

Asia Resources Holdings Limited

亞洲資源控股有限公司*

Stock Code 股份代號 : 899

INTERIM REPORT 中期報告

2022/23

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Li Yuguo (Chairman)

Mr. Liu Yan Chee James (Chief Executive Officer)

Ms. Guo Yumei (Note 1)

Mr. Yu Jiang (Note 3)

Mr. Li Xiaoming (Note 3)

Non-executive Directors

Mr. Yang Xiaoqiang (Vice Chairman)

Mr. Huang Yilin

Independent Non-executive Directors

Mr. Ba Junyu

Mr. Zhu Xueyi

Mr. Wong Chung Man

COMPANY SECRETARY

Mr. Wu Ho Wai

AUDIT COMMITTEE

Mr. Zhu Xueyi (Chairman)

Mr. Ba Junyu

Mr. Wong Chung Man

REMUNERATION COMMITTEE

Mr. Ba Junyu (Chairman)

Ms. Guo Yumei (Note 2)

Mr. Zhu Xueyi

Mr. Wong Chung Man

NOMINATION COMMITTEE

Mr. Li Yuguo (Chairman)

Mr. Ba Junyu

Mr. Zhu Xueyi

Mr. Wong Chung Man

STOCK CODE

899

董事會

執行董事

李玉國先生(主席)

劉恩賜先生(行政總裁)

果玉梅女士(附註1)

于江先生(附註3)

李曉明先生(附註3)

非執行董事

楊小強先生(副主席)

黃逸林先生

獨立非執行董事

巴俊宇先生

朱學義先生

黃仲文先生

公司秘書

胡可為先生

審核委員會

朱學義先生(主席)

巴俊宇先生

黃仲文先生

薪酬委員會

巴俊宇先生(主席)

果玉梅女士(附註2)

朱學義先生

黃仲文先生

提名委員會

李玉國先生(主席)

巴俊宇先生

朱學義先生

黃仲文先生

股份代號

899

CORPORATE INFORMATION

公司資料

AUDITORS

Lau & Au Yeung C.P.A. Limited
Certified Public Accountants
21/F, Tai Yau Building
181 Johnston Road
Wanchai, Hong Kong

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited
Bank of Communications Co., Ltd. Hong Kong Branch
The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Clarendon House, 2 Church Street
Hamilton HM11, Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2601, 26/F, West Tower
Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE (IN BERMUDA)

Conyers Corporate Services (Bermuda) Limited
Clarendon House, 2 Church Street
Hamilton HM11, Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE (IN HONG KONG)

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

WEBSITE

<http://www.asiaresources899.com.hk>

Note 1: Retired with effect from 28 September 2022

Note 2: Ceased to be member with effect from 28 September 2022

Note 3: Appointed with effect from 21 November 2022

核數師

劉歐陽會計師事務所有限公司
執業會計師
香港灣仔
莊士敦道181號
大有大廈21樓

主要往來銀行

中國建設銀行(亞洲)股份有限公司
交通銀行股份有限公司香港分行
香港上海滙豐銀行有限公司

註冊辦事處

Clarendon House, 2 Church Street
Hamilton HM11, Bermuda

香港主要營業地點

香港上環
干諾道中168-200號
信德中心
西座26樓2601室

主要股份過戶登記處(百慕達)

Conyers Corporate Services (Bermuda) Limited
Clarendon House, 2 Church Street
Hamilton HM11, Bermuda

股份過戶登記分處(香港)

卓佳秘書商務有限公司
香港
夏慤道16號
遠東金融中心17樓

網址

<http://www.asiaresources899.com.hk>

附註1: 自二零二二年九月二十八日起退任

附註2: 自二零二二年九月二十八日起不再擔任成員

附註3: 自二零二二年十一月二十一日起獲委任

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

For the six months ended 30 September 2022 (the "Reporting Period"), the revenue of Asia Resources Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") was approximately HK\$20,366,000 (six months ended 30 September 2021: approximately HK\$12,297,000). The increase was mainly due to increase in rental and management fee income after the acquisition of a subsidiary which holds certain investment properties in Suzhou, the People's Republic of China (the "PRC").

Cost of Sales

For the Reporting Period, the cost of sales of the Group was approximately HK\$3,588,000 (six months ended 30 September 2021: approximately HK\$4,059,000). The cost of sales for the Reporting Period represented the cost of properties sold.

Gross Profit

For the Reporting Period, the Group recorded a gross profit of approximately HK\$16,778,000 (six months ended 30 September 2021: approximately HK\$8,238,000). The gross profit was mainly attributable to rental income from the investment properties in Suzhou and Zhejiang.

Other Gains

For the Reporting Period, the Group recorded other gains of approximately HK\$19,921,000 (six months ended 30 September 2021: approximately HK\$72,322,000). The decrease was mainly due to:

- no currency exchange gains in the Reporting Period, in contrast with the currency exchange gains on the corresponding monetary assets and liabilities resulting from the appreciation of Renminbi in the corresponding period in 2021;
- the decrease in interest income relating to the termination of acquisition of properties located in Shenyang, the PRC as a substantial portion of the outstanding sum had been settled during the Reporting Period (details of which were disclosed in the section headed "Connected Transaction"); and

財務回顧

收入

截至二零二二年九月三十日止六個月(「報告期間」)，亞洲資源控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)之收入約為20,366,000港元(截至二零二一年九月三十日止六個月：約12,297,000港元)。該增加乃主要由於收購持有若干位於中華人民共和國(「中國」)蘇州的投資物業的附屬公司後租金及管理費收入增加所致。

銷售成本

於報告期間，本集團的銷售成本約為3,588,000港元(截至二零二一年九月三十日止六個月：約4,059,000港元)。於報告期間的銷售成本指已售物業成本。

毛利

於報告期間，本集團錄得毛利約16,778,000港元(截至二零二一年九月三十日止六個月：約8,238,000港元)。毛利乃主要源自於蘇州及浙江的投資物業的租金收入。

其他收益

於報告期間，本集團錄得其他收益約19,921,000港元(截至二零二一年九月三十日止六個月：約72,322,000港元)。該減少乃主要由於：

- 與二零二一年同期人民幣升值令人民幣計值之貨幣資產及負債產生匯兌收益對比，於報告期間並無任何匯兌收益；
- 有關終止收購位於中國瀋陽的物業的利息收入減少乃由於大部份未償還款項已於報告期間結清(有關詳情於「關連交易」一節中披露)；及

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

- the compensation payable by the minority shareholder of Good Union (China) Limited (“Good Union”), a non wholly-owned subsidiary of the Company, relating to the production volume guarantee of the water mining business in Hunan for the year 2021 (details of which are set out in note 21 to the interim financial statements) not having been recognised in the Reporting Period as the amount of compensation had not been agreed between the Group and the minority shareholder, in contrast with the compensation relating to the production volume guarantee for the years 2019 and 2020 having been recognised in the corresponding period in 2021.

Other Losses

For the Reporting Period, the Group recorded other losses of approximately HK\$46,351,000 (six months ended 30 September 2021: Nil). The other losses was mainly attributable to the currency exchange losses on the monetary assets and liabilities denominated in Renminbi resulting from the depreciation of Renminbi in the Reporting Period.

Selling and Distribution Expenses

For the Reporting Period, selling and distribution expenses were approximately HK\$351,000 (six months ended 30 September 2021: approximately HK\$731,000). The decrease was due to less agency fee incurred for selling the remaining unsold properties in Dalian.

Administrative Expenses

For the Reporting Period, administrative expenses primarily consist of directors' emoluments, other staff costs and benefits, depreciation, legal and professional fee and other general office expenses, which were approximately HK\$13,702,000 (six months ended 30 September 2021: approximately HK\$11,043,000). The increase was mainly due to the increase in staff costs as a result of the increase in average number of staff during the Reporting Period, and the increase in land and property taxes of the investment properties in the PRC.

Share of Results of Associates

For the Reporting Period, share of losses of associates was approximately HK\$7,081,000 (six months ended 30 September 2021: approximately HK\$6,921,000) which were mainly due to the depreciation of property, plant and equipment and amortization of water procurement permit of the associate in Guangxi. The increase in loss was mainly due to the revenue of the associates adversely affected by the COVID-19 pandemic.

Profit for the Period

For the Reporting Period, the Group recorded loss for the period of approximately HK\$16,946,000 (six months ended 30 September 2021: a profit of approximately HK\$60,745,000). The turnaround from profit to loss was mainly due to (i) decrease in other gains; (ii) increase in other losses; and (iii) increase in administrative expenses as set out above.

- 就位於湖南的泉水開採業務，本公司的一間非全資附屬公司滙聯(中國)有限公司(「滙聯」)之少數股東應就二零二一年之產量保證作出賠償(有關詳情載於中期財務報表附註21)，由於本集團與少數股東尚未協定賠償金額，因此賠償尚未於報告期間確認，相比二零二一年同期已確認有關二零一九年及二零二零年產量保證之賠償。

其他虧損

於報告期間，本集團錄得其他虧損約46,351,000港元(截至二零二一年九月三十日止六個月：無)。其他虧損乃主要源自於報告期間人民幣貶值導致人民幣計值之貨幣資產及負債產生匯兌虧損。

銷售及分銷開支

於報告期間，銷售及分銷開支約為351,000港元(截至二零二一年九月三十日止六個月：約731,000港元)。該減少乃由於出售大連餘下未售物業產生較低的代理費。

行政開支

於報告期間，行政開支主要為董事酬金、其他員工成本及福利、折舊、法律及專業費用以及其他一般辦公室開支，金額約為13,702,000港元(截至二零二一年九月三十日止六個月：約11,043,000港元)。該增加主要由於於報告期間員工平均人數增加導致員工成本增加及位於中國之投資物業的土地及物業稅增加。

分佔聯營公司業績

於報告期間，分佔聯營公司虧損約為7,081,000港元(截至二零二一年九月三十日止六個月：約6,921,000港元)，其主要由於位於廣西之聯營公司的物業、廠房及設備折舊及取水證攤銷。虧損增加乃主要由於聯營公司的收入受到COVID-19疫情的不利影響。

期內溢利

於報告期間，本集團錄得期內虧損約16,946,000港元(截至二零二一年九月三十日止六個月：溢利約60,745,000港元)。由溢利轉為虧損主要由於上文所載(i)其他收益減少；(ii)其他虧損增加；及(iii)行政開支增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group continuously focuses on its core businesses in water business, property development and property investment business. Since the early 2020, in response to the COVID-19 pandemic, the PRC government authorities imposed travel restrictions for a long period of time and implemented varying degrees of movement controls in certain regions. These precautionary measures adversely affected our core businesses and caused unforeseen delays in our investment and development. The Company is proactively taking actions to mitigate the adverse impacts of the COVID-19 pandemic on the Group.

Water Business

The Group recorded a loss from water business segment of approximately HK\$3,097,000 for the Reporting Period (six months ended 30 September 2021: profit of approximately HK\$24,811,000). The turnaround from profit to loss from water business segment was mainly due to the compensation payable by the minority shareholder of Good Union, a non wholly-owned subsidiary of the Company, relating to the production volume guarantee of the water mining business in Hunan for the year 2021 (details of which are set out in note 21 to the interim financial statements) not having been recognised in the Reporting Period as the amount of compensation had not been agreed between the Group and the minority shareholder, in contrast with the compensation relating to the production volume guarantee for the years 2019 and 2020 having been recognised in the corresponding period in 2021.

Water Production and Sales

The Group holds 20% equity interests in Hong Kong Spring Water Ding Dong Group Company Limited ("Spring Water Ding Dong") which has a wholly-owned subsidiary in Guangxi ("Guangxi Spring Water Ding Dong"). Guangxi Spring Water Ding Dong possesses a water procurement permit for production and sales of bottled water and is currently in operation in Guangxi.

During the Reporting Period, the Group shared losses of associates of approximately HK\$7,081,000 (six months ended 30 September 2021: approximately HK\$6,921,000), which were mainly due to the depreciation of property, plant and equipment and amortization of water procurement permit. The increase in loss was mainly due to the revenue of the associates adversely affected by the COVID-19 pandemic.

業務回顧

本集團持續專注其核心業務，包括水業務、物業發展及物業投資業務。自二零二零年初以來，為應對COVID-19疫情，中國政府機關長時間實行旅遊限制，並於若干地區實施不同程度的行動管制。該等預防措施對我們的核心業務造成不利影響，並令我們的投資及發展出現無法預測的延誤。本公司正積極採取行動以減輕COVID-19疫情對本集團造成的不利影響。

水業務

於報告期間，本集團自水業務分類錄得約3,097,000港元之虧損（截至二零二一年九月三十日止六個月：溢利約24,811,000港元）。水業務分類轉盈為虧乃主要由於就位於湖南的泉水開採業務，本公司的一間非全資附屬公司滙聯之少數股東應就二零二一年之產量保證作出賠償（有關詳情載於中期財務報表附註21），由於本集團與少數股東尚未協定賠償金額，因此賠償尚未於報告期間確認，相比二零二一年同期已確認有關二零一九年及二零二零年產量保證之賠償。

水生產及銷售

本集團持有香港泉水叮咚集團有限公司（「泉水叮咚」）（其於廣西擁有一間全資附屬公司（「廣西泉水叮咚」））之20%股本權益。廣西泉水叮咚持有取水證以生產及銷售瓶裝水，並正於廣西經營。

於報告期間，本集團分佔聯營公司虧損約7,081,000港元（截至二零二一年九月三十日止六個月：約6,921,000港元），其主要由於物業、廠房及設備折舊及取水證攤銷。虧損增加乃主要由於聯營公司的收入受到COVID-19疫情的不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Water Mining

The Group holds 67% equity interests in Good Union which has a wholly-owned subsidiary in Hunan. It possesses a water mining licence for exploitation of mineral water in Hunan. The construction works of the production facilities has been suspended and delayed due to the outbreak of COVID-19 pandemic since January 2020. The construction works were resumed in the first half of 2021. However, due to the outbreak of the Omicron variant of the COVID-19 virus in the PRC since the beginning of 2022, the construction works have to be further delayed. The construction of the factory is expected to be completed by the end of 2022 and the production is expected to commence in around early 2023. However, there still exists uncertainties on future lock-down, travel restrictions requirements or control and testing measures that may be imposed by the government from time to time. As at the date of this interim report, the basic infrastructure of the factory has been completed and the surrounding facilities are under construction.

On 27 August 2021, the former minority shareholder of Good Union, Mr. Lam Chun Ho disposed of his 33% shareholding in Good Union to an independent third party. The Company continues to hold 67% shareholding in Good Union. The new minority shareholder of Good Union has agreed to assume all the liabilities and commitments of Mr. Lam Chun Ho. The new minority shareholder of Good Union has also agreed and fulfilled certain compensation obligations of Mr. Lam Chun Ho. The compensation relating to the failure to fulfil the production volume guarantee of the water mining business in Hunan for the years 2019 and 2020 of approximately HK\$26,338,000 was mutually agreed between the new minority shareholder and the Group. As of the date of this interim report, the new minority shareholder has paid approximately HK\$14.7 million to the Group and expects to pay the balance of the compensation amount by the end of 2022. The Group is maintaining communication with the new minority shareholder which has responded that their business in the PRC has been affected by the government policies and restrictions relating to pandemic control measures which resulted in the delay in settlement of the entire compensation amount.

泉水開採

本集團持有滙聯(其擁有一間位於湖南的全資附屬公司)之67%股本權益。其持有採水證可用作於湖南開採礦泉水。由於COVID-19疫情自二零二零年一月起爆發，故生產設施的建造工程遭到停工及延誤。建造工程已於二零二一年上半年恢復。然而，由於COVID-19病毒的變異株Omicron自二零二二年初於中國爆發，故建造工程遭到進一步延誤。建造工廠預期將於二零二二年底竣工，而生產則預期將於二零二三年初前後開始。然而，政府未來可能不時實施的封鎖、旅遊限制規定或控制及檢測措施仍存在不確定性。於本中期報告日期，工廠的基本基礎設施已經竣工，而周邊設施正在建設中。

於二零二一年八月二十七日，滙聯前少數股東林鎮豪先生向一名獨立第三方出售彼於滙聯的33%股權。本公司繼續持有滙聯67%股權。滙聯的新少數股東已同意為林鎮豪先生的所有負債及承擔負上責任。滙聯的新少數股東亦已同意並承擔林鎮豪先生的若干賠償責任。有關湖南的泉水開採業務於二零一九年及二零二零年因未能達到產量保證的賠償約為26,338,000港元，乃經新少數股東及本集團共同協定。截至本中期報告日期，新少數股東已向本集團支付約14,700,000港元，並預計到二零二二年底支付餘下賠償金額。本集團正與新少數股東保持溝通，該股東回應稱其在中國的業務受到政府有關疫情控制措施的政策和限制影響，導致延遲結清全部賠償金額。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The production volume guarantee of the year 2021 was not satisfied due to stringent precautionary measures for the COVID-19 pandemic and the delay in constructions works. For the compensation for the year 2021, the Group is still negotiating with the new minority shareholder.

