



PIONEER GLOBAL GROUP LIMITED  
建生國際集團有限公司

Stock Code : 00224



INTERIM REPORT **2024**



**PIONEER GLOBAL GROUP LIMITED**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### **Executive Directors**

Rossana WANG GAW, *Chairman*

Goodwin GAW, *Vice Chairman*

Kenneth GAW, *Managing Director*

Christina GAW

Alan Kam Hung LEE

#### **Independent Non-executive Directors**

Dr. Charles Wai Bun CHEUNG, JP

Arnold Tin Chee IP

Stephen TAN

Kin CHAN

### AUDIT COMMITTEE

Dr. Charles Wai Bun CHEUNG, JP, *Chairman*

Arnold Tin Chee IP

Stephen TAN

Kin CHAN

### COMPANY SECRETARY

Clara Yuk Yee CHENG

### BANKERS

BNP Paribas

Citibank N.A. Hong Kong

Hang Seng Bank Limited

Standard Chartered Bank

(Hong Kong) Limited

The Hongkong and Shanghai Banking Corporation Limited

### SOLICITORS

Fangda Partners

Mayer Brown

### AUDITOR

CHENG & CHENG LIMITED

### REGISTERED OFFICE

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10, Bermuda

### PRINCIPAL OFFICE IN HONG KONG

18th Floor

68 Yee Wo Street

Causeway Bay

Hong Kong

### SHARE REGISTRAR & TRANSFER OFFICE IN BERMUDA

MUFG Fund Services (Bermuda) Limited

4th Floor, North Cedar House

41 Cedar Avenue

Hamilton HM 12, Bermuda

### SHARE REGISTRARS & TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited

17th Floor, Hopewell Centre

183 Queen's Road East

Hong Kong

### INFORMATION

<http://www.pioneerglobalgroup.com>

<http://www.irasia.com/listco/hk/pioneer/index.htm>

Bloomberg: 224:HK

Reuters: 0224.hk

The Board of Directors of Pioneer Global Group Limited (the “Company”) is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 September 2024, together with the comparative figures for the corresponding period in 2023 as follows:

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Notes	For the six months ended 30 September 2024 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000
Revenue	4, 5	<b>121,928</b>	125,427
Properties operating expenses		<b>(23,512)</b>	(27,792)
Staff costs		<b>(8,588)</b>	(8,489)
Depreciation		<b>(245)</b>	(373)
Other expenses		<b>(2,018)</b>	(2,171)
		<b>(34,363)</b>	(38,825)
Operating profit	4	<b>87,565</b>	86,602
Share of results of associates		<b>(86,416)</b>	(39,280)
Change in fair value of investment properties		<b>(7,346)</b>	25,100
Change in fair value of investments in equity instruments at fair value through profit or loss ("FVTPL")		<b>(13,601)</b>	(6,913)
Other gains and losses		<b>(87)</b>	(31)
Finance costs	6	<b>(60,911)</b>	(56,773)
(Loss)/profit before taxation	7	<b>(80,796)</b>	8,705
Taxation			
Current	8	<b>(1,429)</b>	(1,961)
Deferred	8	<b>(1,176)</b>	20,835
(Loss)/profit for the period		<b>(83,401)</b>	27,579
(Loss)/profit attributable to:			
Shareholders of the Company		<b>(85,847)</b>	18,098
Non-controlling interests		<b>2,446</b>	9,481
		<b>(83,401)</b>	27,579
		<b>HK cents</b>	HK cents
(Loss)/earnings per share	10	<b>(7.44)</b>	1.57

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	For the six months ended	
	30 September	
	2024	2023
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
(Loss)/profit for the period	<b>(83,401)</b>	27,579
Other comprehensive income/(expense):		
<i>Item that will not be reclassified subsequently to profit or loss:</i>		
Change in fair value of investments in equity instruments designated at fair value through other comprehensive income ("FVTOCI")	<b>22,964</b>	(7,717)
<i>Item that may be reclassified subsequently to profit or loss:</i>		
Exchange difference on translation of associates	<b>19,570</b>	(16,712)
Other comprehensive income/(expense) for the period, net of tax	<b>42,534</b>	(24,429)
Total comprehensive (expense)/income for the period	<b>(40,867)</b>	3,150
Total comprehensive (expense)/income attributable to:		
Shareholders of the Company	<b>(49,804)</b>	(5,518)
Non-controlling interests	<b>8,937</b>	8,668
	<b>(40,867)</b>	3,150

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		At 30 September 2024 (Unaudited) HK\$'000	At 31 March 2024 (Audited) HK\$'000
	Notes		
<b>ASSETS</b>			
Non-current assets			
Investment properties	11	7,883,954	7,891,300
Interests in associates	12	2,354,528	2,471,177
Equity instruments designated at FVTOCI	13	196,002	173,055
Equity instruments at FVTPL	13	137,257	150,859
Property, plant & equipment		2,198	2,448
Other assets		300	300
		<b>10,574,239</b>	10,689,139
Current assets			
Debtors, advances & prepayments	14	29,974	28,305
Tax recoverable		718	1,201
Cash & bank balances	15	385,692	302,502
		<b>416,384</b>	332,008
<b>Total assets</b>		<b>10,990,623</b>	11,021,147
<b>EQUITY</b>			
Share capital		115,404	115,404
Reserves		7,307,842	7,357,646
Shareholders' funds		<b>7,423,246</b>	7,473,050
Non-controlling interests		<b>1,121,964</b>	1,113,027
<b>Total equity</b>		<b>8,545,210</b>	8,586,077

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

		At 30 September 2024 (Unaudited) HK\$'000	At 31 March 2024 (Audited) HK\$'000
	Notes		
<b>LIABILITIES</b>			
Non-current liabilities			
Creditors & other payables	16	<b>42,282</b>	44,759
Secured bank loans	17	<b>1,263,500</b>	663,500
Deferred tax liabilities		<b>65,697</b>	64,520
		<b>1,371,479</b>	772,779
Current liabilities			
Creditors & other payables	16	<b>55,462</b>	44,764
Secured bank loans	17	<b>1,017,500</b>	1,617,500
Tax liabilities		<b>972</b>	27
		<b>1,073,934</b>	1,662,291
<b>Total liabilities</b>		<b>2,445,413</b>	2,435,070
<b>Total equity and liabilities</b>		<b>10,990,623</b>	11,021,147
<b>Net current liabilities</b>		<b>(657,550)</b>	(1,330,283)
<b>Total assets less current liabilities</b>		<b>9,916,689</b>	9,358,856

