	<i>Personal interests¹</i>	<i>Family interests²</i>	<i>Other interests</i>	<i>Total beneficial interests</i>	
Cheong Kheng Lim	24,555,715	1,034,000	–	25,589,715	7.11%
Cheong Keng Hooi	11,759,839	275,280	–	12,035,119	3.34%
Cheong Sim Lam	1,807,155	24,000	–	1,831,155	0.51%
Cheong Chong Ling	1,588,000	–	–	1,588,000	0.44%
Cheong Tiong Ham	1,068,000	8,009	–	1,076,009	0.30%
Cheong Chin Joo Gerald	2,225,000	–	–	2,225,000	0.62%

(c) Tian Teck Investment Holding Co., Limited

<i>Name</i>	<i>Number of ordinary shares</i>				<i>Approximate % of total issued voting shares</i>
	<i>Personal interests¹</i>	<i>Family interests²</i>	<i>Other interests</i>	<i>Total beneficial interests</i>	
Cheong Kheng Lim	25	–	–	25	25%
Cheong Keng Hooi	25	–	–	25	25%
Cheong Sim Lam	25	–	–	25	25%
Cheong Chin Joo Gerald	4 ³	4 ⁴	25 ⁵	25	25%

¹ Personal interests represent interests held in the capacity of beneficial owner.

² Family interests represent interests of spouse unless otherwise specified.

³ Mr Cheong Chin Joo Gerald is interested in 25 shares as an executor of the estate of Mr Cheong Hooi Hong, out of which he is the beneficiary of 15% of such shares (i.e. 3 and $\frac{3}{4}$ shares, rounded to 4 shares for disclosure purpose under the SFO).

⁴ The family interests of 4 shares represent interests of Mr Cheong Chin Joo Gerald's two children who are under 18. Each of them is a beneficiary of $\frac{1}{3}$ of 5 shares (i.e. 1 and $\frac{2}{3}$ shares each, rounded to 2 shares for disclosure purpose under the SFO) under the estate of Mr Cheong Hooi Hong.

⁵ The other interests of 25 shares represent interests held as an executor of the estate of Mr Cheong Hooi Hong.

Save as disclosed above, as at 30 September 2024, none of the directors or chief executives of the Company had interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2024, other than the interests of the directors and chief executives of the Company as disclosed above, the Company has been notified of the following interests in the shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

	<i>Number of shares</i>	<i>Approximate % of total issued voting shares</i>
Tian Teck Investment Holding Co., Limited	237,370,032	50.001%
Cheong Kheng Lim	46,139,164 (Note 1)	9.72%
Cheong Keng Hooi	27,864,420 (Note 2)	5.87%
Lim Yoke Soon	46,139,164 (Note 1)	9.72%
Wu Soo Huei	27,864,420 (Note 2)	5.87%

Notes:

- (1) The interest disclosed by Mr Cheong Kheng Lim is the same as the 46,139,164 shares disclosed by Ms Lim Yoke Soon. Out of the 46,139,164 shares, 46,023,872 shares were held by Mr Cheong Kheng Lim, and 115,292 shares were held by his spouse, Ms Lim Yoke Soon.
- (2) The interest disclosed by Mr Cheong Keng Hooi is the same as the 27,864,420 shares disclosed by Ms Wu Soo Huei. Out of the 27,864,420 shares, 26,862,036 shares were held by Mr Cheong Keng Hooi, and 1,002,384 shares were held by his spouse, Ms Wu Soo Huei.

Save as disclosed above, as at 30 September 2024, no other interests or short positions in the shares and underlying shares of the Company required to be recorded in the register kept by the Company under section 336 of the SFO have been notified to the Company.

PURCHASE, SALE OR REDEMPTION BY THE COMPANY AND ITS SUBSIDIARIES OF ITS LISTED SECURITIES

There were no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries during the six months ended 30 September 2024.

DISCLOSURE PURSUANT TO RULE 13.51B(1) OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE ("LISTING RULES")

Mr Cheong Chin Joo Gerald's director's emoluments for the six months ended 30 September 2024 were \$435,000, of which, \$370,000 was covered by his service contract with the Company as the chief investment officer. Given his appointments with the Company taking effect on 26 February 2024, no director's emoluments were paid to him for the six months ended 30 September 2023.