The water mining licence expired on 3 May 2022 and the renewal application has been submitted in April 2022. Affected by the COVID-19 pandemic, the renewal procedures of the government authorities were delayed. The Xintian County Natural Resources Bureau* (新田縣自然資源局), Xintian County People's Government* (新田縣人民政府) and Yongzhou City Natural Resources and Planning Bureau* (永州市自然資源和規劃局) have issued letters agreeing the renewal of water mining licence. It is expected that the renewal procedures will be completed in the fourth quarter of 2022 and the delay of the renewal of water mining licence will not affect the construction and production plan of the factory in Hunan.

PROPERTY DEVELOPMENT AND PROPERTY INVESTMENT BUSINESS

The Group recorded a loss from property development and investment segment of approximately HK\$13,400,000 for the Reporting Period (six months ended 30 September 2021: profit of approximately HK\$49,405,000). The turnaround from profit to loss was mainly due to:

- (i) the currency exchange losses on the monetary assets and liabilities denominated in Renminbi resulting from the depreciation of Renminbi in the Reporting Period, in contrast with the currency exchange gains on the corresponding monetary assets and liabilities resulting from the appreciation of Renminbi in the corresponding period in 2021; and
- (ii) the decrease in interest income relating to the termination of acquisition of properties located in Shenyang, the PRC as a substantial portion of the outstanding sum had been settled during the Reporting Period (details of which were disclosed in the section headed "Connected Transaction").

二零二一年的產量保證因就COVID-19疫情實施的嚴格預防措施及建造工程遭到延誤而並未達成。本集團仍正就二零二一年的賠償與新少數股東進行磋商。

採水證於二零二二年五月三日期滿，而本集團已於二零二二年四月提交續期申請。受COVID-19疫情影響，政府機關的續期程序受到延誤。新田縣自然資源局、新田縣人民政府及永州市自然資源和規劃局已發出函件同意續簽採水證。預計續期程序將於二零二二年第四季度完成，採水證續期之延誤將不會影響湖南工廠的建設和生產計劃。

物業發展及物業投資業務

於報告期間，本集團錄得自物業發展及投資分類約13,400,000港元的虧損(截至二零二一年九月三十日止六個月：溢利約49,405,000港元)。由溢利轉為虧損乃主要由於：

- (i) 與二零二一年同期人民幣升值令人民幣計值之貨幣資產及負債產生匯兌收益對比，報告期間人民幣貶值令人民幣計值之貨幣資產及負債產生匯兌虧損；及
- (ii) 有關終止收購位於中國瀋陽的物業的利息收入減少乃由於大部份未償還款項已於報告期間結清(有關詳情於「關連交易」一節中披露)。

* For identification purpose only

MANAGEMENT DISCUSSION AND ANALYSIS

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Property Development

Dalian Properties

An indirect wholly-owned subsidiary of the Company in Dalian, the PRC, Dalian Chuanghe Landmark Co Ltd.* (大連創和置地有限公司) (“Dalian Chuanghe”), engages in the development of urban land for residential usage in Dalian and plans to develop 55 buildings with 21 buildings in the first phase (“Phase I”) and 34 buildings in the second phase (“Phase II”) at Beibu District, Jinshitan, Jinzhou New District, Dalian, the PRC*.

Phase I, named “Xin Tian Jia Yuan”, was completed in March 2019 and recognised as the completed properties held for sale of the Group. There are 21 buildings completed in Phase I with total saleable area of approximately 42,540 square metres including 4 eight-storey apartments (小高層), 9 garden villas (洋房) and 8 garden houses (聯排別墅). Dalian Chuanghe commenced to hand over the properties to buyers in April 2019. For the Reporting Period, approximately 501 square metres of the properties were handed over and revenue of approximately HK\$4,059,000 (six months ended 30 September 2021: HK\$3,998,000) was recorded. Up to 30 September 2022, an aggregate of approximately 80% of the total saleable area of Phase I have been handed over to the buyers. As at 30 September 2022, Dalian Chuanghe had sale contracts with aggregate contract amount of approximately RMB33,326,000 with gross saleable areas of around 4,500 square metres which would be handed over to buyers in the near future.

Phase II is recognised as the properties under development of the Group. The Group planned to develop 34 buildings with aggregate saleable area of approximately 69,000 square metres. The development of Phase II is in preliminary stage. Due to (i) the outbreak of the COVID-19 pandemic since the beginning of 2020; (ii) the slowdown of economic growth in the PRC; and (iii) the debt crisis of some of the property developers in the PRC since mid-2021, the development of Phase II has been delayed and rescheduled to late 2022 or early 2023.

On 27 January 2022, Dalian Chuanghe received an idle land decision from Dalian Municipal Bureau of Natural Resources* (大連市自然資源局), pursuant to which the land of Phase II was determined to be in idle condition. Therefore, for the land of Phase II, there is a risk being repossessed by the PRC government authorities without compensation. The management of Dalian Chuanghe is actively negotiating and communicating with the PRC government authorities to lift the decision of idle status and to avoid land repossession by the PRC government authorities without compensation.

* For identification purpose only

物業發展

大連物業

本公司位於中國大連之一間間接全資附屬公司大連創和置地有限公司(「大連創和」)於大連從事開發城市用地作住宅用途，並計劃於中國大連金州新區金石灘北部區開發55幢樓宇，其中第一期(「一期」)為21幢樓宇，第二期(「二期」)為34幢樓宇。

一期「心田佳苑」已於二零一九年三月竣工，並確認為本集團持作出售之已落成物業。一期共有21幢樓宇，總可售面積約為42,540平方米，包括四幢小高層、九幢洋房及八幢聯排別墅。大連創和於二零一九年四月開始向買家交付物業。於報告期間，約501平方米的物業已完成交付並錄得約4,059,000港元(截至二零二一年九月三十日止六個月：3,998,000港元)的收入。直至二零二二年九月三十日，一期的總可售面積合共約80%已交付予買家。於二零二二年九月三十日，大連創和共有合約總額約人民幣33,326,000元的銷售合約，總可售面積約4,500平方米，其將於不久將來交付予買家。

二期獲確認為本集團的發展中物業。本集團計劃開發34幢樓宇，總可售面積約為69,000平方米。二期之開發處於初步階段。由於(i) COVID-19疫情自二零二零年初起爆發；(ii)中國經濟增長放緩；及(iii)若干中國物業發展商自二零二一年中起遇上債務危機，故二期的開發已延期進行，並重新訂於二零二二年底或二零二三年初進行。

於二零二二年一月二十七日，大連創和收到大連市自然資源局出具的閒置土地認定書，據此二期土地被認定為處於閒置狀態。因此，二期土地可能存在被中國政府機關無償收回的風險。大連創和的管理層正積極與中國政府機關進行協商及溝通，以解除閒置狀態的認定，及避免被中國政府機關無償收回土地。

MANAGEMENT DISCUSSION AND ANALYSIS

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As at the date of this interim report, the legal title of the land of Phase II remained under the control of the Company despite the idle land decision. Up to the date of this interim report, no further action was taken by the PRC government authorities and the Company was not aware of any exact timeline of the repossession.

Regarding the development of Phase II, the risk of repossession of the land is only one of the factors to be considered by the Group. The Group also considers other factors, including but not limited to the current and the future market environment and sentiment, the costs and benefits in proceeding with the development of Phase II at this stage, the economic and other risks involved, the progress of sale of the remaining units in Phase I, the government policies, the other potential options available to the Group, etc.. The Group has also considered other potential options, such as sale of the land to third party or developing Phase II together with third party developers. The Group is still seeking for suitable investors or partners.

Property Investment

Yantian Properties

(A) The Group entered into an acquisition agreement on 24 June 2014, a supplemental agreement on 15 April 2015, the second supplemental agreement on 12 July 2016, the third supplemental agreement on 17 May 2017 and the fourth supplemental agreement on 3 May 2018 to purchase the property at a consideration of approximately RMB100,000,000 (equivalent to approximately HK\$126,000,000).

The property comprises 46 units of Jinma Creative Industry Park (formerly known as “Kingma Information Logistic Park”) which is situated at Depot No. 2, 3rd Road and Shenyang Road Intersect, Inner Logistic Park, Yantian Bonded Area, Yantian District, Shenzhen City, the PRC* (中國深圳市鹽田區鹽田保稅區物流園內三號路與深鹽路交匯處二號堆場) (“Jinma Creative Industry Park”) with a total gross floor area of approximately 8,699 square metres.

As at 30 September 2022, the Group had obtained physical possession of the property and conditionally paid refundable deposit in the aggregate sum of RMB90,000,000 in accordance with the payment terms stated in the sales and purchase agreement. The remaining balance of the consideration of approximately RMB10,000,000 shall be paid within 30 days from the date on which the relevant building ownership certificates are issued in favour of the purchaser which is an indirect wholly-owned subsidiary of the Company (the “Jinma Industry Park Purchaser”). The vendor shall register the title of the property under the name of the Jinma Industry Park Purchaser on or before 31 December 2018 (or such other date as may be mutually agreed).

* For identification purpose only

截至本中期報告日期，儘管作出閒置土地認定，二期土地的法定所有權仍由本公司控制。直至本中期報告日期，中國政府機關並無採取進一步措施及本公司並不知悉有關收回的任何確切時間表。

就二期發展而言，土地被收回的風險僅為本集團的考慮因素之一。本集團亦考慮到其他因素，包括但不限於目前及日後的市場環境及情緒、於現階段進行二期發展的成本及裨益、所涉及的經濟及其他風險、一期餘下單位的銷售進度、政府政策及其他可供本集團的潛在選擇等。本集團亦曾考慮其他潛在選擇，例如向第三方出售土地或與第三方發展商共同發展二期。本集團仍正尋求合適的投資者或合作夥伴。

物業投資

鹽田物業

(A) 於二零一四年六月二十四日，本集團訂立一份收購協議，並於二零一五年四月十五日訂立補充協議、於二零一六年七月十二日訂立第二份補充協議、於二零一七年五月十七日訂立第三份補充協議及於二零一八年五月三日訂立第四份補充協議，以代價約人民幣100,000,000元（相當於約126,000,000港元）購買物業。

該物業包括位於中國深圳市鹽田區鹽田保稅區物流園內三號路與深鹽路交匯處二號堆場之金馬創新產業園（前稱為「金馬訊息物流園」）（「金馬創新產業園」）46個單位，總建築面積約為8,699平方米。

於二零二二年九月三十日，本集團已取得該物業的實質擁有權及已按照買賣協議所述付款條款有條件支付可退還按金總額人民幣90,000,000元。代價之餘額約人民幣10,000,000元須於向買方（本公司之一間間接全資附屬公司，「金馬產業園之買方」）發出有關房產證日期起30日內支付。賣方須於二零一八年十二月三十一日或之前（或其他可能由雙方協定之日期）以金馬產業園之買方名義登記物業業權。

MANAGEMENT DISCUSSION AND ANALYSIS

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(B) The Group entered into the second acquisition agreement on 15 May 2015, a supplemental agreement on 12 July 2016, the second supplemental agreement on 17 May 2017 and the third supplemental agreement on 3 May 2018 to purchase additional property at a consideration of approximately RMB65,100,000 (equivalent to approximately HK\$81,400,000). The property comprises 30 units of Jinma Creative Industry Park with a total gross floor area of approximately 5,400 square metres.

As at 30 September 2022, the Group had obtained physical possession of the property and paid conditionally refundable deposit in the aggregate sum of RMB60,000,000 in accordance with the payment terms stated in the sale and purchase agreement. The remaining balance of the consideration of approximately RMB5,100,000 shall be paid within 30 days from the date on which the property is registered under the name of the Jinma Industry Park Purchaser. The vendor shall register the title of the property under the name of the Jinma Industry Park Purchaser on or before 31 December 2018 (or such other date as may be mutually agreed).

(C) The Group entered into the third acquisition agreement on 10 November 2015, a supplemental agreement on 17 May 2017 and the second supplemental agreement on 3 May 2018 to purchase additional property at a consideration of approximately RMB101,600,000 (equivalent to approximately HK\$122,000,000). The property acquired, being a single-storey reinforced concrete building designated for office and storage uses located at Block 2 of Jinma Creative Industry Park with a total gross floor area of approximately 4,957 square metres.

As at 30 September 2022, the Group had obtained physical possession of the property and paid conditionally refundable deposit in the aggregate sum of RMB100,000,000 in accordance with the payment terms stated in the sale and purchase agreement. The remaining balance of the consideration of approximately RMB1,600,000 shall be paid within 30 days from the date on which the property is registered under the name of the Jinma Industry Park Purchaser. The vendor shall register the title of the property under the name of the Jinma Industry Park Purchaser on or before 31 December 2018 (or such other date as may be mutually agreed).

(B) 於二零一五年五月十五日，本集團訂立第二份收購協議，並於二零一六年七月十二日訂立補充協議、於二零一七年五月十七日訂立第二份補充協議及於二零一八年五月三日訂立第三份補充協議，以代價約人民幣65,100,000元（相當於約81,400,000港元）再購額外物業。該物業為金馬創新產業園30個單位，總建築面積約為5,400平方米。

於二零二二年九月三十日，本集團已取得該物業實質擁有權及已按照買賣協議所述付款條款支付有條件可退還按金總額人民幣60,000,000元。代價之餘額約人民幣5,100,000元須於該物業以金馬產業園之買方名義登記日期起30日內支付。賣方須於二零一八年十二月三十一日或之前（或其他可能由雙方協定之日期）以金馬產業園之買方名義登記物業業權。

(C) 於二零一五年十一月十日，本集團訂立第三份收購協議，並於二零一七年五月十七日訂立補充協議及於二零一八年五月三日訂立第二份補充協議，以代價約人民幣101,600,000元（相當於約122,000,000港元）再購額外物業。該物業為位於金馬創新產業園2座指定作辦公及倉貯用途之單層鋼筋混凝土大樓，總建築面積約為4,957平方米。

於二零二二年九月三十日，本集團已取得該物業實質擁有權及已按照買賣協議所述付款條款支付有條件可退還按金總額人民幣100,000,000元。代價之餘額約人民幣1,600,000元須於該物業以金馬產業園之買方名義登記日期起30日內支付。賣方須於二零一八年十二月三十一日或之前（或其他可能由雙方協定之日期）以金馬產業園之買方名義登記物業業權。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

For Yantian Properties (A), (B) and (C) as described above, as at the date of this interim report, the vendor has still not registered the titles of the properties under the name of the Jinma Industry Park Purchaser. The approval from the PRC government authority for the issue of the building ownership certificates remained outstanding. In April 2021, the Company received the second letter from the vendor requesting for an extension of the deadline to 31 December 2021 for handling the matter of building ownership certificates. However, due to the continuation of the COVID-19 pandemic, the registration of building ownership certificates has not been completed by the extended deadline. The Company has engaged a PRC legal advisor to negotiate with the vendor to resolve this matter. The management will continue to follow up and take appropriate actions. The Group is also considering and assessing various possible ways to resolve this matter in a more cost-efficient and time-efficient manner, including but not limited to looking for potential buyers in order to enable the Group to dispose of the interests in the properties.

Beijing Properties

The Group entered into an acquisition agreement on 28 February 2017 to purchase (a) office premises with a gross floor area of 8,335 square metres and (b) underground car park with a gross floor area of 3,100 square metres located in Phase III of Beijing Convention and Exhibition International Port (Exhibition Centre Ancillary Facilities) Project* (北京會展國際港展館配套設施項目第三期) for a consideration of approximately RMB220,000,000 (subject to adjustment).

As at 30 September 2022, the Group paid the consideration of RMB200,000,000 in accordance with the payment terms stated in the sale and purchase agreement. The remaining balance of the consideration of approximately RMB20,000,000 shall be paid upon the execution of the pre-sale agreement between the vendor and the purchaser, an indirect wholly-owned subsidiary of the Company and the building ownership certificate having been obtained by the purchaser. Due to the outbreak of COVID-19 pandemic, the construction works were temporarily suspended for several times and the progress was significantly affected and delayed. In the second quarter of 2022, there was an outbreak of the COVID-19 pandemic in Beijing again, which further affected the construction progress. In June 2022, the Company received a letter from the vendor explaining the reasons of delay in construction works and requesting for a further extension of handover of the properties. Currently, the vendor has resumed the construction works and the construction is expected to be completed on or before 31 December 2022. The Company has engaged a PRC legal advisor to handle this matter. The management will continue to follow up and take appropriate actions.