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to shareholders of the Company									
	Share capital	Share premium	Capital reserve & contributed surplus	Exchange reserve	Investment revaluation reserve	Property revaluation reserve	Retained earnings	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2024	115,404	547,748	41,242	(22,933)	88,646	174,497	6,528,446	7,473,050	1,113,027	8,586,077
Fair value change of investments in equity instruments designated at FVTOCI	-	-	-	-	16,473	-	-	16,473	6,491	22,964
Exchange on translation of associates	-	-	-	19,570	-	-	-	19,570	-	19,570
Other comprehensive income for the period	-	-	-	19,570	16,473	-	-	36,043	6,491	42,534
(Loss)/profit for the period	-	-	-	-	-	-	(85,847)	(85,847)	2,446	(83,401)
Total comprehensive income/(expense) for the period	-	-	-	19,570	16,473	-	(85,847)	(49,804)	8,937	(40,867)
<b>At 30 September 2024</b>	<b>115,404</b>	<b>547,748</b>	<b>41,242</b>	<b>(3,363)</b>	<b>105,119</b>	<b>174,497</b>	<b>6,442,599</b>	<b>7,423,246</b>	<b>1,121,964</b>	<b>8,545,210</b>



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

	Attributable to shareholders of the Company									
	Share capital	Share premium	Capital reserve & contributed surplus	Exchange reserve	Investment revaluation reserve	Property revaluation reserve	Retained earnings	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2023	115,404	547,748	41,242	(5,697)	81,493	174,497	6,611,174	7,565,861	1,105,652	8,671,513
Fair value change of investments in equity instruments designated at FVTOCI	-	-	-	-	(6,904)	-	-	(6,904)	(813)	(7,717)
Exchange on translation of associates	-	-	-	(16,712)	-	-	-	(16,712)	-	(16,712)
Other comprehensive expense for the period	-	-	-	(16,712)	(6,904)	-	-	(23,616)	(813)	(24,429)
Profit for the period	-	-	-	-	-	-	18,098	18,098	9,481	27,579
Total comprehensive (expense)/income for the period	-	-	-	(16,712)	(6,904)	-	18,098	(5,518)	8,668	3,150
<b>At 30 September 2023</b>	<b>115,404</b>	<b>547,748</b>	<b>41,242</b>	<b>(22,409)</b>	<b>74,589</b>	<b>174,497</b>	<b>6,629,272</b>	<b>7,560,343</b>	<b>1,114,320</b>	<b>8,674,663</b>

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	For the six months ended	
	30 September	
	2024	2023
	(Unaudited)	(Unaudited)
Notes	HK\$'000	HK\$'000
Net cash generated from operating activities	<b>81,276</b>	69,454
Cash flows from investing activities		
Increase in short-term bank deposits maturing after three months	–	(880)
Associates:		
Advance to associates	<b>(42,755)</b>	(65,814)
Return of capital from an associate	<b>71,584</b>	–
Distribution from associates	<b>20,974</b>	–
Financial instruments:		
Purchase of investments in equity instruments designated at FVTOCI	<b>(14)</b>	(1,168)
Additions to investments in equity instruments at FVTPL	–	(3,532)
Proceeds from return of capital of equity instruments designated at FVTOCI	<b>31</b>	195
Proceeds from return of capital of equity instruments at FVTPL	<b>1</b>	14
Dividend received from investments in equity instruments designated at FVTOCI	<b>6,767</b>	4,688
Interest received	<b>6,961</b>	5,065
Net cash generated from/(used in) investing activities	<b>63,549</b>	(61,432)

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

	Notes	For the six months ended	
		2024 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000
Cash flows from financing activities			
Repayment of lease liabilities		-	(183)
Interest paid		(60,936)	(56,590)
Other finance costs paid		(618)	-
Net cash used in financing activities		(61,554)	(56,773)
Net increase/(decrease) in cash and cash equivalents		83,271	(48,751)
Exchange difference		(81)	(29)
Cash and cash equivalents at the beginning of the period		302,502	254,706
Cash and cash equivalents at the end of the period		385,692	205,926
Analysis of the balances of cash and cash equivalents			
Bank balances, cash and deposits placed with banks up to three months' maturity	15	385,692	205,926

## NOTES TO FINANCIAL STATEMENTS

### 1. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2024 have been prepared in accordance with applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND PRINCIPAL ACCOUNTING POLICIES

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

Other than changes in accounting policies resulting from application of amendments to HKFRSs, the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 September 2024 are the same as those presented in the Group’s annual consolidated financial statements for the year ended 31 March 2024. Details of the changes in accounting policies are set out below.

#### Application of amendments to HKFRSs

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 2024 for the preparation of the Group’s unaudited condensed consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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 on the disclosures set out in these unaudited condensed consolidated financial statements.

### 3. FINANCIAL RISKS MANAGEMENT

The main risks arising from the Group’s financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. There have been no changes in the Group’s financial risk management policies and procedures since the year ended 31 March 2024.

#### 4. SEGMENT INFORMATION

Segment information is presented in respect of the Group's primary business segments. In accordance with the internal financial reporting of the Group provided to the chief operating decision maker (i.e. Board of Directors) for the purposes of allocating resources to segments, assessing their performance and making strategic decisions, the reportable and operating segments are (i) properties and hotels and (ii) investments and others.