Save as aforesaid, there are no changes in the directors' emoluments at the Company level for the six months ended 30 September 2024 when compared with the last corresponding period whilst changes at the Group level are due to payment made by the Company's listed subsidiary in respect of allowances for expenses actually incurred by the executive directors. The Group's policy regarding the said expenses has not changed.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company throughout the six months ended 30 September 2024 complied with all the code provisions, where applicable, set out in Part 2 of the Corporate Governance Code in Appendix C1 to the Listing Rules, except for the deviations as disclosed hereunder:

- Code Provision C.1.8: Appropriate insurance cover in respect of legal action against directors should be arranged

Currently, the Company does not have insurance cover for legal action against its Directors. After taking into account the business nature and operational complexity and diversity of the Group, as well as the close supervision of and prudent approach adopted by the management, the Board believes that the Directors' risk of being sued or getting involved in litigation in their capacity as Directors is relatively low. Benefits to be derived from taking out insurance may not outweigh the cost. Despite it, every Director is, subject to the provisions of the applicable laws, indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities he/she may sustain or incur in or about the execution of his/her office or otherwise in relation thereto pursuant to the Articles of Association of the Company. In view of the above, the Board considers that the Directors' exposure to risk is manageable.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (Continued)

- Code Provision C.2.1: The roles of chairman and chief executive should be separated and performed by two individuals

The roles of the Chairman and chief executive officer of the Company are taken up by the same person. To avoid concentration of power and authority in any one individual, the Executive Directors have been sharing the day-to-day management of the Company's business whilst the Board is collectively responsible for formulation of objectives and strategic decisions. In addition, the Board comprises three Independent Non-executive Directors ("INEDs") with differing expertise/calibre who can provide a "check and balance" effect on the management through their high attendance at board meetings and active roles in board committees whereby ensuring a balance of power. Given consideration to the aforesaid, the Board of Directors is of the view that the structure of CEO duality does not have any adverse effect on the Company and believes that the current structure enables the Group to make and implement decisions promptly and efficiently on the one hand while achieving an equilibrium of power on the other.

- Code Provision D.2.5: Issuer should have an internal audit function and review the need for one in case of its absence annually

At present, the Company does not have an internal audit function. The Board reviewed the need for setting up one in March 2024 and considered that there was no such an immediate need after taking into account the Group's current circumstances, such as the focused nature and geographical spread of business, the relatively simple operating structure and small size of the Group and the close involvement and supervision of the management in daily operation, which could provide sufficient risk management and internal control for the Group. Despite it, the Board has taken initiatives to promote the adequacy and effectiveness of the risk management and internal control systems by creating a control environment across the Group (such as building up a corporate culture based on sound business ethics and accountability through the implementation of whistleblowing policy and procedure manuals with defined roles, responsibilities and reporting lines) and putting control activities in place (such as conducting group-wide risk assessment exercise biannually). In addition, where the external auditor of the Company considers any internal controls that are relevant to the audit of the financial statements, it will report to the audit committee any significant deficiencies in internal control identified during the audit.

In view of the above considerations, together with the review result on the effectiveness of the existing control mechanism and the potential cost to be involved, the Board is of the opinion that it is not cost effective to set up and maintain an internal audit function for the time being. Nonetheless, the Board will review the need for one on an annual basis.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (Continued)

- Code Provision E.1.5: Remuneration details of senior management should be disclosed by band in annual reports

The remuneration details of the senior management are not disclosed by band in the annual report. To ensure they are remunerated at a reasonable but not excessive rate, none of them is involved in deciding his/her own remuneration or related to the remuneration committee members (who are all INEDs and authorised to collectively determine the remuneration of the senior management based on a number of factors set out in the Company's remuneration policy). The Directors consider that the non-disclosure does not pose any negative impact on the Company. On the contrary, the disclosure of the remuneration details of the senior management may cause undue comparison among staff members, and would unnecessarily provide highly sensitive and confidential information to competitors and other third parties looking to recruit the senior management. In light of the above, the Directors are of the view that the disclosure of such information would neither provide pertinent information in furtherance of corporate governance, nor be in the interests of the members of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix C3 to the Listing Rules as its code for dealing in securities in the Company by its Directors. Specific enquiry has been made to all Directors of the Company as to whether they have complied with or whether there has been any non-compliance with the Model Code, and all Directors have confirmed compliance with the required standard set out in the Model Code during the six months ended 30 September 2024.

By order of the Board
Tian Teck Land Limited
Ng Sau Fong
Company Secretary

Hong Kong, 28 November 2024

As at the date of this report, Mr Cheong Kheng Lim, Mr Cheong Keng Hooi, Mr Cheong Sim Lam, Ms Cheong Chong Ling, Mr Cheong Tiong Ham and Mr Cheong Chin Joo Gerald are executive directors, and Mr Chow Wan Hoi, Paul, Mr Wong Yiu Tak and Mr Tse Pang Yuen are independent non-executive directors.



**REVIEW REPORT TO THE BOARD OF DIRECTORS OF
TIAN TECK LAND LIMITED**

(Incorporated in Hong Kong with limited liability)

Introduction

We have reviewed the interim financial report set out on pages 1 to 10 which comprises the consolidated statement of financial position of Tian Teck Land Limited as of 30 September 2024 and the related consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of review

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

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 September 2024 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 November 2024