* For identification purpose only

就上述鹽田物業(A)、(B)及(C)而言，於本中期報告日期，賣方尚未以金馬產業園之買方名義登記該等物業業權。中國政府機關就房產證的批准尚待處理。於二零二一年四月，本公司接獲賣方第二份信函，要求延長有關處理房產證事宜的最後限期至二零二一年十二月三十一日。然而，由於COVID-19疫情持續，故房產證於經延長的最後限期前尚未完成登記。本公司已委聘一名中國法律顧問與賣方磋商，以解決此事宜。管理層將繼續跟進並採取適當行動。本集團亦正考慮及評估各類可能方式，以更具成本效益及時間效益的方式解決該事宜，包括但不限於物色潛在買方以令本集團得以出售物業權益。

北京物業

於二零一七年二月二十八日，本集團訂立收購協議，以代價約人民幣220,000,000元(可予調整)購買位於北京會展國際港展館配套設施項目第三期之(a)總建築面積為8,335平方米之辦公室物業及(b)總建築面積為3,100平方米之地下停車場。

於二零二二年九月三十日，本集團按照買賣協議所述付款條款支付代價人民幣200,000,000元。代價餘價約人民幣20,000,000元須於賣方與買方(本公司一間間接全資附屬公司)簽立預售協議及買方已取得房產證後支付。由於COVID-19疫情爆發，故建造工程曾數度暫時停工，且進度受到嚴重影響並有所延誤。於二零二二年第二季度，COVID-19疫情再次於北京爆發，並進一步影響建造工程進度。於二零二二年六月，本公司接獲賣方的一份信函，解釋建造工程延誤之原因及要求進一步延期交付物業。現時，賣方已恢復進行建造工程，且預期於二零二二年十二月三十一日或之前竣工。本公司已委聘一名中國法律顧問，以處理此事宜。管理層將繼續跟進並採取適當行動。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Zhejiang Properties

The Group holds the land use rights in respect of an industrial land parcel with site area of approximately 31,950 square metres and a two-storey industrial building with a total gross floor area of approximately 45,330 square metres together with another land parcel with a total site area of approximately 74,960 square metres located at Chen Village, Shanghua Street, Lanxi City, Jinhua, Zhejiang Province, the PRC*.

The industrial lands and building are currently leased to tenants for rental income. The Group recorded rental income of approximately HK\$4,988,000 for the Reporting Period (six months ended 30 September 2021: approximately HK\$8,299,000). During the Reporting Period, some of the tenants did not renew the tenancy agreements as the Group understands that their business were affected by the continuation of the COVID-19 pandemic. Therefore, the rental income for the Reporting Period decreased. The management of the relevant subsidiary of the Group is actively soliciting new tenants to maintain higher occupancy rate.

Suzhou Properties

During the Reporting Period, the Group acquired 100% equity interest of Shun Jie International Holdings Company Limited, which holds the land use rights in respect of several buildings with total construction area of approximately 14,798 square metres together with the land parcel with a total site area of approximately 20,841 square metres located in Suzhou. The acquisition has been completed on 27 May 2022.

The land and buildings are currently leased to tenants for rental income. For the Reporting Period, the Group recorded rental and management fee income of approximately HK\$11,319,000 (six months ended 30 September 2021: Nil).

PROSPECT

Although the Group has faced challenge from the COVID-19 pandemic since early 2021, the Directors are optimistic about the economic development of the PRC in the long run and believe that the demands for water products and properties in the PRC will remain strong and sustainable. The Group will continue to strengthen its competitive strengths in its core businesses, i.e. water business, property development and property investment business and look for appropriate business and investment opportunities in these areas. The management also remains open for other business opportunities whenever the same arise.

* For identification purpose only

浙江物業

本集團持有位於中國浙江省金華蘭溪市上華街道沈村的一幅工業用地(土地面積約為31,950平方米)及一幢雙層工業建築(總建築面積約45,330平方米)，連同另一幅總土地面積約74,960平方米的土地之土地使用權。

工業用地及建築目前出租予租戶以賺取租金收入。本集團於報告期間錄得租金收入約4,988,000港元(截至二零二一年九月三十日止六個月：約8,299,000港元)。據本集團所了解，於報告期間，若干租戶並未重續租賃協議，原因為其業務受COVID-19疫情持續所影響。因此，報告期間之租金收入減少。本集團相關附屬公司的管理層正積極招攬新租戶，以維持較高出租率。

蘇州物業

於報告期間，本集團收購舜捷國際控股有限公司之100%股本權益。該公司持有位於蘇州的總建築面積約14,798平方米的若干建築物的土地使用權，連同總土地面積約20,841平方米的土地。收購已於二零二二年五月二十七日完成。

土地及建築物目前出租予租戶以獲取租金收入。於報告期間，本集團錄得租金及管理費收入約11,319,000港元(截至二零二一年九月三十日止六個月：無)。

展望

儘管本集團自二零二一年初面對COVID-19疫情帶來的挑戰，惟董事對中國長遠經濟發展感到樂觀，並相信對中國水產品及物業的需求將保持強勁及具可持續性。本集團將繼續加強於其核心業務(即水業務、物業發展及物業投資業務)的競爭優勢，並於該等範疇尋求合適的商機及投資機會。管理層亦一直於其他商機隨時出現時保持開放態度。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

RESPONSE TO OUTBREAK OF COVID-19 PANDEMIC

Since early 2020, COVID-19 pandemic spread widely in the PRC and worldwide. Facing the ongoing situation of the COVID-19 pandemic outbreak, the Group has, in a timely manner, put in place numerous precautionary measures and procured essential protective supplies to ensure the health and safety of all its employees in different regions. At the same time, during this critical period, the Group has proactively taken steps to ensure stable operations.

The Group has been coordinating with various parties from time to time and took swift actions whenever necessary. It actively discussed with the vendors and customers on the effect of delay in the delivery due to the travel restrictions and movement controls imposed by the PRC government authorities. The Group has also implemented various flexible working arrangements for its staff. The Group has used, and will continue to use, its best endeavors to mitigate the adverse impact of the COVID-19 pandemic on the Group.

The Group will closely monitor the development of COVID-19 pandemic and ensure the safety of employees and stable operations. As and when appropriate, the Group will adjust its measures and plans for pandemic prevention, operations and business development accordingly. The Group will make timely disclosure on any significant matters which may arise in the future.

SIGNIFICANT INVESTMENTS

The Group had no material investments during the Reporting Period.

INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the Reporting Period (six months ended 30 September 2021: Nil).

應對COVID-19疫情爆發

自二零二零年初，COVID-19疫情於中國及世界各地廣泛蔓延。面對COVID-19疫情爆發的持續情況，本集團已及時採取多項預防措施及採購必要的防護物資，以確保其位於不同地區的所有僱員健康及安全。同時，於此關鍵時期，本集團已積極採取確保營運穩定的行動。

本集團不時與不同人士協調並於必要時迅速採取行動。本集團積極與賣方及客戶就由於中國政府機關施加旅遊限制及行動管制而導致交付延誤的影響進行磋商。本集團亦為其員工實行各種彈性工作安排。本集團亦已並將繼續盡最大努力減輕COVID-19疫情對本集團造成的不利影響。

本集團將密切監察COVID-19疫情的事態發展，並確保僱員安全及營運穩定。於適當情況下，本集團將相應地調整其就防止疫情、營運及業務發展的措施及計劃。本集團將就未來可能發生的任何重大事宜及時作出披露。

重大投資

本集團於報告期間並無重大投資。

中期股息

董事會議決不宣派於報告期間之中期股息(截至二零二一年九月三十日止六個月：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FUND RAISING ACTIVITIES OF THE GROUP

Placing of Shares on 3 August 2018

The net proceeds (net of all relevant costs and expenses) from placing of shares under special mandate on 3 August 2018 were approximately HK\$316,500,000. Details of the placing of shares were set out in the announcements of the Company dated 17 April 2018 and 3 August 2018 and the circular of the Company dated 5 June 2018.

Up to 30 September 2022, the Group had used the net proceeds as follows:

本集團之集資活動

於二零一八年八月三日配售股份

於二零一八年八月三日，根據特別授權配售股份之所得款項淨額(扣除所有相關成本及開支)約為316,500,000港元。配售股份之詳情載於本公司日期為二零一八年四月十七日及二零一八年八月三日之公告以及本公司日期為二零一八年六月五日之通函內。

直至二零二二年九月三十日，本集團已使用所得款項淨額如下：

Intended use of net proceeds	Original allocation of net proceeds		Actual use of net proceeds		Actual allocation of net proceeds		Utilisation up to 30 September 2022	Remaining balance of net proceeds as at 30 September 2022
	HK\$ million	% of net proceeds	HK\$ million	% of net proceeds	HK\$ million	HK\$ million	HK\$ million	
所得款項淨額之擬定用途	所得款項淨額之原先分配	佔所得款項淨額百分比	所得款項淨額之實際用途	佔所得款項淨額百分比	所得款項淨額之實際分配	佔所得款項淨額百分比	截至二零二二年九月三十日已使用	於二零二二年九月三十日所得款項淨額之餘額
	百萬港元	淨額百分比		淨額百分比	百萬港元	淨額百分比	百萬港元	百萬港元
Capital expenditure on the production facilities of Hunan Xintian	56.0	17.7%	Capital expenditure on the production facilities of Hunan Xintian	56.0	17.7%	7.7	48.3	
湖南新田生產設施之資本開支			湖南新田生產設施之資本開支					
Potential acquisition of business or companies	213.0	67.3%	Acquisition of Shenyang Properties	213.0	67.3%	213.0	–	
潛在業務或公司收購			收購瀋陽物業					
Working capital of the Group	47.5	15.0%	Working capital of the Group	47.5	15.0%	47.5	–	
本集團之營運資金			本集團之營運資金					
	316.5	100.0%		316.5	100.0%	268.2	48.3	

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

With a view to putting the Company's resources to a better use, the Board has temporarily re-allocated the aforesaid unutilised net proceeds for the acquisition of Shenyang Properties in previous years. Referring to the announcements dated 24 April 2019, 1 November 2019, 7 July 2020, 1 September 2021 and 19 August 2022 respectively, the circular dated 6 February 2020, 24 August 2020, 1 November 2021 and 30 September 2022 respectively, the acquisition of the Shenyang Properties had been terminated and the Group entered into supplemental agreements with Mr. Li Yuguo, a substantial shareholder, the chairman and an executive Director of the Company for the refunds of the outstanding sum in relation to the termination of the acquisition of the Shenyang Properties on or before 2 July 2023.

The unutilised net proceeds for the use of the capital expenditure on the production facilities of Hunan Xintian is expected to be utilised between December 2022 and mid-2023. The Board will deploy the unutilised net proceeds of approximately HK\$48.3 million back to the capital expenditure on production facilities of Hunan Xintian.

Placing of Shares on 29 July 2022

The net proceeds (net of all relevant costs and expenses) from placing of shares under general mandate on 29 July 2022 were approximately HK\$29.51 million. Details of the placing of shares were set out in the announcements of the Company dated 5 July 2022 and 29 July 2022.

Up to 30 September 2022, the Group had used the net proceeds as follows:

為更善用本公司資源，董事會於過往年度暫時重新分配上述未使用所得款項淨額作收購瀋陽物業之用。茲提述日期分別為二零一九年四月二十四日、二零一九年十一月一日、二零二零年七月七日、二零二一年九月一日及二零二二年八月十九日之公告以及日期分別為二零二零年二月六日、二零二零年八月二十四日、二零二一年十一月一日及二零二二年九月三十日之通函，已經終止收購瀋陽物業，而本集團與本公司主要股東、主席兼執行董事李玉國先生訂立補充協議，以於二零二三年七月二日或之前退還有關終止收購瀋陽物業的未償還款項。

用於湖南新田生產設施之資本開支之未使用所得款項淨額預期將於二零二二年十二月至二零二三年中期間使用。董事會將會將未使用的所得款項淨額約48,300,000港元撥回湖南新田生產設施之資本開支。

於二零二二年七月二十九日配售股份於二零二二年七月二十九日，根據一般授權配售股份之所得款項淨額（經扣除所有相關成本及開支後）約為29,510,000港元。有關配售股份的詳情載於本公司日期為二零二二年七月五日及二零二二年七月二十九日的公告。

直至二零二二年九月三十日，本集團已使用所得款項淨額如下：

Intended use of net proceeds	Original allocation of net proceeds		Utilisation up to 30 September 2022	Remaining balance of net proceeds as at 30 September 2022
	HK\$ million	% of net proceeds	HK\$ million	HK\$ million
所得款項淨額之擬定用途			直至二零二二年九月三十日已使用	於二零二二年九月三十日所得款項淨額之餘額
	百萬港元	佔所得款項淨額百分比	百萬港元	百萬港元
Working capital of the Group 本集團之營運資金	19.51	66.1%	15.42	4.09
Potential investment 潛在投資	10.00	33.9%	–	10.00
	29.51	100.0%	15.42	14.09

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group intends to use the remaining proceeds of approximately HK\$4.09 million by 31 March 2023 for working capital purpose.

The remaining balance of net proceeds for the use of potential investment is expected to be utilised by June 2023.

CAPITAL STRUCTURE

Total equity attributable to owners of the Company decreased from approximately HK\$1,645,363,000 as at 31 March 2022 to approximately HK\$1,569,984,000 as at 30 September 2022. The decrease arose from loss attributable to owners of the Company.

On 29 July 2022, a total of 1,000,000,000 new shares of the Company had been successfully placed by the placing agent to not less than six places at the placing price of HK\$0.03 per placing share under the general mandate granted to the Directors by ordinary resolution passed at the annual general meeting of the Company held on 17 August 2021. Upon the completion of the aforesaid placing of new shares, the total number of issued shares of the Company increased from 7,611,690,000 shares to 8,611,690,000 shares. Details of the placing of shares were set out in the announcements of the Company dated 5 July 2022 and 29 July 2022.

On 1 September 2022, the Board proposed that every ten (10) shares in the issued and unissued share capital of the Company be consolidated into one (1) consolidated share (the "Share Consolidation"). The Share Consolidation was approved by the shareholders at the special general meeting of the Company held on 12 October 2022 and the same became effective on 14 October 2022.

Save as disclosed above, there were no other material change in the capital structure of the Group during the Reporting Period.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2022, the Group had total assets of approximately HK\$1,965,413,000 (as at 31 March 2022: approximately HK\$1,911,672,000) which was financed by current liabilities of approximately HK\$152,158,000 (as at 31 March 2022: approximately HK\$163,001,000), non-controlling interests of approximately HK\$86,948,000 (as at 31 March 2022: approximately HK\$87,810,000) and the shareholder's equity of approximately HK\$1,569,984,000 (as at 31 March 2022: approximately HK\$1,645,363,000).

本集團擬於二零二三年三月三十一日前將餘下的所得款項約4,090,000港元用作營運資金用途。

用於潛在投資的所得款項淨額之餘額預期將在二零二三年六月前使用。

資本架構

本公司擁有人應佔權益總額由於二零二二年三月三十一日約1,645,363,000港元減少至於二零二二年九月三十日約1,569,984,000港元。該減少乃來自本公司擁有人應佔虧損。

於二零二二年七月二十九日，本公司合共1,000,000,000股新股已由配售代理根據於本公司於二零二一年八月十七日舉行之股東週年大會通過的普通決議案授予董事的一般授權成功以配售價每股配售股份0.03港元向不少於六名承配人配售。於上述新股配售完成後，本公司已發行股份總數由7,611,690,000股增加至8,611,690,000股股份。有關股份配售的詳情載於本公司日期為二零二二年七月五日及二零二二年七月二十九日之公告。

於二零二二年九月一日，董事會建議將本公司已發行及未發行股本中每十(10)股股份合併為一(1)股合併股份(「股份合併」)。股份合併經股東於二零二二年十月十二日舉行的本公司股東特別大會上批准，且股份合併已於二零二二年十月十四日生效。

除上文所披露者外，於報告期間，本集團的資本架構並無其他重大變動。

流動資金及財務資源

於二零二二年九月三十日，本集團之資產總值約1,965,413,000港元(於二零二二年三月三十一日：約1,911,672,000港元)，乃由流動負債約152,158,000港元(於二零二二年三月三十一日：約163,001,000港元)、非控股權益約86,948,000港元(於二零二二年三月三十一日：約87,810,000港元)及股東權益約1,569,984,000港元(於二零二二年三月三十一日：約1,645,363,000港元)提供資金。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 30 September 2022, the Group's current ratio was approximately 2.02 (as at 31 March 2022: approximately 5.63). Current ratio is calculated based on current assets divided by current liabilities.

As at 30 September 2022, the gearing ratio of the Group was approximately 0.006 (as at 31 March 2022: approximately 0.006). Gearing ratio is calculated based on total borrowings divided by total equity.

MATERIAL ACQUISITIONS OR DISPOSALS

Acquisition

On 31 January 2022, the Group entered into a sale and purchase agreement to acquire 100% of the issued share capital of, and the shareholder's loan advanced to, Shun Jie International Holdings Company Limited at a consideration of RMB376,000,000. Its indirect wholly-owned subsidiary, Suzhou Menglian Nanting Cultural Development Company Limited* (蘇州蒙戀南庭文化發展有限公司) holds, inter alia, several buildings located at 6 Waiwujingnong, Suzhou, Jiangsu, the PRC* (中國江蘇省蘇州市外五涇弄6號), which are currently leased to tenants for rental income. The acquisition was completed on 27 May 2022. The acquisition constituted a major transaction under the Listing Rules. Details of the acquisition are set out in the announcements of the Company dated 31 January 2022 and 27 May 2022, and the circular of the Company dated 28 March 2022.

Save as disclosed above, the Group has no other material acquisition during the Reporting Period.

Disposal

The Group has no material disposal during the Reporting Period.

SUBSEQUENT EVENTS

Save as disclosed in note 28 to the interim financial statements, the Board is not aware of any significant events that have occurred subsequent to 30 September 2022 and up to the date of this interim report which require disclosure herein.