The following are the analyses of the Group's revenue and results; assets and liabilities by reportable and operating segments for the period under review:

##### Segment Revenue and Results

For the six months ended 30 September 2024 (30 September 2023)

	Properties and hotels		Investments and others		Consolidated	
	2024	2023	2024	2023	2024	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Segment revenue</b>	<b>107,640</b>	116,173	<b>14,288</b>	9,254	<b>121,928</b>	125,427
<b>Segment results</b>	<b>73,766</b>	77,848	<b>13,894</b>	8,859	<b>87,660</b>	86,707
Unallocated corporate expenses					<b>(95)</b>	(105)
Operating profit					<b>87,565</b>	86,602
Share of results of associates	<b>(86,416)</b>	(39,280)	–	–	<b>(86,416)</b>	(39,280)
Change in fair value of investment properties	<b>(7,346)</b>	25,100	–	–	<b>(7,346)</b>	25,100
Change in fair value of investments in equity instruments at FVTPL	<b>(13,601)</b>	(6,913)	–	–	<b>(13,601)</b>	(6,913)
Other gains and losses	–	–	<b>(87)</b>	(31)	<b>(87)</b>	(31)
Finance costs					<b>(60,911)</b>	(56,773)
(Loss)/profit before taxation					<b>(80,796)</b>	8,705

Segment results represent the profit earned by each segment without allocation of general administrative expenses incurred by corporate office, share of results of associates, change in fair value of investment properties, change in fair value of investments in equity instruments at FVTPL, other gains and losses and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and performance assessment.

#### 4. SEGMENT INFORMATION (Continued)

##### Segment Assets and Liabilities

As at 30 September 2024 (31 March 2024)

	Properties and hotels		Investments and others		Consolidated	
	30 September	31 March	30 September	31 March	30 September	31 March
	2024	2024	2024	2024	2024	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment assets	<b>8,256,556</b>	8,247,938	<b>379,539</b>	302,032	<b>8,636,095</b>	8,549,970
Interests in associates	<b>2,354,528</b>	2,471,177	-	-	<b>2,354,528</b>	2,471,177
Consolidated total assets					<b>10,990,623</b>	11,021,147
Segment liabilities	<b>(2,443,246)</b>	(2,431,968)	<b>(826)</b>	(1,134)	<b>(2,444,072)</b>	(2,433,102)
Unallocated corporate liabilities					<b>(1,341)</b>	(1,968)
Consolidated total liabilities					<b>(2,445,413)</b>	(2,435,070)

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable and operating segments other than interests in associates.
- all liabilities are allocated to reportable and operating segments other than creditors and other payables of investment holding companies.

#### 4. SEGMENT INFORMATION (Continued)

##### Geographical Segments

In geographical segments, segment revenue is based on the geographical location of customers. Information about the Group's non-current assets (excluding financial instruments) is presented based on the geographical location of the assets. Overseas segments mainly include China, Thailand, Malaysia and Japan.

##### Segment revenue

For the six months ended 30 September 2024 (30 September 2023)

	<b>2024</b> <b>HK\$'000</b>	2023 HK\$'000
Hong Kong	<b>110,044</b>	120,722
Overseas	<b>11,884</b>	4,705
	<b>121,928</b>	125,427

##### Information about the Group's non-current assets

As at 30 September 2024 (31 March 2024)

	<b>30 September</b> <b>2024</b> <b>HK\$'000</b>	31 March 2024 HK\$'000
Hong Kong	<b>9,596,846</b>	9,677,671
Overseas	<b>644,134</b>	687,554
	<b>10,240,980</b>	10,365,225

## 5. REVENUE

Disaggregation of revenue from contracts with customers by major service lines is as follows:

	For the six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Property management service income	19,331	20,153
<b>Revenue from other sources</b>		
Rental income from property leasing	88,309	96,020
Dividend income		
– equity instruments designated at FVTOCI	6,767	4,688
Interest income		
– financial assets at amortised cost	7,521	4,566
	121,928	125,427

## 6. FINANCE COSTS

	For the six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
Interest on bank loans	60,293	56,761
Interest on lease liabilities	–	12
Other finance costs	618	–
	60,911	56,773



## 7. (LOSS)/PROFIT BEFORE TAXATION

	For the six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
<b>(Loss)/profit before taxation has been arrived at after charging:</b>		
Staff costs (including directors' remuneration)		
Salaries, wages and other benefits	<b>6,900</b>	6,799
Short-term lease payment for directors' quarters	<b>1,560</b>	1,560
Pension scheme contributions	<b>128</b>	130
Auditor's remuneration	<b>330</b>	325
Depreciation	<b>245</b>	373
Net exchange loss	<b>81</b>	30
<b>and after crediting:</b>		
Rental income from property leasing	<b>88,309</b>	96,020
Less: direct outgoings	<b>(3,861)</b>	(7,586)
Listed investment dividend income	<b>1,703</b>	3,998
Unlisted investment dividend income	<b>5,064</b>	690
Interest income	<b>7,521</b>	4,566

## 8. TAXATION

	For the six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
Current tax		
Hong Kong profits tax		
– current period	<b>1,429</b>	1,961
Deferred tax	<b>1,176</b>	(20,835)
	<b>2,605</b>	(18,874)

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profits for the period, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rates regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Overseas tax has been provided at the applicable rates in the countries in which the tax is levied.

## 9. INTERIM DIVIDEND

The Board of Directors does not recommend payment of any interim dividend for the period ended 30 September 2024 (2023: Nil).

## 10. (LOSS)/EARNINGS PER SHARE

(Loss)/earnings per share is calculated on loss attributable to ordinary shareholders of the Company amounting to HK\$85,847,000 (2023: profit attributable to ordinary shareholders of the Company amounting to HK\$18,098,000) and on 1,154,038,656 shares (2023: 1,154,038,656 shares) in issue during the period.

No diluted (loss)/earnings per share have been presented for the periods ended 30 September 2024 and 30 September 2023 as the Company had no dilutive potential ordinary shares during both periods.

## 11. INVESTMENT PROPERTIES

	<b>HK\$'000</b>
<b>Fair value</b>	
At 1 April 2023	7,903,300
Revaluation	(12,000)
At 31 March 2024 and 1 April 2024	<b>7,891,300</b>
Revaluation	<b>(7,346)</b>
<b>At 30 September 2024</b>	<b>7,883,954</b>

Investment properties have been valued at 30 September 2024 and 31 March 2024 by independent professional valuers who have recognised relevant professional qualifications and experiences in valuation of properties. The directors of the Company had on-going discussions with the valuers upon producing the valuation reports in respect of valuation assumption use and other inputs relevant for the valuations of the Group's investment properties.