於二零二二年九月三十日，本集團之流動比率約為2.02(於二零二二年三月三十一日：約5.63)。流動比率乃按流動資產除以流動負債計算。

於二零二二年九月三十日，本集團之資產負債比率約為0.006(於二零二二年三月三十一日：約0.006)。資產負債比率乃按借款總額除以權益總額計算。

重大收購或出售

收購事項

於二零二二年一月三十一日，本集團訂立買賣協議以收購舜捷國際控股有限公司之100%已發行股本及向其墊付的股東貸款，代價為人民幣376,000,000元。其間接全資附屬公司蘇州蒙戀南庭文化發展有限公司持有(其中包括)位於中國江蘇省蘇州市外五涇弄6號的多幢建築物，該等建築物目前出租予租戶以收取租金收入。收購已於二零二二年五月二十七日完成。收購根據上市規則構成一項主要交易。收購詳情載列於本公司日期為二零二二年一月三十一日及二零二二年五月二十七日之公告及本公司日期為二零二二年三月二十八日之通函。

除上文所披露者外，本集團於報告期間概無其他重大收購。

出售

於報告期間，本集團概無重大出售。

結算日後事項

除中期財務報表附註28中所披露者外，董事會並不知悉任何重大事件於二零二二年九月三十日後及直至本中期報告日期發生並須於本報告內披露。

* For identification purpose only

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The Group is mainly exposed to fluctuation in the exchanges rate of RMB, arising from relevant group entities' monetary assets and liabilities denominated in foreign currency for the Group's operating activities. The Group currently does not have a foreign currency hedging policy to eliminate the currency exposures. However, the management closely monitors the relevant foreign currency exposure from time to time and will consider hedging significant foreign currency exposures should the need arise.

EMPLOYEE AND REMUNERATION POLICY

The Group has a total of approximately 49 (as at 30 September 2021: 34) employees in Hong Kong and the PRC as at 30 September 2022. The total staff costs (staff salaries, directors' emoluments and other staff costs) for the Reporting Period amounted to approximately HK\$4,715,000 (six months ended 30 September 2021: HK\$3,431,000). Remuneration packages are generally structured according to market environment and individual performance. Apart from the mandatory provident fund and statutory retirement benefits, the Group also provides medical benefits and subsidizes employees in various training and continuous education programs.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

Save as disclosed in note 26 to the interim financial statements, the Group did not have any capital commitments and contingent liabilities as at 30 September 2022.

FINANCIAL GUARANTEE CONTRACTS

Save as disclosed in note 25 to the interim financial statements, the Group did not have any financial guarantee contracts as at 30 September 2022.

CHARGES ON GROUP ASSETS

The Group did not have any charges over its assets as at 30 September 2022.

AMENDMENTS TO THE BYE-LAWS

In order to comply with the core standards for shareholder protections as set out in Appendix 3 of the Listing Rules, the Company has adopted the amended and restated bye-laws at the annual general meeting held on 28 September 2022.

匯率波動風險

本集團主要面臨相關集團實體就本集團的經營活動以外幣計值的貨幣資產及負債所導致的人民幣匯率波動風險。本集團現時並無就消除貨幣風險的外幣對沖政策。然而，管理層會不時密切監察相關的外幣風險，並將於需要時考慮對沖重大的外幣風險。

僱員及薪酬政策

於二零二二年九月三十日，本集團在香港及中國共聘用約49名（於二零二一年九月三十日：34名）僱員。於報告期間，員工薪金、董事酬金及其他員工成本等總員工成本約為4,715,000港元（截至二零二一年九月三十日止六個月：3,431,000港元）。薪酬待遇一般按照市場環境及個人表現而釐定。除強制性公積金及法定退休福利外，本集團亦提供醫療福利及津貼僱員參加各種培訓及持續教育計劃。

資本承擔及或然負債

除中期財務報表附註26所披露者外，本集團於二零二二年九月三十日概無任何資本承擔及或然負債。

財務擔保合約

除中期財務報表附註25所披露者外，本集團於二零二二年九月三十日概無任何財務擔保合約。

本集團資產抵押

本集團於二零二二年九月三十日並無抵押其任何資產。

修訂公司細則

為遵守上市規則附錄三所載核心的股東保障水平，本公司已於在二零二二年九月二十八日舉行的股東週年大會上採納經修訂及重列公司細則。

OTHER INFORMATION 其他資料

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

As at 30 September 2022, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix 10 (the "Model Code") to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

Long positions in shares, underlying shares and debentures of the Company

董事及主要行政人員於本公司之股份、相關股份及債權證之權益及淡倉

於二零二二年九月三十日，根據本公司遵照證券及期貨條例(「證券及期貨條例」)第352條所存置之登記冊所記錄，董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中擁有之權益及淡倉，或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十所載之上市公司董事進行證券交易的標準守則(「標準守則」)須另行知會本公司及聯交所之權益及淡倉如下：

於本公司股份、相關股份及債權證之好倉

Name of directors 董事姓名	Capacity 身份	Number of issued ordinary shares held 持有之已發行普通股數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比 (Note) (附註)
Li Yuguo 李玉國	Beneficial owner 實益擁有人	2,268,000,000	26.34%
Yang Xiaoqiang 楊小強	Beneficial owner 實益擁有人	354,820,000	4.12%
Liu Yan Chee James 劉恩賜	Beneficial owner 實益擁有人	104,800,000	1.22%
Huang Yilin 黃逸林	Beneficial owner 實益擁有人	70,000	0.00%

Note:

The percentages calculated are based on the total number of issued shares of the Company of 8,611,690,000 shares as at 30 September 2022.

附註：

該等百分比乃根據本公司於二零二二年九月三十日之已發行股份總數8,611,690,000股股份計算。

OTHER INFORMATION

其他資料

Save as disclosed above, as at 30 September 2022, none of the Directors or the chief executives of the Company or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTION SCHEME

The share option scheme of the Company has expired on 9 August 2021. As at 30 September 2022, there were no outstanding share options.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURE

Save as disclosed above in respect of the Directors' interest in securities and share options, at no time during the Reporting Period was the Company or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

Save as disclosed in the paragraph headed "Director's and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company", the Company had not been notified and is not aware of any other person who had an interest or short position in the shares or 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 as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as having an interest of 5% or more in the issued share capital of the Company as at 30 September 2022.

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

No purchase, sale or redemption of the Company's listed securities was made by the Company or any of its subsidiaries during the Reporting Period.

除上文所披露者外，於二零二二年九月三十日，概無董事或本公司主要行政人員或彼等之聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債權證中擁有記錄於根據證券及期貨條例第352條所存置之登記冊之任何權益或淡倉，或根據標準守則須另行知會本公司及聯交所之任何權益或淡倉。

購股權計劃

本公司之購股權計劃已於二零二一年八月九日屆滿。於二零二二年九月三十日，概無尚未行使的購股權。

董事購入股份或債權證之權利

除上文就董事於證券及購股權之權益所披露者外，本公司或其任何附屬公司於報告期間任何時間概無參與訂立任何安排，致使董事可藉購入本公司或任何其他法人團體之股份或債務證券(包括債權證)而獲益。

主要股東之權益及淡倉

除「董事及主要行政人員於本公司之股份、相關股份及債權證之權益及淡倉」一段所披露者外，於二零二二年九月三十日，本公司並無獲通知且並不知悉有任何其他人士因於本公司已發行股本中擁有5%或以上的權益而於本公司股份或相關股份中擁有權益或淡倉，而須根據證券及期貨條例第XV部第2及第3分部之條文向本公司作出披露，或記錄於本公司根據證券及期貨條例第336條須存置之登記冊內。

購買、出售或贖回本公司之上市證券

於報告期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

OTHER INFORMATION

其他資料

CONNECTED TRANSACTIONS

Termination of the Acquisition of Properties

Asiaciti Investment Limited (“Asiaciti”) (as purchaser), an indirect wholly-owned subsidiary of the Company, entered into sale and purchase agreement on 12 October 2017 (the “Sale and Purchase Agreement”) with 遼寧京豐置業有限公司 (as vendor), to purchase the properties comprising Floors 7 to 35 of Building T3 situated at 46 Nanjing North Street, Heping District, Shenyang City, Liaoning Province, PRC under the Shenyang Commodity Housing Pre-sale Permit No. 16122 for a total consideration of RMB625,000,000 (subject to adjustment). The vendor was a company incorporated in the PRC with limited liability and beneficially owned by Mr. Li Yuguo (“Mr. Li”), a substantial shareholder, the Chairman and an Executive Director of the Company.

On 24 April 2019, the vendor and Asiaciti entered into a termination agreement (the “Termination Agreement”), pursuant to which, (i) the parties have mutually agreed to terminate the Sale and Purchase Agreement and no parties shall have claims against each other; and (ii) on or prior to 24 October 2019, the vendor shall refund a total amount of RMB562,500,000 paid by Asiaciti (the “Refund Amount”) and shall pay a lump sum of RMB11,250,000, being 2% of the Refund Amount, to Asiaciti as monetary compensation.

On 1 November 2019, Asiaciti and Mr. Li entered into a supplemental agreement (the “Supplemental Agreement”), pursuant to which, Mr. Li agreed to assume the responsibilities to repay the Refund Amount and the related compensation and interests to Asiaciti. Asiaciti agreed to extend the repayment date to 24 April 2020, with an interest rate of 5.25% per annum.

On 3 July 2020, Asiaciti and Mr. Li entered into a further supplemental agreement (the “Further Supplemental Agreement”), pursuant to which, Mr. Li agreed to repay Asiaciti the outstanding amount in the sum of RMB584,778,676.47 in the following manner: (a) 10% of the outstanding sum shall be repaid on or before 2 January 2021; and (b) 90% of the outstanding sum together with the interest to be accrued on the outstanding sum at an interest rate of 10% per annum shall be repaid on or before 2 July 2021.

關連交易

終止購買物業

本公司間接全資附屬公司國成投資有限公司（「國成」）（作為買方）與遼寧京豐置業有限公司（作為賣方）於二零一七年十月十二日訂立買賣協議（「買賣協議」），以購買根據瀋陽市商品房預售許可證第16122號，由位於中國遼寧省瀋陽市和平區南京北街46號的T3大樓的第7層至35層組成的該等物業，總代價為人民幣625,000,000元（可予調整）。賣方為一間於中國註冊成立之有限公司，並由本公司主要股東、主席兼執行董事李玉國先生（「李先生」）實益擁有。

於二零一九年四月二十四日，賣方與國成訂立終止協議（「終止協議」），據此，(i)各方相互同意終止買賣協議，而各方對另一方沒有任何索償；及(ii)於二零一九年十月二十四日或之前，賣方將退回國成已支付的款項，共計人民幣562,500,000元（「退款金額」）及向國成支付一筆金額為人民幣11,250,000元，即退款金額之2%的款項作為補償金。

於二零一九年十一月一日，國成與李先生訂立補充協議（「補充協議」），據此，李先生同意承擔責任向國成償還退款金額以及相關賠償及利息。國成同意將還款日期延長至二零二零年四月二十四日，年利率為5.25%。

於二零二零年七月三日，國成與李先生訂立一項進一步補充協議（「進一步補充協議」），據此，李先生同意向國成償還總金額人民幣584,778,676.47元的未償還款項，償還方式如下：(a)未償還款項的10%須於二零二一年一月二日或之前償還；及(b)未償還款項的90%連同未償還款項按年利率10%計算之累計利息須於二零二一年七月二日或之前償還。

OTHER INFORMATION

其他資料

On 26 August 2021 and 1 September 2021, Asiaciti and Mr. Li entered into the second and third further supplemental agreements respectively (together the “Amended Second Further Supplemental Agreement”), pursuant to which, Mr. Li agreed to repay Asiaciti the remaining outstanding amount of RMB559,538,859.19 (the “Outstanding Sum”) together with the interest to be accrued on the Outstanding Sum at an interest rate of 10% per annum on or before 2 July 2022.

On 19 August 2022, Asiaciti and Mr. Li entered into the fourth further supplemental agreement (the “Fourth Further Supplemental Agreement”), pursuant to which, Mr. Li agreed to repay Asiaciti the outstanding interest of RMB88,588,337.26 together with the interest to be accrued thereon at an interest rate of 8% per annum on or before 2 July 2023.

Details of the above transactions were disclosed in the announcements of the Company dated 12 October 2017, 24 April 2019, 1 November 2019, 22 January 2020, 27 February 2020, 29 April 2020, 8 May 2020, 7 July 2020, 7 July 2021, 1 September 2021, 28 October 2021 and 19 August 2022, and the circulars of the Company dated 22 January 2018, 6 February 2020, 24 August 2020, 1 November 2021 and 30 September 2022 respectively.

As at 30 September 2022, the Group has received from Mr. Li the entire Refund Amount, the monetary compensation and part of the accrued interests in the aggregate sum of RMB624,061,334.11.

The Supplemental Agreement, the Further Supplemental Agreement, the Amended Second Further Supplemental Agreement and the Fourth Further Supplemental Agreement constituted connected transactions under Chapter 14A of the Listing Rules. The Supplemental Agreement, the Further Supplemental Agreement, Amended Second Further Supplemental Agreement and the Fourth Further Supplemental Agreement were approved by the independent shareholders at the special general meetings of the Company held on 3 March 2020, 15 September 2020, 18 November 2021 and 20 October 2022 respectively.

於二零二一年八月二十六日及二零二一年九月一日，國成與李先生分別訂立第二份及第三份進一步補充協議（統稱為「經修訂的第二份進一步補充協議」），據此，李先生同意於二零二二年七月二日或之前向國成償還人民幣559,538,859.19元的餘下未償還款項（「未償還款項」），連同未償還款項按年利率10%計算之累計利息。

於二零二二年八月十九日，國成與李先生訂立第四份進一步補充協議（「第四份進一步補充協議」），據此，李先生同意於二零二三年七月二日或之前向國成償還未償付利息人民幣88,588,337.26元連同未償付利息按年利率8%計算之累計利息。

上述交易的詳情分別於本公司日期為二零一七年十月十二日、二零一九年四月二十四日、二零一九年十一月一日、二零二零年一月二十二日、二零二零年二月二十七日、二零二零年四月二十九日、二零二零年五月八日、二零二零年七月七日、二零二一年七月七日、二零二一年九月一日、二零二一年十月二十八日及二零二二年八月十九日之公告以及本公司日期為二零一八年一月二十二日、二零二零年二月六日、二零二零年八月二十四日、二零二一年十一月一日及二零二二年九月三十日之通函中披露。

於二零二二年九月三十日，本集團已收到李先生全部退款金額、補償金及部分應計利息合共人民幣624,061,334.11元。

補充協議、進一步補充協議、經修訂的第二份進一步補充協議及第四份進一步補充協議構成上市規則第14A章項下之關連交易。補充協議、進一步補充協議、經修訂的第二份進一步補充協議及第四份進一步補充協議於本公司分別於二零二零年三月三日、二零二零年九月十五日、二零二一年十一月十八日及二零二二年十月二十日舉行之股東特別大會上獲獨立股東批准。

OTHER INFORMATION

其他資料

Save as disclosed above, the Board is not aware of any related party transactions during the Reporting Period, which constituted a non-exempt connected transaction or continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of maintaining a high standard of corporate governance with an aim to protect the interest of shareholders.

The Company has adopted the Corporate Governance Code contained in Appendix 14 (the "Code") of the Listing Rules. During the Reporting Period, the Company complied with all applicable provisions of the Code except for the deviations as stated below:

Code Provision C.1.8

Under Code provision C.1.8, the Company should arrange appropriate insurance cover in respect of legal action which may be taken against the Directors. The directors' and officers' liability insurance maintained by the Company has expired on 20 May 2018. As the Company has not yet reached an agreement with an insurer regarding the terms and insurance premium of new insurance policy, the insurance cover in respect of legal action which may be taken against the Directors has not been in place since 21 May 2018. The Company liaised with various insurance companies and brokers and will continue to liaise with them to arrange appropriate insurance cover for the Directors and officers.

Code Provision C.1.6

Under Code provision C.1.6, independent non-executive directors and other non-executive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They should also attend general meetings to gain and develop a balanced understanding of the views of shareholders. Due to other business commitment, one Independent Non-executive Director was unable to attend the special general meeting of the Company held on 21 April 2022.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed that they have fully complied with the required standards as set out in the Model Code throughout the Reporting Period.

除上文所披露者外，董事會並不知悉任何本公司於報告期間之關聯人士交易會構成上市規則第14A章項下之非豁免關連交易或持續關連交易。

企業管治常規

本公司深明維持高水平企業管治之重要性，藉以保障股東之利益。

本公司已採納上市規則附錄14所載之企業管治守則(「該守則」)。於報告期間，本公司已遵守該守則之所有適用條文，惟下文所述之偏離情況除外：

守則條文第C.1.8條

根據守則條文第C.1.8條，本公司應就董事可能會面對的法律行動作適當的投保安排。本公司投購的董事及高級人員責任保險已經於二零一八年五月二十日到期。由於本公司尚未與保險公司就新保單的條款及保費金額達成共識，自二零一八年五月二十一日起就董事可能會面對的法律行動尚未有任何保障範圍。本公司已與多間保險公司及經紀洽談並將繼續與彼等洽談，以為董事及高級人員安排適當的保障範圍。

守則條文第C.1.6條

根據守則條文第C.1.6條，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應定期出席董事會及由彼等擔任委員會成員的委員會的會議並積極參與會務，以彼等之技能、專業知識及不同的背景及資格作出貢獻。彼等亦應出席股東大會，對股東的意見有持平的了解，兼容並蓄。因其他事務，一名獨立非執行董事未能出席本公司於二零二二年四月二十一日舉行之股東特別大會。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之標準守則。經向全體董事作出具體查詢後，全體董事均確認，於報告期間，彼等已全面遵守標準守則所載之規定標準。

OTHER INFORMATION

其他資料

CHANGE IN DIRECTORS' INFORMATION

The change in directors' information as required to be disclosed pursuant to Rule 13.51(2) and Rule 13.51B(1) of the Listing Rules, since the publication of the 2022 Annual Report of the Company, is set out below:

Executive Directors

Mr. Yu Jiang, aged 50, was appointed as an Executive Director of the Company on 21 November 2022.

Mr. Yu has over 20 years of experiences in corporate finance and equity investments in both China and global markets. Mr. Yu has been a general manager (financing) of Easy Securities Limited since February 2022. From April 2016 to February 2022, Mr. Yu was the director and CEO of Jun Xiang Global (HK) Limited. From 2008 to 2016, Mr. Yu was the senior executive in various companies based in Hong Kong, including licensed institutions engaged in securities trading, futures contracts trading and asset management activities. From 2007 to 2008, Mr. Yu was the general manager of an investment company based in Shenzhen. From 1996 to 2006, Mr. Yu served as a senior executive in the Bank Credit Department, the Securities Division (Corporate Finance Department) and the Pension Division (Institutional Clients Department) within a large insurance group in China.

Mr. Yu graduated from Northeastern University (中國東北大學) in China with a bachelor's degree in Accounting in July 1996.

Mr. Li Xiaoming, aged 55, was appointed as an Executive Director of the Company on 21 November 2022.

Mr. Li worked in Beijing Zhongrui Dairy Training Centre* (北京中瑞奶業培訓中心) during the period between 1985 and 1990. Mr. Li was the manager of Beijing Meihuada Design Centre* (北京美華達裝飾中心) from December 1994 to December 1995. He has been the chairman and legal representative of Beijing Longxin Real Estate Development Co., Ltd. (北京龍鑫房地產開發集團有限公司) since 1998 to present. From September 2010 to January 2012, Mr. Li was the supervisor of Beijing Huayetong Decoration Engineering Co. Ltd. (北京華業通裝飾工程有限公司). He has become the supervisor of Beijing Xinguang Lamp Ware Co., Ltd.* (北京市新光燈具有限責任公司) from 2012 to present. Mr. Li has been the general manager of Beijing Jinhua Investment Development Co., Ltd.* (北京金華投資發展有限公司) since 2021 to date.

* For identification purpose only

董事資料變動

本公司須按上市規則第13.51(2)條及第13.51B(1)條披露之自二零二二年年報刊發後之董事資料變動載列如下：

執行董事

于江先生，50歲，於二零二二年十一月二十一日獲委任為本公司執行董事。

于先生於中國及環球市場的企業融資及股權投資方面具有逾20年經驗。于先生自二零二二年二月起一直為易昇證券有限公司擔任總經理(融資)。於二零一六年四月至二零二二年二月，于先生曾出任竣祥環球(香港)有限公司董事兼行政總裁。於二零零八年至二零一六年，于先生曾於多間香港公司(包括從事證券交易、期貨合約交易及資產管理的持牌機構)擔任高級行政人員。於二零零七年至二零零八年，于先生曾於一間深圳的投資公司擔任總經理。於一九九六年至二零零六年，于先生曾於一間中國大型保險集團的銀行信貸部、證券分部(企業融資部)及退休金分部(機構客戶部)擔任高級行政人員。

于先生於一九九六年七月畢業於中國東北大學，並取得會計學士學位。

李曉明先生，55歲，於二零二二年十一月二十一日獲委任為本公司執行董事。

李先生於一九八五年至一九九零年期間曾任職於北京中瑞奶業培訓中心。李先生於一九九四年十二月至一九九五年十二月曾為北京美華達裝飾中心擔任經理。彼自一九九八年起至今一直為北京龍鑫房地產開發集團有限公司擔任主席及法定代表人。於二零一零年九月至二零一二年一月，李先生曾為北京華業通裝飾工程有限公司擔任監事。彼自二零一二年起至今一直為北京市新光燈具有限責任公司擔任監事。自二零二一年起至今，李先生一直為北京金華投資發展有限公司擔任總經理。

OTHER INFORMATION

其他資料

Mr. Li graduated from Beijing Renwen Hanshou University* (北京人文函授大學) (now known as Beijing Renwen University) with a bachelor's degree in Law in 1987. He also graduated from the Graduate School of Chinese Academy of Social Sciences with a master degree in international trade from the Department of Finance, Trade and Economics in 1998.

AUDIT COMMITTEE

The audit committee of the Company currently comprises three Independent Non-executive Directors, namely Mr. Zhu Xueyi, Mr. Ba Junyu and Mr. Wong Chung Man. Its primary duties are to, inter alia, review and oversee the financial reporting system, risk management and internal control system of the Group and its effectiveness, and review and monitor the integrity of financial statements of the Company and the Company's annual reports and interim reports.

The audit committee of the Company has reviewed with the management the accounting standards and practices adopted by the Group, and discussed financial reporting matters including the review of the unaudited interim financial statements for the six months ended 30 September 2022 and is of the opinion that the preparation of such statements complied with the applicable accounting standards and adequate disclosures have been made in respect thereof.

By Order of the Board

Li Yuguo

Chairman

Hong Kong, 28 November 2022

李先生於一九八七年畢業於北京人文函授大學(現稱北京人文大學)，並取得法律系學士學位。彼並於一九九八年畢業於中國社會科學院研究生院，並取得財貿經濟系國際貿易專業碩士學位。

審核委員會

本公司之審核委員會現時由三名獨立非執行董事(即朱學義先生、巴俊宇先生及黃仲文先生)組成。審核委員會之主要職責為(其中包括)審閱及監察本集團之財務申報制度、風險管理及內部監控制度以及其有效性，並審閱及監察本公司財務報表以及本公司年報及中期報告的完整性。

本公司之審核委員會已與管理層審閱本集團所採納之會計準則及慣例，並討論有關財務申報事宜，包括審閱截至二零二二年九月三十日止六個月之未經審核中期財務報表，並認為該等報表已按照適用會計準則而編製，且已作充分披露。

承董事會命

主席

李玉國

香港，二零二二年十一月二十八日

* For identification purpose only

The Board of Directors (the "Board") of Asia Resources Holdings Limited (the "Company") is pleased to announce the unaudited interim results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 September 2022 together with the comparative figures for the previous corresponding period as follows:

亞洲資源控股有限公司(「本公司」)董事會(「董事會」)欣然宣佈本公司及其附屬公司(統稱「本集團」)截至二零二二年九月三十日止六個月之未經審核中期業績及去年同期之比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		For the six months ended	
		30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
	Notes 附註		
Revenue	5	20,366	12,297
Cost of sales		(3,588)	(4,059)
Gross profit		16,778	8,238
Other gains	6	19,921	72,322
Other losses	7	(46,351)	–
Selling and distribution expenses		(351)	(731)
Administrative expenses		(13,702)	(11,043)
Share of results of associates		(7,081)	(6,921)
Reversal of impairment loss on other receivables		1,878	–
Gain on bargain purchase	24	13,518	–
Finance costs	8	(531)	(511)
(Loss)/profit before taxation	9	(15,921)	61,354
Taxation	10	(1,025)	(609)
(Loss)/profit for the period		(16,946)	60,745
Other comprehensive income, net of tax			
Exchange differences on translating foreign operations		(89,252)	13,727
Share of other comprehensive income of associates		447	(2)
Other comprehensive income for the period, net of tax		(88,805)	13,725
Total comprehensive income for the period		(105,751)	74,470

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
(Loss)/profit attributable to:	應佔(虧損)/溢利：		
– Owners of the Company	– 本公司擁有人	(16,757)	61,179
– Non-controlling interests	– 非控股權益	(189)	(434)
		(16,946)	60,745
Total comprehensive income attributable to:	應佔全面收益總額：		
– Owners of the Company	– 本公司擁有人	(104,889)	74,825
– Non-controlling interests	– 非控股權益	(862)	(355)
		(105,751)	74,470
		HK\$	HK\$
		港元	港元
(Loss)/earnings per share attributable to owners of the Company:	本公司擁有人應佔每股(虧損)/盈利：		
– Basic and diluted	– 基本及攤薄	11 (0.002)	0.008

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2022 於二零二二年九月三十日

			At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
	Notes 附註			
Non-current assets		非流動資產		
Investment properties	13	投資物業	813,100	105,301
Property, plant and equipment	14	物業、廠房及設備	47,019	40,119
Right-of-use assets		使用權資產	1,045	1,913
Intangible assets	15	無形資產	295,932	297,560
Interests in associates	16	於聯營公司之權益	140,366	147,000
Deposits paid	20	已付按金	360,029	401,504
			1,657,491	993,397
Current assets		流動資產		
Properties under development	17	發展中物業	–	–
Completed properties held for sale	18	持作出售之已落成物業	66,325	77,950
Trade receivables	19	貿易應收賬款	18,096	6,434
Prepayments, deposits and other receivables	20	預付款項、按金及其他應收賬款	165,965	786,064
Amount due from an associate	16	應收一間聯營公司之款項	741	3,236
Amount due from non-controlling interest	21	應收非控股權益款項	11,598	23,973
Financial assets at fair value through profit or loss		按公平值計入損益之金融資產	2,072	2,036
Restricted bank deposits		受限制銀行存款	757	350
Bank balances and cash		銀行結餘及現金	42,368	18,232
			307,922	918,275
Current liabilities		流動負債		
Trade payables	22	貿易應付賬款	55,696	62,631
Other payables and accruals		其他應付賬款及應計費用	58,318	53,527
Contract liabilities		合約負債	36,483	44,766
Lease liabilities		租賃負債	972	1,543
Tax payables		應付稅項	689	534
			152,158	163,001

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2022 於二零二二年九月三十日

		Notes 附註	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Net current assets	流動資產淨值		155,764	755,274
Total assets less current liabilities	資產總值減流動負債		1,813,255	1,748,671
Capital and reserves	資本及儲備			
Share capital	股本	23	86,117	76,117
Reserves	儲備		1,483,867	1,569,246
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		1,569,984	1,645,363
Non-controlling interests	非控股權益		86,948	87,810
			1,656,932	1,733,173
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債		156,323	15,146
Lease liabilities	租賃負債		-	352
			156,323	15,498
			1,813,255	1,748,671

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔							Attributable to non-controlling interests 非控股權益	Total
		Share capital	Share premium	Capital reserve	Special reserve	Translation reserve	Accumulated losses	Sub-total		
		股本	股份溢價	股本儲備	特別儲備	匯兌儲備	累計虧損	小計	應佔	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note 23)	(Note)							
		(附註23)	(附註)							
At 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	76,117	1,597,179	2,025,156	92,926	(106,754)	(1,710,046)	1,974,578	102,066	2,076,644
Profit/(loss) for the period	期內溢利/(虧損)	-	-	-	-	-	61,179	61,179	(434)	60,745
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	13,646	-	13,646	79	13,725
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	13,646	61,179	74,825	(355)	74,470
At 30 September 2021 (unaudited)	於二零二一年九月三十日 (未經審核)	76,117	1,597,179	2,025,156	92,926	(93,108)	(1,648,867)	2,049,403	101,711	2,151,114
At 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	76,117	1,597,179	2,025,156	92,926	(74,327)	(2,071,688)	1,645,363	87,810	1,733,173
Loss for the period	期內虧損	-	-	-	-	-	(16,757)	(16,757)	(189)	(16,946)
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	(88,132)	-	(88,132)	(673)	(88,805)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	(88,132)	(16,757)	(104,889)	(862)	(105,751)
Placing of new shares	新股份配售	10,000	20,000	-	-	-	-	30,000	-	30,000
New shares issue expenses	新股份發行開支	-	(490)	-	-	-	-	(490)	-	(490)
At 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	86,117	1,616,689	2,025,156	92,926	(162,459)	(2,088,445)	1,569,984	86,948	1,656,932

Note:

On 29 July 2022, the Company completed the share placing. A total of 1,000,000,000 placing shares have been successfully placed by placing agent to not less than six placees at the placing price of HK\$0.03 per placing share, for a cash consideration of HK\$30,000,000, before share issue expenses. The proceeds of HK\$10,000,000 representing the par value have been credited to the Company's share capital and the remaining proceeds of HK\$20,000,000 have been credited to the share premium. The share issue expenses related to the share placing were approximately HK\$490,000.

附註：

本公司已於二零二二年七月二十九日完成股份配售。合共1,000,000,000股配售股份已由配售代理成功以配售價每股配售股份0.03港元向不少於六名承配人配售，以換取現金代價30,000,000港元（未扣除股份發行開支）。代表面值的所得款項10,000,000港元已入賬至本公司股本，而餘下的所得款項20,000,000港元已入賬至股份溢價。有關股份配售的股份發行開支約為490,000港元。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
Cash generated from operations	營運業務產生現金	7,338	637
Cash payments for interest portion of the lease liabilities	租賃負債利息部分之現金付款	(67)	(82)
Net cash generated from operating activities	經營活動產生現金淨額	7,271	555
Investing activities	投資活動		
(Increase)/decrease in restricted bank deposits	受限制銀行存款(增加)/減少	(468)	2,396
Net cash inflow from acquisition of subsidiaries	收購附屬公司之現金流入淨額	343	-
Refund of deposit paid relating to termination of acquisition of Shenyang Properties	終止收購瀋陽物業之已付按金之退款	-	5,761
Purchase of property, plant and equipment	購買物業、廠房及設備	(8,165)	(8,782)
Interest received	已收利息	34	32
Dividend income	股息收入	47	27
Compensation received relating to production volume guarantee by the minority shareholder	與少數股東作出產量保證有關之已收賠償	-	3,000
Net cash (used in)/generated from investing activities	投資活動(所用)/產生現金淨額	(8,209)	2,434
Financing activities	融資活動		
Interest paid	已付利息	(50)	-
Principal portion of lease payments	租賃付款本金部分	(912)	(892)
Net proceeds from placing of new shares	配售新股所得款項淨額	29,510	-
Net cash generated from/(used in) financing activities	融資活動產生/(所用)現金淨額	28,548	(892)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	27,610	2,097
Cash and cash equivalents at the beginning of the period	於期初之現金及現金等價物	18,232	19,034
Effect of foreign exchange rate changes	外匯匯率變動影響	(3,474)	254
Cash and cash equivalents at the end of the period	於期末之現金及現金等價物	42,368	21,385
Analysis of the balances of cash and cash equivalents	現金及現金等價物之結餘分析		
Bank balances and cash	銀行結餘及現金	42,368	21,385

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

I. GENERAL

Asia Resources Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability. Its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business of the Company in Hong Kong is Room 2601, 26/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.

The Company acts as an investment holding company, while its subsidiaries (hereinafter the Company and its subsidiaries are collectively referred to as the “Group”) are principally engaged in property development, property investment and production and sales of bottled water in the People’s Republic of China (the “PRC”).

The interim financial statements are presented in Hong Kong dollars (HK\$) and all amounts have been rounded to the nearest thousand (HK\$’000), unless otherwise indicated.

2. BASIS OF PREPARATION

The interim financial statements have been prepared in accordance with the applicable disclosure requirements set out in Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange (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”). The interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 March 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

This interim financial statements were approved for issue on 28 November 2022. This interim financial statements have not been audited.

I. 總則

亞洲資源控股有限公司(「本公司」)在百慕達註冊成立為獲豁免有限公司。其股份在香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而其香港主要營業地點之地址為香港上環干諾道中168-200號信德中心西座26樓2601室。

本公司為一間投資控股公司，而其附屬公司(下文本公司及其附屬公司統稱為「本集團」)則主要於中華人民共和國(「中國」)從事物業發展、物業投資及瓶裝水生產及銷售。

中期財務報表以港元(港元)呈列。除另有說明外，所有金額均湊整至最接近千位(千港元)。

2. 編製基準

中期財務報表乃根據聯交所證券上市規則(「上市規則」)附錄十六所載之適用披露規定及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。中期財務報表須與根據香港財務報告準則(「香港財務報告準則」)編製之截至二零二二年三月三十一日止年度之年度財務報表一併閱讀。

本中期財務報表已於二零二二年十一月二十八日獲批准刊發。本中期財務報表未經審核。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

3. SIGNIFICANT ACCOUNTING POLICIES

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

The interim financial statements have been prepared in accordance with the same accounting policies adopted in the Group's consolidated financial statements for the year ended 31 March 2022, except for the adoption of the following new and revised HKFRSs issued by the HKICPA, which are or have become effective for the Group's financial year beginning on 1 April 2021.

Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combinations
HKAS 16 (Amendments)	Property, Plant and Equipment – Proceeds before Intended Use
HKFRS 3 (Amendments)	Reference to Conceptual Framework
HKAS 37 (Amendments)	Onerous Contracts – Cost of Fulfilling a Contract
HKFRSs (Amendments)	Annual Improvements to HKFRS 2018-2020

The adoption of these amendments to HKFRSs does not have a material impact on the interim condensed consolidated financial statements of the Group. The Group has not early adopted any other standards, interpretation or amendments that have been issued but are not yet effective.