As at 30 September 2024 and 31 March 2024, the fair value of the investment properties was determined on the basis of capitalisation of the net income receivable with due allowance for reversionary income potential.

## 12. INTERESTS IN ASSOCIATES

	<b>30 September 2024 HK\$'000</b>	31 March 2024 HK\$'000
Cost of investment	<b>170,731</b>	170,731
Share of post-acquisition reserves	<b>452,568</b>	540,389
	<b>623,299</b>	711,120
Amounts due from associates	<b>1,731,229</b>	1,760,057
	<b>2,354,528</b>	2,471,177

Included in the amounts due from associates, HK\$1,124,359,000 (31 March 2024: HK\$1,124,265,000) is unsecured, interest-free, repayable upon unanimous consent of the shareholders of an associate. The residual amounts due from associates are unsecured, interest-free, have no fixed terms of repayment and repayable on demand. The directors of the Company consider that the amounts due from associates as at the end of the reporting period form part of the net investments in the relevant associates (i.e. deemed capital contribution to the associates).

	<b>30 September 2024 HK\$'000</b>	31 March 2024 HK\$'000
Carrying value of the material associate in the consolidated financial statements:		
Supreme Key Limited	<b>1,739,849</b>	1,812,423
Aggregate carrying value of associates that are not individually material in the consolidated financial statements	<b>614,679</b>	658,754
	<b>2,354,528</b>	2,471,177

Supreme Key Limited is a limited liability company incorporated in British Virgin Islands with the principal business of hotel investment. As at 30 September 2024 and 31 March 2024, the Group owned 3 shares of Supreme Key Limited which represents 30% equity interests in the company. As at 30 September 2024, the total investment costs including amount due from Supreme Key Limited was HK\$1,855,274,000 (31 March 2024: HK\$1,812,536,000).

## 12. INTERESTS IN ASSOCIATES (Continued)

Summary of financial information of the material associate, Supreme Key Limited (accounted for as an investment entity), is as follows:

	Supreme Key Limited	
	30 September 2024 HK\$'000	31 March 2024 HK\$'000
Non-current assets	5,368,081	5,899,881
Current assets	123,166	82,287
Non-current liabilities	(3,566,031)	(3,732,957)
Current liabilities	(1,869,618)	(1,809,241)
Net assets	55,598	439,970
	For the six months ended	
	30 September 2024 HK\$'000	2023 HK\$'000
Revenue		
Net change in unrealised loss on financial assets at FVTPL	(386,435)	(161,781)
Dividend and interest income	1,787	1,677
Exchange gain and other income	291	–
Total revenue	(384,357)	(160,104)
Loss for the period	(384,372)	(156,363)
Total comprehensive expense	(384,372)	(156,363)

## 12. INTERESTS IN ASSOCIATES (Continued)

	<b>30 September 2024 HK\$'000</b>	31 March 2024 HK\$'000
Reconciled to the Company's interest in the associate:		
Gross amounts of net assets of the associate	<b>55,598</b>	439,970
Group's effective interest	<b>30.0%</b>	30.0%
Group's share of net assets of the associate	<b>16,679</b>	131,991
Amount due from the associate	<b>1,723,170</b>	1,680,432
Carrying value of the associate in the consolidated financial statements	<b>1,739,849</b>	1,812,423

## 13. INVESTMENTS IN EQUITY INSTRUMENTS DESIGNATED AT FVTOCI/EQUITY INSTRUMENTS AT FVTPL

The Group's financial instruments are measured at fair value. They are classified as equity instruments designated at FVTOCI and equity instruments at FVTPL. The financial instruments are grouped into 3 levels 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: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: fair value measurements are those derived from inputs other than quoted prices included with level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 13. INVESTMENTS IN EQUITY INSTRUMENTS DESIGNATED AT FVTOCI/EQUITY INSTRUMENTS AT FTPL (Continued)

The following table provides an analysis of the Group's financial instruments that are grouped into different levels of fair value measurements.

	30 September 2024				31 March 2024			
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
<b>Investments in equity instruments designated at FVTOCI</b>								
<i>Equity investments classified as non-current assets</i>								
Listed in Hong Kong	32,573	-	-	32,573	28,154	-	-	28,154
Unlisted in Hong Kong	-	-	37	37	-	-	37	37
Unlisted outside Hong Kong	-	-	163,392	163,392	-	-	144,864	144,864
	32,573	-	163,429	196,002	28,154	-	144,901	173,055
<b>Investments in equity instruments at FTPL</b>								
<i>Equity investments classified as non-current assets</i>								
Unlisted in Hong Kong	-	-	74,032	74,032	-	-	85,140	85,140
Unlisted outside Hong Kong	-	-	63,225	63,225	-	-	65,719	65,719
	-	-	137,257	137,257	-	-	150,859	150,859
Total	32,573	-	300,686	333,259	28,154	-	295,760	323,914

The fair value of the listed investments are measured using quoted prices in active market (level 1 inputs). They are derived from the current bid price of the listed shares and investment funds at reporting date.

For unlisted investments that do not have quoted market price in active markets, they are measured using valuation techniques in which maximizing the use of observable market data where it is available (level 2 inputs).

For unlisted investments that do not have quoted market price in active markets, they are measured using valuation techniques in which any significant input is based on observable market data (level 3 inputs).

The unlisted equity instruments at FVTOCI outside Hong Kong mainly represents a 9.75% ownership in a Malaysian private company with principal operation in property development in Malaysia. The fair value measurement remains at level 3.

### 13. INVESTMENTS IN EQUITY INSTRUMENTS DESIGNATED AT FVTOCI/EQUITY INSTRUMENTS AT FVTPL (Continued)

The unlisted equity instruments at FVTPL represents a 3.13% ownership in a company which indirectly holds an investment property in Tai Koo Shing, Hong Kong and a 4% ownership in a company which indirectly holds an investment property in Shanghai, China for rental income. The investments were classified as level 3.

The following table shows the movement of level 3 financial instruments during the period/year:

	<b>HK\$'000</b>
At 1 April 2023	299,347
Addition	3,577
Return of capital	(433)
Total gains or losses recognised due to change in fair value of investments:	
In profit or loss	(7,580)
In other comprehensive income	849
At 31 March 2024 and 1 April 2024	<b>295,760</b>
Addition	<b>14</b>
Return of capital	<b>(32)</b>
Total gains or losses recognised due to change in fair value of investments:	
In profit or loss	<b>(13,601)</b>
In other comprehensive income	<b>18,545</b>
<b>At 30 September 2024</b>	<b>300,686</b>

#### 14. DEBTORS, ADVANCES & PREPAYMENTS

	<b>30 September 2024 HK\$'000</b>	31 March 2024 HK\$'000
Debtors	<b>5,160</b>	5,024
Other deposits and prepayments	<b>12,481</b>	12,497
Deferred rental receivables	<b>12,333</b>	10,784
	<b>29,974</b>	28,305

Debtors mainly comprise rental receivables. Rent from leasing of investment properties are normally received in advance.

At the reporting date, the aging analysis of the debtors based on the date of invoices and which are past due was as follows:

	<b>30 September 2024 HK\$'000</b>	31 March 2024 HK\$'000
0 – 30 days	<b>1,356</b>	2,559
31 – 60 days	<b>1,621</b>	1,693
61 – 90 days	<b>1,131</b>	254
> 90 days	<b>1,052</b>	518
	<b>5,160</b>	5,024



## 15. CASH & BANK BALANCES

	<b>30 September 2024 HK\$'000</b>	31 March 2024 HK\$'000
Cash at bank and in hand	<b>76,738</b>	20,029
Short-term bank deposits	<b>308,954</b>	282,473
Cash and cash equivalents	<b>385,692</b>	302,502

## 16. CREDITORS & OTHER PAYABLES

	<b>30 September 2024 HK\$'000</b>	31 March 2024 HK\$'000
Creditors & other payables (due within one year)		
Creditors	<b>4,221</b>	5,324
Accruals and other payables	<b>34,884</b>	26,784
Rental deposit received	<b>16,357</b>	12,656
	<b>55,462</b>	44,764
Creditors & other payables (due more than one year)		
Rental deposits received	<b>42,282</b>	44,759
	<b>97,744</b>	89,523

At the reporting date, the aging analysis of the creditors based on the date of the invoices was as follows:

	<b>30 September 2024 HK\$'000</b>	31 March 2024 HK\$'000
0 – 30 days	<b>3,516</b>	4,930
31 – 60 days	<b>433</b>	320
61 – 90 days	<b>10</b>	25
> 90 days	<b>262</b>	49
	<b>4,221</b>	5,324

## 17. SECURED BANK LOANS

	<b>30 September 2024 HK\$'000</b>	31 March 2024 HK\$'000
Current		
Repayable within one year	<b>1,017,500</b>	1,617,500
Non-current		
Repayable more than two years but not exceeding five years	<b>1,263,500</b>	663,500

As at 30 September 2024 and 31 March 2024, all bank loans were denominated in Hong Kong dollars and carry interest at benchmarks ranged from 1.10% to 1.22% over HIBOR. The effective interest rate at 30 September 2024 was 4.99% p.a. (31 March 2024: 5.28% p.a.).

## 18. GUARANTEES & COMMITMENTS

	<b>30 September 2024 HK\$'000</b>	31 March 2024 HK\$'000
Guarantees		
– given to banks by the Company in respect of banking facilities utilised by subsidiaries of the Company	<b>1,879,800</b>	1,879,800
Commitments (contracted but not provided for)		
– for total future minimum lease payments in respect of land and buildings (short-term lease)		
– not later than one year	<b>1,110</b>	2,670
– for capital contribution to investees classified as equity instruments designated at FVTOCI not yet called		
– upon called	<b>1,428</b>	1,420
– for additional capital contribution to an associate		
– not later than one year	<b>26,442</b>	22,675
	<b>1,908,780</b>	1,906,565

## 19. RELATED PARTY TRANSACTIONS

### (a) Transaction with related parties

Based on the lease agreements signed with the related companies, rental income of HK\$4,742,000 (2023: HK\$4,863,000) was recognised, of which HK\$5,199,000 (2023: HK\$5,623,000) were receivables during the interim period.

### (b) Key management personnel compensation

The remuneration of Directors and other members of key management during the period were as follows:

	For the six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
Directors' fees	390	287
Salaries, allowances and benefits	6,062	5,892
Pension scheme contributions	54	54
	6,506	6,233

## BUSINESS REVIEW

The first 9 months of 2024 continued to be challenging for Hong Kong. US interest rate remained high and it wasn't until the September FOMC meeting that the US Federal Reserve cut interest rate (by a meaningful 50 basis points). Hong Kong, with its peg to the US Dollar, suffered in this high interest rate environment. Without any new economic driver to boost demand, the commercial office market continued to slide in terms of occupancy and rental rates. This economic reality was reflected in the general negative performance of the Group's investment properties portfolio in Hong Kong, affecting both operation results and capital value.

While the hotel and tourism sector in Hong Kong has continued its revival since the re-opening from COVID in early 2023, arrival numbers (32.6 million in first 9 months of 2024) are still only about 70% of the pre-COVID peak of 2018. In addition to the lower arrival numbers, the visitors also stayed for shorter duration. Due to the slow recovery of the hotel and tourism sector, the performance of our Regent Hotel has also been below our expectations.

One good news for Hong Kong was the government in February removed all of the stringent property cooling policies, also known locally as "spicy measures", first enacted more than 10 years ago. This policy shift has since led to a substantial increase in transaction volume for the territory's residential housing market, bringing back much needed liquidity to the market.

On the other hand, Thailand's hotel market has been enjoying a good year. While Chinese outbound travellers had not returned as quickly as expected, there has been strong pick-up from other markets, which is a positive development as the country has been able to diversify its visitor base. With over 26 million arrivals in the first 9 months, the country is projected to attract 90% of pre-COVID 2019 arrival numbers for the full year. The Group's two hotels in Thailand have performed well and exceeding projections during the interim period.