4. SEGMENT INFORMATION

The Group's operating segments are identified on the basis of internal reports which provides information about components of the Group. These information are reported to and reviewed by the chief operating decision maker ("CODM") for the purpose of resource allocation and performance assessment.

The Group has the following operating segments during the period. These segments are managed separately.

3. 主要會計政策

中期財務報表乃根據歷史成本法編製，惟以公平值計量之投資物業及若干金融工具除外。

中期財務報表已根據本集團截至二零二二年三月三十一日止年度之綜合財務報表所採納之相同會計政策編製，惟採納以下由香港會計師公會頒佈的新訂及經修訂香港財務報告準則（其現時或已經於本集團由二零二一年四月一日開始之財政年度生效）除外。

會計指引第5號（經修訂）	共同控制合併的合併會計法
香港會計準則第16號（修訂本）	物業、廠房及設備－擬定用途前的所得款項
香港財務報告準則第3號（修訂本）	概念框架之提述
香港會計準則第37號（修訂本）	有償合約－履行合約之成本
香港財務報告準則（修訂本）	二零一八年至二零二零年香港財務報告準則之年度改進

採納該等香港財務報告準則之修訂本不會對本集團之中期簡明綜合財務報表造成重大影響。本集團概無提早採納任何其他已頒佈但尚未生效之準則、詮釋或修訂本。

4. 分類資料

本集團經營分類按提供有關本集團各部分資料之內部申報基準區分。該等資料會呈報予主要營運決策者（「主要營運決策者」）並由其審閱，以分配資源及評估表現。

本集團於期內擁有下列經營分類。該等分類乃受個別管理。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

4. SEGMENT INFORMATION (CONTINUED)

- (1) For water business, the CODM regularly reviews the performance of the water business in the PRC. These operations have been aggregated into a single operating segment and named "Water business".
- (2) For property development and property investment business, the CODM regularly reviews the performance of the property development and property investment business. These operations have been aggregated into a single operating segment and named "Property development and investment".

The following is an analysis of the Group's revenue and results by reportable segments for the periods:

For the six months ended 30 September

4. 分類資料(續)

- (1) 就水業務而言，主要營運決策者定期檢討中國水業務的表現。該等業務已合計為名為「水業務」之單一經營分類。
- (2) 就物業發展及物業投資業務而言，主要營運決策者定期檢討物業發展及物業投資業務的表現。該等業務已合計為名為「物業發展及投資」之單一經營分類。

以下為本集團按可呈報分類劃分之期內收入及業績之分析：

截至九月三十日止六個月

		Water business		Property development and investment		Consolidation	
		2022	2021	2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue from external customers	來自外部客戶之收入	-	-	20,366	12,297	20,366	12,297
Total revenue	總收入	-	-	20,366	12,297	20,366	12,297
Segment results	分類業績	(3,097)	24,811	(13,400)	49,405	(16,497)	74,216
Fair value gain/(loss) on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值收益/(虧損)					36	(267)
Central administration costs	中央行政成本					(5,366)	(5,163)
Gain on bargain purchase	議價收購收益					13,518	-
Share of results of associates	分佔聯營公司業績					(7,081)	(6,921)
Finance costs	融資成本					(531)	(511)
(Loss)/profit before taxation	除稅前(虧損)/溢利					(15,921)	61,354

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

4. SEGMENT INFORMATION (CONTINUED)

The following is an analysis of the Group's assets and liabilities by reportable segments:

4. 分類資料(續)

以下為本集團按可呈報分類劃分之資產及負債分析：

		Water business 水業務		Property development and investment 物業發展及投資		Consolidation 綜合	
		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
ASSETS	資產						
Segment assets	分類資產	349,669	362,305	1,447,879	1,278,868	1,797,548	1,641,173
Unallocated corporate assets	未分配企業資產					167,865	270,499
						1,965,413	1,911,672
LIABILITIES	負債						
Segment liabilities	分類負債	(27,069)	(31,772)	(278,929)	(134,012)	(305,998)	(165,784)
Unallocated corporate liabilities	未分配企業負債					(2,483)	(12,715)
						(308,481)	(178,499)

5. REVENUE

5. 收入

		For the six months ended 30 September 截至九月三十日止六個月 2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)		2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	
Revenue from contracts with customers	來自客戶合約之收入				
Sales of properties	銷售物業	4,059		3,998	
Revenue from leases	租賃之收入	16,307		8,299	
Total Revenue	總收入	20,366		12,297	

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6. OTHER GAINS

6. 其他收益

		For the six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Interest income relating to termination of acquisition of Shenyang Properties	終止收購瀋陽物業之利息收入	19,657	36,713
Interest income on bank deposit	銀行存款利息收入	34	32
Interest income from an associate	來自一間聯營公司之利息收入	53	121
Compensation relating to failure to fulfil production volume guarantee by the minority shareholder	與少數股東未能達到產量保證有關之賠償	—	26,338
Dividend income from financial assets at fair value through profit or loss	按公平值計入損益之金融資產之股息收入	47	27
Exchange gain, net	匯兌收益，淨額	—	8,996
Government grant	政府補助	5	—
Bad debt recovery	收回壞賬	114	—
Sundry	雜項	11	95
		19,921	72,322

7. OTHER LOSSES

7. 其他虧損

		For the six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Exchange loss, net	匯兌虧損，淨額	46,347	—
Written off of property, plant and equipment	物業、廠房及設備撇銷	4	—
		46,351	—

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8. FINANCE COSTS

8. 融資成本

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
Interest on lease liabilities	租賃負債利息	67	82
Interest on other payables	其他應付賬款利息	464	429
		531	511

9. (LOSS)/PROFIT BEFORE TAXATION

9. 除稅前(虧損)/溢利

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
The Group's (loss)/profit before taxation is arrived at after charging/(crediting):	本集團之除稅前(虧損)/溢利乃於扣除/(計入)下列各項後得出：		
Amortisation of land use right	土地使用權攤銷	106	109
Depreciation of right-to-use assets	使用權資產折舊	855	1,015
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,528	1,666
Staff costs (including directors' remuneration)	員工成本(包括董事酬金)	4,715	3,431
Lease payment not include in the measurement of lease liabilities	並未計入租賃負債計量的租賃付款	67	49
Fair value (gain)/loss on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值(收益)/虧損	(36)	267

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10. TAXATION

10. 稅項

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
Current tax:	即期稅項：		
– Hong Kong Profits Tax	– 香港利得稅	–	–
– PRC Enterprise Income Tax	– 中國企業所得稅	1,145	609
Total current tax expenses	即期稅項開支總額	1,145	609
Deferred income tax:	遞延所得稅：		
– (Decrease)/increase in deferred tax liabilities	– 遞延稅項負債(減少)/增加	(120)	–
Income tax expenses for the period	期內所得稅開支	1,025	609

Hong Kong Profits Tax has been provided at the rate of 16.5% on the assessable profit arising in Hong Kong for the six months ended 30 September 2022 and 2021.

Subsidiaries of the Company in the PRC are subject to the PRC Enterprise Income Tax at 25% for the six months ended 30 September 2022 and 2021.

截至二零二二年及二零二一年九月三十日止六個月，於香港產生之應課稅溢利已按稅率16.5%計提香港利得稅撥備。

截至二零二二年及二零二一年九月三十日止六個月，本公司於中國之附屬公司須按25%繳付中國企業所得稅。

11. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic (loss)/earnings per share attributable to owners of the Company is based on the following data:

11. 本公司擁有人應佔每股(虧損)/盈利

本公司擁有人應佔每股基本(虧損)/盈利乃根據以下數據計算：

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
(Loss)/profit	(虧損)/溢利		
(Loss)/profit for the period attributable to the owners of the Company	本公司擁有人應佔期內(虧損)/溢利	(16,757)	61,179

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11. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (CONTINUED)

11. 本公司擁有人應佔每股(虧損)/盈利(續)

		'000 Shares 千股 (unaudited) (未經審核)	'000 Shares 千股 (unaudited) (未經審核)
Number of ordinary shares	普通股數目		
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	用作計算每股基本(虧損)/盈利之普通股加權平均數	7,961,417	7,611,690

The basic and diluted (loss)/earnings per share are the same for the six months ended 30 September 2022 and 2021, as there are no dilutive potential ordinary shares in existence.

由於概無任何具潛在攤薄影響之普通股，故此截至二零二二年及二零二一年九月三十日止六個月每股基本及攤薄(虧損)/盈利相同。

12. DIVIDENDS

No interim dividend was declared by the Company for the six months ended 30 September 2022 (six months ended 30 September 2021: Nil).

12. 股息

本公司並無宣派截至二零二二年九月三十日止六個月中期股息(截至二零二一年九月三十日止六個月：無)。

13. INVESTMENT PROPERTIES

13. 投資物業

		HK\$'000 千港元
At 1 April 2021 (audited)	於二零二一年四月一日(經審核)	132,516
Additions	添置	2,487
Transfer from construction in progress	轉撥自在建工程	2,330
Fair value changes	公平值變動	(37,074)
Exchange realignment	匯兌調整	5,042
As 31 March 2022 (audited)	於二零二二年三月三十一日(經審核)	105,301
Additions through acquisition of subsidiaries (note 24)	透過收購附屬公司添置(附註24)	757,161
Exchange realignment	匯兌調整	(49,362)
As 30 September 2022 (unaudited)	於二零二二年九月三十日(未經審核)	813,100

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13. INVESTMENT PROPERTIES (CONTINUED)

Amount recognised in profit or loss for investment properties

13. 投資物業(續)

於損益中就投資物業的已確認金額

		For the six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Lease income from operating leases	來自經營租賃之租金收入	13,978	4,867
Direct operating expenses on investment properties that generated lease income	產生租金收入之投資物業之直接經營開支	2,657	1,597

On 27 May 2022, the Group completed the acquisition of investment properties through acquisition of a subsidiary at a consideration of RMB376 million. Investment properties are situated in the PRC and are held under medium-term leases. Details of the acquisition are set out in note 24.

於二零二二年五月二十七日，本集團透過收購一間附屬公司完成收購投資物業，代價為人民幣376,000,000元。投資物業位於中國及按中期租賃持有。收購事項的詳情載於附註24。

14. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2022, the Group purchased property, plant and equipment of approximately HK\$8,165,000 and acquired property, plant and equipment through acquisition of a subsidiary of approximately HK\$5,008,000. The items of property, plant and equipment with carrying amount of approximately HK\$4,000 were written off during the six months ended 30 September 2022.

During the six months ended 30 September 2021, the Group purchased property, plant and equipment of approximately HK\$8,782,000.

For the six months ended 30 September 2022, the lease income from machinery leased under operating leases of the Group was approximately HK\$2,329,000 (six months ended 30 September 2021: approximately HK\$3,432,000).

14. 物業、廠房及設備

截至二零二二年九月三十日止六個月，本集團買入約8,165,000港元之物業、廠房及設備，並透過收購一間附屬公司而收購物業、廠房及設備約5,008,000港元。賬面值約4,000港元之物業、廠房及設備項目已於截至二零二二年九月三十日止六個月撇銷。

截至二零二一年九月三十日止六個月，本集團買入約8,782,000港元之物業、廠房及設備。

截至二零二二年九月三十日止六個月，本集團來自經營租賃項下出租機器之租金收入約為2,329,000港元(截至二零二一年九月三十日止六個月：約3,432,000港元)。

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15. INTANGIBLE ASSETS

15. 無形資產

		Land use right 土地使用權 HK\$'000 千港元 (Note i) (附註i)	Water mining licence 採水證 HK\$'000 千港元 (Note ii) (附註ii)	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 April 2021 (audited)	於二零二一年四月一日(經審核)	10,734	374,460	385,194
Exchange realignment	匯兌調整	452	179	631
At 31 March 2022 (audited)	於二零二二年三月三十一日 (經審核)	11,186	374,639	385,825
Exchange realignment	匯兌調整	(1,155)	(458)	(1,613)
At 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	10,031	374,181	384,212
Accumulated amortisation and impairment	累計攤銷及減值			
At 1 April 2021 (audited)	於二零二一年四月一日(經審核)	581	46,932	47,513
Amortisation for the year	年內攤銷	220	-	220
Impairment loss for the year	年內減值虧損	-	40,504	40,504
Exchange realignment	匯兌調整	28	-	28
At 31 March 2022 (audited)	於二零二二年三月三十一日 (經審核)	829	87,436	88,265
Amortisation for the period	期內攤銷	106	-	106
Exchange realignment	匯兌調整	(91)	-	(91)
At 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	844	87,436	88,280
Carrying amount	賬面值			
At 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	9,187	286,745	295,932
At 31 March 2022 (audited)	於二零二二年三月三十一日 (經審核)	10,357	287,203	297,560

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15. INTANGIBLE ASSETS (CONTINUED)

Notes:

- (i) Land use right represents the right to use the land for water exploitation activities in Hunan. The land is located at 湖南新田縣新圩鎮新嘉公路三占塘段西側.

Land use right is amortized on a straight-line basis over its lease term of 50 years.

- (ii) Water mining licence represents the right to conduct water exploitation activities in Hunan. The subsidiary, 湖南新田富錕礦泉水有限公司, has entered into an agreement with Hunan Government to grant the subsidiary a water mining licence for exploitation of mineral water for 5 years. The subsidiary has the priority to extend the mineral water mining licence afterwards. The mine is located at 湖南新田縣三占塘. The subsidiary has the exclusive rights and authorities to manage and arrange all activities in the mining area.

The water mining licence expired on 3 May 2022 and the renewal application has been submitted to the government authorities in April 2022. Affected by the COVID-19 pandemic, the renewal procedures of the government authorities were delayed. The Xintian County Natural Resources Bureau* (新田縣自然資源局), Xintian County People's Government* (新田縣人民政府) and Yongzhou City Natural Resources and Planning Bureau* (永州市自然資源和規劃局) have issued letters agreeing the renewal of water mining licence. It is expected that the renewal procedures will be completed in the fourth quarter of 2022 and the delay in the renewal of water mining licence will not affect the construction and production plan of the factory in Hunan.

Water mining licence is amortised on a straight-line basis over its estimated useful economic life which was estimated with reference to the validity of the operation licence held and the productions plans of the Group. No amortisation was provided for the period ended 30 September 2022 as commercial production has not yet commenced during the period.

The Directors have assessed the recoverable amount of the water mining licence, which exceeds its carrying amount and therefore no impairment loss was recognised during the period.

15. 無形資產(續)

附註：

- (i) 土地使用權指於湖南作水開採活動之土地之使用權利。該土地位於湖南新田縣新圩鎮新嘉公路三占塘段西側。

土地使用權於其50年租賃期按直線法攤銷。

- (ii) 採水證指於湖南進行水開採活動的權利。附屬公司湖南新田富錕礦泉水有限公司已與湖南政府訂立協議以授予該附屬公司為期五年之採水證以用作開採礦泉水。該附屬公司其後可優先延長礦泉水採水證。礦泉位於湖南新田縣三占塘。該附屬公司擁有獨家權利及權力管理及安排於礦區進行之所有活動。

採水證已於二零二二年五月三日期滿，而本集團已於二零二二年四月向政府機關提交續期申請。受COVID-19疫情影響，政府機關的續期程序受到延誤。新田縣自然資源局、新田縣人民政府及永州市自然資源和規劃局已發出函件同意續簽採水證。預計續證程序將於二零二二年第四季度完成，採水證續期之延誤並不會影響湖南工廠的建設和生產計劃。

採水證於其估計可用經濟年期按直線法攤銷。而該經濟年期乃參考本集團所持經營許可證之有效期及生產計劃而估計。由於截至二零二二年九月三十日止期間未開始商業生產，故期內並無計提攤銷。

董事已評估採水證的可收回金額，金額超過其賬面值，故期內並無確認減值虧損。

* For identification purpose only

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16. INTERESTS IN ASSOCIATES

16. 於聯營公司之權益

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
At the beginning of the period/year	期初／年初	147,000	190,826
Share of post-acquisition losses and other comprehensive income during the period/year, net of dividends received	期內／年內分佔收購後 虧損及其他全面收益， 扣除已收股息	(6,634)	(14,431)
Impairment loss for the period/year	期內／年內減值虧損	-	(29,395)
At the end of the period/year	期末／年末	140,366	147,000

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Amount due from an associate	應收一間聯營公司之款項	741	3,236

Notes:

- (i) As at 30 September 2022 and 31 March 2022, amount due from an associate is unsecured, interest-bearing at 10% per annum and repayable within one year.
- (ii) The maximum outstanding balance during the period was approximately HK\$3,236,000.
- (iii) The Group holds 20% equity interests in Hong Kong Spring Water Ding Dong Group Company Limited ("Spring Water Ding Dong") which has a wholly-owned subsidiary in Guangxi, Guangxi Spring Water Ding Dong Beverages Company Limited* ("Guangxi Spring Water Ding Dong"). Guangxi Spring Water Ding Dong possesses a water procurement permit for production and sales of bottled water and is currently in operation in Guangxi. The remaining 80% equity interests is held by Mr. Li Yuguo, the substantial shareholder, the Chairman and an executive Director of the Company.

* For identification purpose only

附註：

- (i) 於二零二二年九月三十日及二零二二年三月三十一日，應收一間聯營公司之款項為無抵押、按10%年利率計息，並須於一年內償還。
- (ii) 期內最高未償還餘額約為3,236,000港元。
- (iii) 本集團持有香港泉水叮咚集團有限公司(「泉水叮咚」)(其於廣西擁有一間全資附屬公司廣西泉水叮咚飲品有限公司(「廣西泉水叮咚」))之20%股本權益。廣西泉水叮咚持有取水證作生產及銷售瓶裝水，並正在於廣西經營。餘下80%股本權益由本公司主要股東、主席兼執行董事李玉國先生持有。

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16. INTERESTS IN ASSOCIATES (CONTINUED)

Details of the Group's associates, which were held indirectly by the Company at the end of the reporting period, were as follows:

16. 於聯營公司之權益(續)

本集團聯營公司(於報告期末由本公司間接持有)之詳情如下：

Name of associates 聯營公司名稱	Form of business and structure 業務形式及架構	Place of incorporation/ operation 註冊成立/ 營運地點	Class of shares/ registered capital held 持有之股份/ 註冊資本類別	Proportion of nominal value of paid capital/registered capital held by the Group 本集團持有之已付資本面值/ 註冊資本之比例		Principal activities 主要業務
				At 30 September 2022 於二零二二年 九月三十日 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 (audited) (經審核)	
Hong Kong Spring Water Ding Dong Group Company Limited 香港泉水叮咚集團有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通	20%	20%	Investment holding and water business 投資控股及水業務
Guangxi Spring Water Ding Dong Beverages Company Limited* 廣西泉水叮咚飲品有限公司	Incorporated 註冊成立	The PRC 中國	Registered 已註冊	20%	20%	Production and sales of bottled water 生產及銷售瓶裝水

* For identification purpose only

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16. INTERESTS IN ASSOCIATES (CONTINUED)

Summarised financial information in respect of the Group's associates is set out below:

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Current assets	流動資產	30,185	33,407
Non-current assets	非流動資產	86,038	101,905
Current liabilities	流動負債	185,518	203,245
Non-current liabilities	非流動負債	5,528	-

16. 於聯營公司之權益(續)

有關本集團聯營公司之財務資料概要載列如下：

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收入	3,063	3,195
Loss for the period	期內虧損	(35,405)	(34,607)
Other comprehensive income	其他全面收益	2,236	(10)
Total comprehensive income	全面收益總額	(33,169)	(34,617)

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16. INTERESTS IN ASSOCIATES (CONTINUED)

Reconciliation of the net liabilities of associates at the acquisition date to the carrying amount of the interests in associates recognised in the interim financial statements are as follows:

16. 於聯營公司之權益(續)

聯營公司於收購日期之負債淨額與聯營公司權益之賬面值之對賬於中期財務報表內確認如下：

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Net liabilities of the associates as at acquisition date	聯營公司於收購日期之負債淨額	(33,841)	(33,841)
Proportion of the Group's ownership interests in the associates	本集團於聯營公司之擁有權權益比例	20%	20%
Cost of investments in associates unlisted in Hong Kong	投資香港境內非上市聯營公司之成本	(6,768)	(6,768)
Valuation adjustment from acquisition	收購之估值調整	210,217	210,217
Goodwill	商譽	2,048	2,048
Share of post-acquisition losses and other comprehensive income, net of dividends received	分佔收購後虧損及其他全面收益，扣除已收股息	(65,131)	(58,497)
Carrying amount of the Group's interests in associates	本集團於聯營公司之權益之賬面值	140,366	147,000

There is no commitment and contingent liabilities under the associates.

該等聯營公司項下並無任何承擔及或然負債。

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17. PROPERTIES UNDER DEVELOPMENT

17. 發展中物業

		At 30 September 2022	At 31 March 2022
		於二零二二年 九月三十日	於二零二二年 三月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Properties under development	發展中物業	347,544	347,544
Less: provision for impairment	減：減值撥備	(347,544)	(347,544)
		-	-

Properties under development are the residential properties located at Beibu District, Jinshitan, Jinzhou New District, Dalian, the PRC* under development for sale.

As at 30 September 2022, the carrying amount of the properties under development included land use rights of approximately HK\$114,582,000 (as at 31 March 2022: approximately HK\$127,782,000).

On 27 January 2022, the Group received an idle land decision from Dalian Municipal Bureau of Natural Resources* (大連市自然資源局) which determined the land of properties under development was in idle condition and the land may be repossessed by the PRC government authorities without compensation. The Board has reviewed and reconsidered the development plan and projected a significant drop in gross profit margin in developing the properties under development. Due to the abovementioned factors, the Board considered a full impairment on the properties under development is appropriate and reasonable. Nevertheless, the management are still using its best endeavors to avoid land repossession by the PRC government authorities without compensation.

發展中物業乃位於中國大連金州新區金石灘北部區之待售發展中住宅物業。

於二零二二年九月三十日，該等發展中物業之賬面值包括約114,582,000港元(於二零二二年三月三十一日：約127,782,000港元)之土地使用權。

於二零二二年一月二十七日，本集團收到大連市自然資源局出具的閒置土地認定書，認定了發展中物業的土地處於閒置狀態，因而中國政府機關可能無償收回土地。董事會已審閱並重新考慮發展計劃，預計開發發展中物業的毛利率大幅下降。由於上述因素，故董事會認為對發展中物業進行全額減值是適當及合理的。儘管如此，管理層仍會盡力避免土地被中國政府機關無償收回。

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17. PROPERTIES UNDER DEVELOPMENT (CONTINUED)

The carrying amount of properties under development was analysed as follows:

17. 發展中物業(續)

發展中物業之賬面值分析如下：

	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Located in the PRC, held on: Leases of between 10 and 50 years	—	—
在中國持有： 介乎10至50年之租賃		

18. COMPLETED PROPERTIES HELD FOR SALE

18. 持作出售之已落成物業

	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Completed properties held for sale	123,229	144,089
Less: Provision for impairment	(56,904)	(66,139)
	66,325	77,950

The completed properties held for sale were located at Beibu District, Jinshitan, Jinzhou New District, Dalian, the PRC* under medium-term lease. Completed properties held for sale which are expected to be recovered in more than twelve months after the reporting date are classified under current assets as it is expected to be realised in the Group's normal operating cycle.

根據中期租賃持作出售之已落成物業位於中國大連金州新區金石灘北部區。預期將於報告日期超過十二個月後收回之持作出售之已落成物業分類為流動資產，此乃由於該等物業預期將於本集團正常營運週期變現。

* For identification purpose only

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19. TRADE RECEIVABLES

19. 貿易應收賬款

	At 30 September 2022	At 31 March 2022
	於二零二二年 九月三十日	於二零二二年 三月三十一日
	HK\$'000	HK\$'000
	千港元	千港元
	(unaudited)	(audited)
	(未經審核)	(經審核)
Trade receivables	18,096	6,434
貿易應收賬款		

Based on the payment terms of tenancy agreements, the aging analysis of the Group's trade receivables as of each reporting date is as follows:

根據租賃協議之付款條款，本集團之貿易應收賬款於各報告日期之賬齡分析如下：

	At 30 September 2022	At 31 March 2022
	於二零二二年 九月三十日	於二零二二年 三月三十一日
	HK\$'000	HK\$'000
	千港元	千港元
	(unaudited)	(audited)
	(未經審核)	(經審核)
0 to 180 days	18,084	6,434
181 to 365 days	12	-
	18,096	6,434
0至180日		
181至365日		

The Group's trade receivables are denominated in RMB and mainly represent rental and management fee receivables from tenants for the use of PRC investment properties and machinery. Rental and management fee are payable in accordance with tenancy agreements. No credit period is allowed.

本集團之貿易應收賬款以人民幣計值，主要為來自租戶就使用中國投資物業及機器的應收租金及管理費。租金及管理費按租賃協議支付，並無授予信貸期。

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中期財務報告附註

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

20. 預付款項、按金及其他應收賬款

	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Non-current assets:		
Deposits for acquisition of investment properties, net (notes i)	360,029	401,504
Current assets:		
Deposits paid, net (note ii)	3,134	584,870
Prepayments (note iii)	6,069	6,636
Accrued income	12,658	-
Other receivables (note iv)	45,233	47,657
Amount due from the substantial shareholder (note v)	98,871	146,901
	165,965	786,064

Notes:

- (i) Yantian Properties
As at 30 September 2022, deposits paid of approximately HK\$199,263,000, net of provision for impairment of approximately HK\$77,152,000 (as at 31 March 2022: approximately HK\$222,217,000, net of provision for impairment of approximately HK\$86,040,000) were related to three acquisitions of properties in Yantian where the physical possession of the properties has been delivered to the Group. According to the supplemental agreement disclosed in the announcement dated 3 May 2018, the titles of the three properties should be transferred to the Group before 30 December 2018. Nevertheless, according to the announcement dated 19 June 2019, the vendor has still not registered the title of the properties under the name of the Group. The approval from the PRC government authority for issuing the building ownership certificate remained pending. In May 2020, the Company received a letter from the vendor requesting for an extension of the deadline to 31 December 2020 for handling the matter of building ownership certificate. In April 2021, the Company received another letter from the vendor requesting for further extension of deadline to 31 December 2021 for handling the building ownership certificate matter. However, due to the continuation of the COVID-19 pandemic, the registration of building ownership certificates has not been completed by the extended deadline. The Company has engaged a PRC legal advisor to negotiate with the vendor to resolve this matter. The management will continue to follow up and take appropriate actions. The Group is also considering and assessing various possible ways to resolve this matter in a more cost efficient and time-efficient manner, including but not limited to looking for potential buyers in order to enable the Group to dispose of the interests in the properties.

附註：

- (i) 鹽田物業
於二零二二年九月三十日，約199,263,000港元(扣除減值撥備約77,152,000港元後)(於二零二二年三月三十一日：約222,217,000港元，扣除減值撥備約86,040,000港元後)之已付按金與三項鹽田物業之收購相關，且該等物業之實際擁有權已交付予本集團。根據日期為二零一八年五月三日之公告所披露之補充協議，該三項物業之業權須於二零一八年十二月三十日前移交予本集團。然而，根據日期為二零一九年六月十九日之公告，賣方尚未以本集團名義登記該等物業之業權。有關批准尚待簽發房產證之中國政府機關發出。於二零二零年五月，本公司接獲賣方要求延長有關處理房產證事宜的最後限期至二零二零年十二月三十一日的信函。於二零二一年四月，本公司接獲賣方發出另一封信函，要求將辦理房產證事宜的最後限期進一步延長至二零二一年十二月三十一日。然而，由於COVID-19疫情持續，故房產證於經延長的最後限期前尚未完成登記。本公司已委聘一名中國法律顧問與賣方磋商，以解決此事宜。管理層將繼續跟進並採取適當行動。本集團亦正考慮及評估各類可能方式，以更具成本效益及時間效益的方式解決該事宜，包括但不限於物色潛在買方以令本集團得以出售物業權益。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

Beijing Properties

As at 30 September 2022, deposit paid of approximately HK\$144,841,000, net of provision for impairment of approximately HK\$76,290,000 (as at 31 March 2022: approximately HK\$161,527,000, net of provision for impairment of approximately HK\$85,079,000) was related to acquisition of properties in Beijing. Details are set out in the announcement of the Company dated 28 February 2017. Due to the outbreak of COVID-19 pandemic, the construction works were temporarily suspended for several times and the progress was significantly affected and delayed. In the second quarter of 2022, there was an outbreak of the COVID-19 pandemic in Beijing again, which further affected the construction progress. In June 2022, the Company received a letter from the vendor explaining the reasons of delay in construction works and requesting for a further extension of handover of the properties. Currently, the vendor has resumed the construction works and the construction is expected to be completed on or before 31 December 2022. The Company has engaged a PRC legal advisor to handle this matter. The management will continue to follow up and take appropriate actions.

Naming right and advertisement board of properties in Yantian

As at 30 September 2022, deposit paid of approximately HK\$15,925,000, net of provision for impairment of approximately HK\$3,945,000 (as at 31 March 2022: approximately HK\$17,760,000, net of provision for impairment of approximately HK\$4,399,000) was related to the naming right and advertisement board of the properties located in Yantian.

- (ii) As at 30 September 2022, deposits paid mainly comprised rental deposits and payments for business related matters. As at 31 March 2022, deposits paid were mainly relating to acquisition of properties in Shenyang.

Shenyang Properties

Details of the acquisition of Shenyang Properties are set out in the announcement and the circular of the Company dated 12 October 2017 and 22 January 2018 respectively. On 24 April 2019, a termination agreement was entered into between the vendor and the Group to terminate the sale and purchase agreement in relation to the acquisition of Shenyang Properties. The vendor shall refund the total amount of deposits of RMB562,500,000 (the "Refund Amount") paid by the Group, together with a monetary compensation of RMB11,250,000 on or prior to 24 October 2019, details of which are set out in the announcement of the Company dated 24 April 2019.

20. 預付款項、按金及其他應收賬款(續)

附註：(續)

北京物業

於二零二二年九月三十日，約144,841,000港元(扣除減值撥備約76,290,000港元後)(於二零二二年三月三十一日：約161,527,000港元，扣除減值撥備約85,079,000港元後)之已付按金與收購北京物業相關。詳情載於本公司日期為二零一七年二月二十八日之公告。由於COVID-19疫情爆發，故建造工程曾數度暫時停工，且進度受到嚴重影響並有所延誤。於二零二二年第二季度，COVID-19疫情再次於北京爆發，並進一步影響建造工程進度。於二零二二年六月，本公司接獲賣方的一份信函，解釋建造工程延誤之原因及要求進一步延期交付物業。現時，賣方已恢復進行建造工程，且預期於二零二二年十二月三十一日或之前竣工。本公司已委聘一名中國法律顧問，以處理此事宜。管理層將繼續跟進並採取適當行動。

鹽田物業命名權及廣告板

於二零二二年九月三十日，約15,925,000港元(扣除減值撥備約3,945,000港元後)(於二零二二年三月三十一日：約17,760,000港元，扣除減值撥備約4,399,000港元後)之已付按金與鹽田物業之命名權及廣告板相關。

- (ii) 於二零二二年九月三十日，已付按金主要包括有關業務相關事宜之租金按金及付款。於二零二二年三月三十一日，已付按金主要有關收購瀋陽物業。

瀋陽物業

有關收購瀋陽物業之詳情載於本公司日期分別為二零一七年十月十二日之公告及二零一八年一月二十二日之通函。於二零一九年四月二十四日，賣方與本集團訂立終止協議，以終止有關收購瀋陽物業的買賣協議。賣方須於二零一九年十月二十四日或之前退回本集團已付按金總額人民幣562,500,000元(「退款金額」)及人民幣11,250,000元之補償金。有關詳情載於本公司日期為二零一九年四月二十四日之公告。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

On 1 November 2019, the Group further entered into a supplemental agreement with Mr. Li Yuguo, a substantial shareholder, the chairman and an executive director of the Company and the ultimate beneficial owner of the vendor pursuant to which, Mr. Li agreed to take up the responsibilities to repay the Refund Amount and the related compensation and interests to the Group, and provide his personal assets as securities. The Group agreed to extend the repayment date to 24 April 2020, with an interest rate of 5.25% per annum. Details are set out in the announcements of the Company dated 1 November 2019, 22 January 2020 and 27 February 2020 and the circular of the Company dated 6 February 2020.

Afterwards, the Group has set up a special committee to handle the repayment and/or the recovery of the Refund Amount, and entered into several supplemental agreements with Mr. Li Yuguo regarding the extension of repayment deadline with the agreed interest rates on the amount outstanding. Details of the supplemental agreements are set out in the announcements of the Company dated 29 April 2020, 8 May 2020, 7 July 2020, 7 July 2021, 1 September 2021, 28 October 2021, and 19 August 2022 and the circulars of the Company dated 24 August 2020, 1 November 2021 and 30 September 2022 respectively.

As at 31 March 2022, the balance of deposits paid related to the acquisition of properties in Shenyang represented to the Refund Amount outstanding approximately RMB473,820,000 (equivalent to approximately HK\$584,234,000).

As at 30 September 2022, the Group has received from Mr. Li Yuguo the full amount of Refund Amount outstanding.