For the six months interim period ended 30 September 2024, the Group had revenues of HK\$121.9 million, a decrease of 2.8% from last year's HK\$125.4 million. The decrease in revenues was due to lower rental revenues at some of our investment properties. During this interim reporting period, operating profit was HK\$87.6 million, a 1.2% increase from HK\$86.6 million the year before. The slight increase in operating profit despite a decrease in revenues was due to lower operating expenses. Share of results of associates was a loss of HK\$86.4 million, compared to a loss of HK\$39.3 million during the same period in 2023. This was mainly attributable to the share of losses of HK\$115.3 million picked up from our ownership in The Regent Hong Kong. Change in fair value of investment properties was a decrease of HK\$7.3 million, compared to an increase of HK\$25.1 million during the same period in 2023. The Group's net loss for the six months interim period was HK\$83.4 million (2023: profit of HK\$27.6 million), of which net loss attributable to shareholders was HK\$85.8 million (2023: profit of HK\$18.1 million).

## **Property Investments (Hong Kong and Asia)**

### ***By Subsidiaries***

As of 30 September 2024, the occupancy rate of Pioneer Place (245,678 sq. ft.) in Kwun Tong, Hong Kong was 76%, which is the same as the 76% occupancy rate a year ago. Due to a substantial supply of new office stock in the area, the East Kowloon district had been the most challenging district in Hong Kong for office leasing, with high vacancies and falling rental rates. For the six months period, Pioneer Place contributed rental and related revenues of HK\$22.1 million (2023: HK\$24.0 million) and a fair value decrease of HK\$2.0 million (2023: a fair value increase of HK\$10.0 million).

At the end of September 2024, the Group's 60% owned 68 Yee Wo Street Building (229,200 sq. ft.) in Causeway Bay, Hong Kong had an occupancy rate of 75% (September 2023: 86%). The decrease in occupancy was mainly due to the cessation of business of Physical Health and Beauty Centre in early September 2024, which occupied two floor spaces of our property. Since the end of the interim period, one of the floors has been taken up by another beauty centre, bringing occupancy back up to 79%. For the six months ended 30 September 2024, the property had rental and related revenues of HK\$48.7 million (2023: HK\$49.8 million) and a fair value decrease of HK\$3.0 million (2023: a fair value increase of HK\$3.0 million).

For the six months period ended 30 September 2024, the Club Lusitano Building (80,100 sq. ft.) in Central, Hong Kong had an occupancy rate of 92%, a drop from 96% occupancy rate a year ago. For the six months interim period, the property contributed HK\$25.2 million (2023: HK\$30.7 million) in rental and related revenues and fair value decrease of HK\$3.0 million (2023: a fair value increase of HK\$10.0 million).

At the end of the interim reporting period, the 56,740 sq. ft. commercial podium of Kiu Fat Building (115 – 119 Queen’s Road West) in Sai Ying Pun, Hong Kong maintained an occupancy rate of 100% (September 2023: 100%), benefiting from long-term leases. For the six months ended 30 September 2024, the property contributed HK\$10.6 million (2023: HK\$10.6 million) in rental and related revenues with no change in fair value (2023: a fair value increase of HK\$4.0 million).

### ***By Associates***

The Group has an investment in Shanghai K. Wah Centre (7.7%) in Shanghai, China through an associate company. As of 30 September 2024, the property has a healthy occupancy rate of 91% (compared to 94% in September 2023) and the share of associate’s results recorded a profit of HK\$4.0 million (2023: HK\$4.9 million) before foreign exchange difference.

The Group owns an effective stake of 5.1% in three adjacent commercial buildings in Tokyo, Japan through an associate company. The three buildings are the Aoyama Building (400,594 sq. ft.), Mihashi Building (5,419 sq. ft.), and Clover Aoyama Building (9,250 sq. ft.) on Aoyama Dori on top of three subway lines. A sale agreement of these three Tokyo properties was signed in March 2024 at a total value of JPY95.0 billion (investment cost: JPY84.0 billion). In the reporting period, the Group received cash distributions of JPY1,723.1 million (HK\$87.2 million equivalent) and recorded a share of associate’s profit of HK\$3.0 million (2023: loss of HK\$11.1 million).

### ***By Equity Instruments***

The Group is part of an investment consortium that owns the Cityplaza Three (half block) and Cityplaza Four in Tai Koo Shing, Hong Kong. The two adjacent buildings have a total GFA of 792,780 sq. ft. and the Group’s investment constitutes a 0.9% effective stake in the properties. As of 30 September 2024, the properties had an occupancy rate of 74% (September 2023: 76%). This investment recorded a fair value loss of HK\$11.1 million during the period (2023: loss of HK\$4.0 million) due mainly to lower valuation reflecting the deteriorating Hong Kong office sector.

The Group has an investment in Ciro’s Plaza (4.0%) in Shanghai, China through an equity instrument. As of 30 September 2024, the property had an occupancy rate of 85% (September 2023: 77%) and the investment recorded a fair value loss of HK\$2.5 million (2023: loss of HK\$2.9 million). The drop in fair value was due to falling rental rates in the Shanghai market.

## Hotel Investments (Hong Kong and Thailand)

The Group's investments in the hotel industry have all been made through associate companies.

The Group owns 30% in The Regent Hong Kong. After a complete renovation, the hotel was partially soft opened in December 2022, and all of the 497 rooms had been reopened since February 2024. While the performance was a substantial improvement from the soft-opening period in 2023, due to the slow recovery of the hotel and tourism industry in Hong Kong, the hotel's ramp up from the re-opening period was also slower than expected, with average occupancy rate of 49% and average daily rate of HK\$3,143 during the interim period. During the six months ended 30 September 2024, the hotel had revenues of HK\$354.8 million (2023: HK\$197.2 million) and operating profit of HK\$27.2 million (2023: loss of HK\$60.7 million) which was still well short of covering the bank loan interest of HK\$149.6 million. The fair value of the hotel property also decreased by HK\$258.2 million. Thus, for the interim period, the share of results from this associate (30% interest) recorded a loss of HK\$115.3 million (2023: loss of HK\$47.8 million).

As noted in the Business Review section, the Group's hotels in Thailand are generally performing well. For the six months ended 30 September 2024, the Pullman Bangkok Hotel G (owned by the Group's 49.5% owned associate company) had revenues of Baht 266.9 million (HK\$63.2 million equivalent) (2023: Baht 237.6 million, HK\$51.7 million equivalent) and operating profit of Baht 88.9 million (HK\$21.1 million equivalent) (2023: Baht 63.6 million, HK\$13.8 million equivalent), with an average occupancy of 80% (2023: 71%). During the same period, the Pullman Pattaya Hotel G (held by the Group through the same 49.5% owned associate that holds the Pullman Bangkok Hotel G) had revenues of Baht 198.2 million (HK\$46.9 million equivalent) (2023: Baht 186.3 million, HK\$40.5 million equivalent) and operating profit of Baht 67.5 million (HK\$16.0 million equivalent) (2023: Baht 58.3 million, HK\$12.7 million equivalent), with an average occupancy rate of 79% (2023: 77%). The share of results of the Thai associate recorded a profit of HK\$21.9 million (2023: HK\$4.0 million) during the period mainly due to higher operating profit and foreign exchange gain.

## PROSPECTS

The outlook remains cautiously optimistic amidst various headwinds and opportunities. China's export and manufacturing sectors have demonstrated resilience, and the government has increasingly shown a willingness to provide financial stimulus. It has also shown a renewed support of the real estate sector, easing most property cooling measures which had been in place for the better part of the past decade.

In Hong Kong, the office sector faces extreme challenges due to the lack of new demand drivers. Given the prevalence of the finance sector, the recovery of the office sector hinges on the return of large fundraising activities. The third quarter of 2024 saw a few successful IPOs, which, although still below historical norms in terms of deal numbers and funds raised, could signal a positive trend if the fundraising pipeline continues to grow. The other positive support to the market was the easing of interest rate by the US Fed, first by 50 basis points in the September FOMC meeting, and followed by another 25 basis points cut in November. Hong Kong also followed the cuts and that has been a welcome relief for the local market.

The recovery of Hong Kong's hotel and tourism sector has been slower than anticipated. However, international conferences are returning to the city, and the government is actively rolling out business events and tourism initiatives to attract more visitors. These efforts should provide some positive support to the market. While the ramp-up of The Regent Hong Kong had been slower than expected due to market conditions, the hotel has been well received with many industry accolades (e.g. the hotel recently won the award as Best Hong Kong Hotel from Travel + Leisure Awards Asia Pacific 2024, the 3rd of the Top 10 Hotels in Hong Kong and Macau from Condé Nast Traveler Readers' Choice Award 2024 and the Best Design Hotel from the Bund Design Hotel Awards 2024), and we are optimistic that The Regent Hong Kong will continue to gain back market share among luxury hotels in the city.

The return of Donald Trump as the next US President may introduce uncertainties and changes, with varying impacts on our region. Short-term interest rates may decrease more rapidly, but long-term rates could rise due to his inflationary campaign policies. Given the challenges and uncertainties, combined with the need to fund Regent Hotel's negative cash flow due to debt service, the board after consideration of the management's recommendation of maintaining ample liquidity, has decided no dividends to be paid for this interim period.



## FINANCIAL REVIEW

### Liquidity and Financial Resources

The Group continued to maintain a healthy financial position with cash and bank balances increased to HK\$385.7 million (31 March 2024: HK\$302.5 million) which were mainly denominated in Hong Kong dollars and United States dollars. An undrawn standby banking facility of HK\$50.0 million (31 March 2024: HK\$50.0 million) was maintained by the Group.

As at 30 September 2024, the total bank borrowings of the Group were HK\$2,281.0 million (31 March 2024: HK\$2,281.0 million) of which HK\$1,017.5 million (31 March 2024: HK\$1,617.5 million) will be matured within one year. The bank loan of Pioneer Place was re-financed in June 2024, while the bank loan of 68 Yee Wo Street Building will be re-financed by February 2025. The Group's total debts to total assets ratio was 20.8% (31 March 2024: 20.7%) and net debt to total assets ratio was 17.2% (31 March 2024: 18.0%).

### Interest Rate Management

Among the bank loans of HK\$2,281.0 million (31 March 2024: HK\$2,281.0 million), HK\$730.0 million (31 March 2024: HK\$300.0 million) bear interest at fixed rates while the rest are at floating rates. The effective interest rate was 5.29% p.a. for the interim period (2023: 4.98% p.a.).

### Foreign Exchange Management

There is no foreign currency risk to the Group's financial liabilities as they are all denominated in Hong Kong dollars. However, the Group has investments in associates operating in Thailand and China with carrying amounts of HK\$404.7 million and HK\$209.8 million equivalents respectively as at 30 September 2024 (31 March 2024: HK\$361.8 million and HK\$207.3 million equivalents respectively). The Group also has equity instrument investments in Malaysia and China denominated in Malaysian ringgit and Renminbi with fair value of HK\$142.9 million and HK\$63.2 million equivalents respectively as at 30 September 2024 (31 March 2024: HK\$124.4 million and HK\$65.7 million equivalents respectively). The management will closely monitor the currency market and take any necessary measures to reduce the exposure.

## **Pledge of Assets**

As at 30 September 2024, investment properties with a carrying value of HK\$7,805.5 million (31 March 2024: HK\$7,813.5 million) were pledged to secure bank loan facilities to the extent of HK\$2,281.0 million (31 March 2024: HK\$2,281.0 million) of which all facilities have been fully utilized.

## **Contingent Liabilities**

As at 30 September 2024, the Group had guarantees of HK\$1,879.8 million (31 March 2024: HK\$1,879.8 million) given to banks in respect of banking facilities utilised by subsidiaries.

## **Significant Investment**

As at 30 September 2024, the Group held a significant investment in an associate company, Supreme Key Limited, with a carrying value of HK\$1,739.8 million (31 March 2024: HK\$1,812.4 million) representing approximately 15.8% (31 March 2024: 16.4%) of the total assets of the Group.

The principal business of Supreme Key Limited is hotel investment in The Regent Hong Kong. The renovation of The Regent Hong Kong was completed and the hotel was grand opened in November 2023. The Group intends to hold the investment as a long-term investment for capital appreciation and dividend income. Details of the financial information of Supreme Key Limited is set out in note 12.

## **EMPLOYEES**

As at 30 September 2024, the number of salaried staff at the holding company level was 18 (31 March 2024: 18). The Group ensures that its employees' remuneration packages are competitive. Employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system.

## DISCLOSURE OF DIRECTORS' INTERESTS

As at 30 September 2024, the following Directors of the Company were interested, or were deemed to be interested in the following long and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) adopted by the Company to be notified to the Company and the Stock Exchange.

### Long Position in Shares of the Company

Name of director	Number of ordinary shares					
	Interests held			Others	Total	%
	Personal interests	by controlled corporation	Interests held by family trust			
Rossana Wang Gaw	-	312,914,946 <sup>1</sup>	215,768,260 <sup>2</sup>	-	528,683,206	45.81
Kenneth Gaw	61,418,428	12,725,857 <sup>3</sup>	43,246,864 <sup>4</sup>	-	117,391,149	10.17
Christina Gaw	-	20,699,216 <sup>5</sup>	-	-	20,699,216	1.79
Goodwin Gaw	-	1,749,000 <sup>6</sup>	-	-	1,749,000	0.15
Stephen Tan	-	8,401,276 <sup>7</sup>	-	504,658 <sup>8</sup>	8,905,934	0.77
Kin Chan	-	508,000 <sup>9</sup>	-	-	508,000	0.04

<sup>1</sup> Mrs. Rossana Wang Gaw owns the entire issued share capital of Forward Investments Inc. and Vitality Holdings Ltd., which were beneficially interested in 283,200,215 and 29,714,731 shares respectively.

<sup>2</sup> Family trust of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 215,768,260 shares.

<sup>3</sup> Mr. Kenneth Gaw owns the entire issued share capital of Top Elite Company Limited, which was beneficially interested in 12,725,857 shares.

<sup>4</sup> Family trust of which Mr. Kenneth Gaw is the sole beneficiary held an aggregate of 43,246,864 shares.

- <sup>5</sup> Ms. Christina Gaw owns the entire issued share capital of Eternity Rich Investments Ltd., which was beneficially interested in 20,699,216 shares.
- <sup>6</sup> Mr. Goodwin Gaw owns the entire issued share capital of Time Legend International Limited, which was beneficially interested in 1,749,000 shares.
- <sup>7</sup> Mr. Stephen Tan and his spouse together own 33.8% issued share capital of United-Asia Enterprises Inc. which was beneficially interested in 8,401,276 shares.
- <sup>8</sup> Mr. Stephen Tan is one of the trustees and administrators of his father's residuary estate which was beneficially interested in 504,658 shares.
- <sup>9</sup> Mr. Kin Chan is a significant shareholder of Argyle Street Management Holdings Limited and ASMH (Cayman) Limited which were beneficially interested in 508,000 shares.

### Long Position in Shares of Associated Corporations

<b>Name of company</b>	<b>Name of director</b>	<b>Number of ordinary shares held by controlled corporation</b>	<b>%</b>
Pioneer Hospitality Siam (GBR) Limited	Rossana Wang Gaw	30,300,000*	50.5
Pioneer Hospitality Siam (GBR) Limited	Kenneth Gaw	30,300,000*	50.5
Keencity Properties Limited	Rossana Wang Gaw	5,019,205*	50.5
Keencity Properties Limited	Kenneth Gaw	5,019,205*	50.5

\* Interested by Mrs. Rossana Wang Gaw and Mr. Kenneth Gaw represented the same interests and were therefore duplicated amongst these two directors for the purpose of the SFO.

Save as disclosed above, as at 30 September 2024, none of the Directors of the Company were interested, or were deemed to be interested in the long and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code adopted by the Company to be notified to the Company and the Stock Exchange.

## DISCLOSURE OF SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 September 2024, so far as the Directors were aware, the following persons (other than a director or chief executive of the Company) who had interests or short positions in the shares and underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

Name of shareholder	Number of ordinary shares	%
Asset-Plus Investments Ltd.	115,351,866	9.99
Forward Investments Inc.	283,200,215 <sup>1</sup>	24.54
Intercontinental Enterprises Corp.	215,768,260 <sup>2</sup>	18.70
Prosperous Island Limited	97,324,936	8.43

<sup>1</sup> Forward Investments Inc. of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 283,200,215 shares, which duplicated to those disclosed in "Long Position in Shares of the Company".

<sup>2</sup> Family trust of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 215,768,260 shares, which duplicated to those disclosed in "Long Position in Shares of the Company".

Save as disclosed above, the Directors were not aware of any other persons (other than a director or chief executive of the Company) who, as at 30 September 2024, had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

## DIRECTORS' RIGHT TO ACQUIRE SHARES

As at 30 September 2024, no outstanding options granted under the share option scheme. During the six months period ended 30 September 2024, none of the directors had exercised any rights to subscribe for shares of the Company or any other body corporate.

## INTERIM DIVIDEND

The Board of Directors does not recommend the payment of any interim dividend for the six months ended 30 September 2024 (2023: Nil).

## REVIEW OF INTERIM REPORT

The Audit Committee comprises four independent non-executive directors, including Dr. Charles Wai Bun Cheung, JP, Mr. Stephen Tan, Mr. Arnold Tin Chee Ip and Mr. Kin Chan. The Committee has reviewed and recommended for board approval of the unaudited consolidated interim financial statements of the Group for the six months ended 30 September 2024. However, the financial information contained in this report has not been audited by the auditor of the Company.

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

During the six months ended 30 September 2024, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the shares of the Company.

## CORPORATE GOVERNANCE

The Company is committed to maintain high standards of corporate governance to protect the interests of its shareholders and to enhance corporate value and accountability. The Company has adopted the principles and the corporate governance code (the "CG Code") set out in Part 2 of Appendix C1 of the Listing Rules. During the six months ended 30 September 2024, the Company has complied with all the code provisions set out in the CG Code.

## COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix C3 of the Listing Rules for securities transactions by Directors of the Company. The Company, having made specific enquiry of all Directors, confirmed that all Directors have complied with the required standard set out in the Model Code throughout the period ended 30 September 2024.

By Order of the Board  
**Pioneer Global Group Limited**  
**Kenneth Gaw**  
*Managing Director*

Hong Kong, 27 November 2024