20. 預付款項、按金及其他應收賬款(續)

附註：(續)

於二零一九年十一月一日，本集團與本公司主要股東、主席兼執行董事以及賣方的最終實益擁有人李玉國先生進一步訂立補充協議，據此，李先生同意承擔償還退款金額以及相關賠償及利息予本集團的責任，並提供彼之個人資產以作抵押。本集團同意延長還款日期至二零二零年四月二十四日，年利率為5.25%。有關詳情載於本公司日期分別為二零一九年十一月一日、二零二零年一月二十二日及二零二零年二月二十七日之公告以及本公司日期為二零二零年二月六日之通函。

及後，本集團成立特別委員會以處理償還及／或收回退款金額，以及與李玉國先生就未償還款項延長還款期限及商定利率訂立若干補充協議，有關補充協議之詳情分別載於本公司日期為二零二零年四月二十九日、二零二零年五月八日、二零二零年七月七日、二零二一年七月七日、二零二一年九月一日、二零二一年十月二十八日及二零二二年八月十九日之公告以及本公司日期為二零二零年八月二十四日、二零二一年十一月一日及二零二二年九月三十日之通函內。

於二零二二年三月三十一日，有關收購瀋陽物業之已付按金之餘額指未償還退款金額約人民幣473,820,000元(相當於約584,234,000港元)。

於二零二二年九月三十日，本集團已從李玉國先生全數收回未償還退款金額。

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20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

- (iii) As at 30 September 2022 and 31 March 2022, prepayments mainly comprised prepayment of indirect cost incurred for properties under development and purchase cost of machineries for the production of bottled mineral water in Hunan.
- (iv) As at 30 September 2022 and 31 March 2022, other receivables mainly comprised other taxes prepaid in the PRC and advance payments for business related matters.
- (v) As at 30 September 2022, amount due from the substantial shareholder, Mr. Li Yuguo, represented the interest receivables (as at 31 March 2022, represented the compensation and interest receivables) relating to the termination of the acquisition of Shenyang Properties as detailed in (ii). The amount was approximately RMB89,423,000 (as at 31 March 2022: approximately RMB119,138,000) and repayable on or before 2 July 2023. The amount is denominated in RMB.

20. 預付款項、按金及其他應收賬款(續)

附註：(續)

- (iii) 於二零二二年九月三十日及二零二二年三月三十一日，預付款項主要包括發展中物業所產生之間接成本以及在湖南生產瓶裝礦泉水的機器採購成本。
- (iv) 於二零二二年九月三十日及二零二二年三月三十一日，其他應收賬款主要包括預付其他中國稅項及業務相關事宜之墊款。
- (v) 於二零二二年九月三十日，應收主要股東李玉國先生之款項指如(ii)所述有關終止收購瀋陽物業的應收利息(於二零二二年三月三十一日，指賠償及應收利息)。此款項約為人民幣89,423,000元(於二零二二年三月三十一日：約人民幣119,138,000元)並須於二零二三年七月二日或之前償還。此款項以人民幣計值。

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21. AMOUNT DUE FROM NON-CONTROLLING INTERESTS

On 23 May 2017, the Group entered into a sale and purchase agreement with Mr. Lam Chun Ho, pursuant to which Mr. Lam Chun Ho agreed to sell, and the Group agreed to purchase, 67% of the equity interests in Good Union (China) Limited (“Good Union”). Immediately after the acquisition by the Group, Good Union was owned by the Group and Mr. Lam Chun Ho as to 67% and 33% respectively. Mr. Lam Chun Ho has given certain production volume guarantee in the sale and purchase agreement, including the production volume of spring water shall not be less than 50,000 cubic metres in 2019 and 100,000 cubic metres for each calendar year from 2020 to 2028. If Good Union fails to satisfy the production volume guarantee, Mr. Lam Chun Ho shall be required to pay monetary compensation to the Group. For details, please refer to the announcement of the Company dated 23 May 2017.

On 27 August 2021, Mr. Lam Chun Ho disposed of his 33% shareholding in Good Union to an independent third party. The Group continues to hold 67% of the shareholding in Good Union. The new minority shareholder of Good Union has agreed to assume all the liabilities and commitments of Mr. Lam Chun Ho. The new minority shareholder of Good Union has also agreed and fulfilled certain compensation obligations of Mr. Lam Chun Ho. The compensation relating to the failure to fulfil the production volume guarantee of the water mining business in Hunan for the years 2019 and 2020 of approximately HK\$26,338,000 was mutually agreed between the new minority shareholder and the Group.

Up to the date of this interim report, the Group has received partial compensation of HK\$14,700,000 from the new minority shareholder. The Group is maintaining communication with the new minority shareholder which has responded that their business in the PRC has been affected by the government policies and restrictions relating to pandemic control measures which resulted in the delay in settlement of the entire compensation amount.

The amount is unsecured, interest-free, repayable on or before the end of 2022 and denominated in RMB.

21. 應收非控股權益款項

於二零一七年五月二十三日，本集團與林鎮豪先生訂立買賣協議，據此林鎮豪先生同意出售及本集團同意購買滙聯（中國）有限公司（「滙聯」）67%股權。緊隨本集團收購後，滙聯由本集團及林鎮豪先生分別擁有67%及33%權益。林鎮豪先生已於買賣協議給予若干產量保證，包括泉水產量於二零一九年須不少於50,000立方米及於二零二零年至二零二八年各曆年須不少於100,000立方米。倘滙聯未能達到產量保證，則林鎮豪先生須向本集團支付賠償金。有關詳情，請參閱本公司日期為二零一七年五月二十三日的公告。

於二零二一年八月二十七日，林鎮豪先生向一名獨立第三方出售彼於滙聯的33%股權。本集團繼續持有滙聯的67%股權。滙聯的新少數股東已同意為林鎮豪先生的所有負債及承擔負上責任。滙聯的新少數股東亦已同意及履行林鎮豪先生的若干賠償責任。與湖南泉水開採業務未能達到二零一九年及二零二零年之產量保證有關之賠償約26,338,000港元乃由新少數股東與本集團雙方協定。

直至本中期報告日期，本集團已收到新少數股東支付的部分賠償14,700,000港元。本集團正與新少數股東保持溝通，該股東回應稱其在中國的業務受到政府有關疫情控制措施的政策和限制所影響，導致延遲清付全部賠償金額。

該款項為無抵押、免息、須於二零二二年底或之前償還，及以人民幣計值。

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22. TRADE PAYABLES

22. 貿易應付賬款

	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade payables	55,696	62,631

The following is an aging analysis of trade payables at the end of the reporting period, based on the contract date or invoice date:

於報告期末根據合約日期或發票日期之貿易應付賬款賬齡分析如下：

	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
0 to 180 days	1,349	1,693
181 to 365 days	-	87
Over 365 days	54,347	60,851
	55,696	62,631

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23. SHARE CAPITAL

23. 股本

		Number of ordinary shares 普通股數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
At 1 April 2021 (audited),	於二零二一年四月一日(經審核)、		
31 March 2022 (audited),	二零二二年三月三十一日		
1 April 2022 (audited) and	(經審核)、二零二二年		
30 September 2022	四月一日(經審核)及		
(unaudited)	二零二二年九月三十日		
	(未經審核)	250,000,000,000	2,500,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
At 1 April 2021 (audited),	於二零二一年四月一日(經審核)、		
31 March 2022 (audited) and	二零二二年三月三十一日(經審核)		
1 April 2022 (audited)	及二零二二年四月一日(經審核)	7,611,690,000	76,117
Placing of new shares (note)	配售新股(附註)	1,000,000,000	10,000
		8,611,690,000	86,117
At 30 September 2022 (unaudited)	於二零二二年九月三十日(未經審核)		

Note:

On 29 July 2022, a total of 1,000,000,000 placing shares have been successfully placed by placing agent to not less than six placees at placing price of HK\$0.03 per share. The Company intends to utilise the net proceeds of HK\$29.51 million for working capital of the Group and potential investment purpose.

附註：

於二零二二年七月二十九日，合共1,000,000,000股配售股份已由配售代理成功以配售價每股0.03港元向不少於六名承配人配售。本公司擬將所得款項淨額29,510,000港元用作本集團的營運資金及用作潛在投資。

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24. ACQUISITION OF SUBSIDIARIES

Acquisition of Shun Jie International Holdings Company Limited (“Shun Jie”)

During the six months ended 30 September 2022, the Group acquired 100% of the issued share capital of, and the shareholder's loan advanced to, Shun Jie at a consideration of RMB376 million (equivalent to approximately HK\$437,988,000). Shun Jie is principally engaged in investment holding and its indirect wholly-owned subsidiary is principally engaged in property investment. The acquisition has been completed on 27 May 2022.

24. 收購附屬公司

收購舜捷國際控股有限公司(「舜捷」)

截至二零二二年九月三十日止六個月，本集團收購舜捷之100%已發行股本及向其墊付的股東貸款，代價為人民幣376,000,000元(相當於約437,988,000港元)。舜捷主要從事投資控股，而其間接全資附屬公司主要從事物業投資。收購事項已於二零二二年五月二十七日完成。

		Carrying value 賬面值 HK\$'000 千港元	Fair value adjustment 公平值調整 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
The identifiable assets acquired and the liabilities assumed at the date of acquisition	於收購日期所得可識別資產及所承擔負債			
Investment properties	投資物業	171,993	585,168	757,161
Property, plant and equipment	物業、廠房及設備	5,008	–	5,008
Trade receivables	貿易應收賬款	6,977	(373)	6,604
Accrued income and other receivables	應計收入及其他應收賬款	18,080	(185)	17,895
Bank balances and cash	銀行結餘及現金	343	–	343
Tax payables	應付稅項	(287)	–	(287)
Other payables and accruals	其他應付賬款及應計費用	(184,777)	–	(184,777)
Deferred tax liabilities	遞延稅項負債	(4,149)	(146,292)	(150,441)
Identifiable net assets	可識別資產淨值	13,188	438,318	451,506
Gain on bargain purchase	議價收購收益			(13,518)
Total consideration (note)	總代價(附註)			437,988
				HK\$'000 千港元
Net cash inflow from the acquisition	來自收購之現金流入淨額			
Bank balances and cash acquired	所收購銀行結餘及現金			(343)

Note:

The total consideration of acquisition of Shun Jie was paid by Mr. Li Yuguo, a substantial shareholder, the chairman and an executive director of the Company, on behalf of the Company directly.

附註：

收購舜捷的總代價已由本公司主要股東、主席兼執行董事李玉國先生直接代表本公司支付。

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24. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Acquisition of Shun Jie International Holdings Company Limited (“Shun Jie”) (Continued)

The Group recognised a gain on bargain purchase of approximately HK\$13,518,000 in the business combination as a result of the fair value of Shun Jie’s identifiable net assets over the sum of the consideration transferred. The fair value of the identifiable net assets at the date of acquisition is referenced to a valuation report issued by AP Appraisal Limited, an independent qualified valuer.

Shun Jie contributed a profit for the period of approximately HK\$7,826,000 to the Group’s results for the period between the date of acquisition and the end of the reporting period. If the acquisition had been completed on 1 April 2022, the Group’s revenue for the period would have been approximately HK\$25,537,000, and the Group’s loss for the period would have been approximately HK\$13,520,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved, had the acquisition been completed on 1 April 2022, nor is intended to be a projection of future results.

25. FINANCIAL GUARANTEE LIABILITIES

At 30 September 2022, a wholly-owned subsidiary of the Company, 大連創和置地有限公司 (“大連創和”), incorporated in the PRC, provided corporate guarantees to third parties amounting to approximately RMB100,000,000 (as at 31 March 2022: approximately RMB100,000,000), detailed as follows:

- (1) On 17 April 2014, 大連創和 provided a corporate guarantee to 大連銀行第一中心支行 (“大連銀行(一)”) for a recurring bank loan of RMB50,000,000 granted to a third party, 大連東潤物資回收有限公司 (“大連東潤”). In 2017, 大連銀行(一) took a legal action against 大連東潤 for the recovery of the aforesaid loan. On 21 December 2017, 遼寧省大連市中級人民法院 (the “Court”) ordered 大連東潤 to repay the loan to 大連銀行(一), together with relevant legal cost and interest.

24. 收購附屬公司(續)

收購舜捷國際控股有限公司(「舜捷」)(續)

由於舜捷之可識別資產淨值之公平值高於轉讓代價總額，故本集團就業務合併確認議價收購收益約13,518,000港元。於收購日期，可識別資產淨值之公平值乃參考獨立合資格估值師AP Appraisal Limited出具之估值報告。

舜捷於收購日期至報告期末期間為本集團的期內業績帶來約7,826,000港元之期內溢利。倘收購事項已於二零二二年四月一日完成，則本集團期內收入將約為25,537,000港元，而本集團期內虧損將約為13,520,000港元。備考資料僅用於說明目的，並不一定表示倘收購事項於二零二二年四月一日完成時實際將達致的本集團收入及經營業績，亦並非擬作為對未來業績的預測。

25. 財務擔保負債

於二零二二年九月三十日，本公司於中國註冊成立之全資附屬公司大連創和置地有限公司(「大連創和」)向第三方提供公司擔保合計約人民幣100,000,000元(於二零二二年三月三十一日：約人民幣100,000,000元)，詳述如下：

- (1) 於二零一四年四月十七日，大連創和就大連銀行第一中心支行(「大連銀行(一)」)向第三方大連東潤物資回收有限公司(「大連東潤」)發放之循環銀行貸款人民幣50,000,000元提供公司擔保。於二零一七年，大連銀行(一)對大連東潤提出起訴，以追回上述貸款。於二零一七年十二月二十一日，遼寧省大連市中級人民法院(「法院」)命令大連東潤向大連銀行(一)償還貸款，連同相關法律費用及利息。

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25. FINANCIAL GUARANTEE LIABILITIES (CONTINUED)

- (2) On 23 May 2014, 大連創和 provided a corporate guarantee to 大連銀行(一) for a recurring bank loan of RMB50,000,000 granted to a third party, 大連連隆物資有限公司 (“大連連隆”). In 2017, 大連銀行(一) took a legal action against 大連連隆 for the recovery of the aforesaid loan. On 28 December 2017, the Court ordered 大連連隆 to repay the loan to 大連銀行(一), together with relevant legal cost and interest.
- (3) On 19 August 2014, 大連創和 provided a corporate guarantee to 大連銀行(一) for a recurring bank loan of RMB50,000,000 granted to a third party, 大連澤琦貿易有限公司 (“大連澤琦”). In 2017, 大連銀行(一) took a legal action against 大連澤琦 for the recovery of the aforesaid loan. On 21 December 2017, the Court ordered 大連澤琦 to repay the loan to 大連銀行(一), together with relevant legal cost and interest. The loan principal of RMB50,000,000 had been repaid by 大連澤琦 on 30 December 2017.

Another independent guarantor, 大連順浩置業有限公司 (“大連順浩”) has pledged its properties to secure the bank loans stated in (1), (2) and (3). The estimated value of the pledged properties is over RMB250 million. The directors believe that the aforesaid loans, interests and other costs can be fully recovered from the sales proceeds of the pledged properties. In addition, 大連創和 obtained counter-guarantees given by 創達地產(大連)有限公司 (“創達地產”). 創達地產 undertook to compensate 大連創和 any legal costs and economic losses that may be suffered by 大連創和 in relation to all the aforesaid corporate guarantees.

25. 財務擔保負債(續)

- (2) 於二零一四年五月二十三日，大連創和就大連銀行(一)向第三方大連連隆物資有限公司(「大連連隆」)發放之循環銀行貸款人民幣50,000,000元提供公司擔保。於二零一七年，大連銀行(一)對大連連隆提出起訴，以追回上述貸款。於二零一七年十二月二十八日，法院命令大連連隆向大連銀行(一)償還貸款，連同相關法律費用及利息。
- (3) 於二零一四年八月十九日，大連創和就大連銀行(一)向第三方大連澤琦貿易有限公司(「大連澤琦」)發放之循環銀行貸款人民幣50,000,000元提供公司擔保。於二零一七年，大連銀行(一)對大連澤琦提出起訴，以追回上述貸款。於二零一七年十二月三十一日，法院命令大連澤琦向大連銀行(一)償還貸款，連同相關法律費用及利息。於二零一七年十二月三十日，大連澤琦已償還貸款之本金人民幣50,000,000元。

另一名獨立擔保人大連順浩置業有限公司(「大連順浩」)已就(1)、(2)及(3)段所述的銀行貸款將其物業抵押。估計抵押物業的價值超過人民幣250,000,000元。董事相信，上述之貸款、利息及其他費用可以從銷售抵押物業之所得款項中全額收回。此外，大連創和從創達地產(大連)有限公司(「創達地產」)獲得反擔保。如大連創和就所有上述之公司擔保產生任何法律費用及遭受經濟損失，創達地產承諾向大連創和作出賠償。

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25. FINANCIAL GUARANTEE LIABILITIES (CONTINUED)

On 27 December 2017, a restructuring loan agreement was signed by 大連順浩 with 大連銀行. Under this agreement, a new loan of RMB245,000,000 was granted to 大連順浩 for the repayment of the loans, interests and other cost stated in (1), (2) and (3) and then the corporate guarantee provided by 大連創和 will be released. However, the procedure to release the corporate guarantee is still in progress.

The directors are closely monitoring the situations and will continue to use their best endeavor to resolve the corporate guarantee above. The directors are also assessing the legal position of the Group and may consider taking legal actions if appropriate.

Up to the date of this interim report, the Group did not suffer any loss from the above corporate guarantees. Having considered the counter-guarantees provided by 創達地產, pledge of valuable properties by 大連順浩 and subsequent settlement arrangements as stated above, in the opinion of the directors of the Company, the fair values of the financial guarantee contracts are insignificant at initial recognition as the probability of suffering any significant loss by the Group from the above corporate guarantees is low. Accordingly, no provision has been made in the interim financial statements for these guarantees.

26. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following capital commitments:

	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Contracted but not provided for:		
Acquisition of investment properties	42,873	47,812
Property development expenditure	100,430	112,000
Construction in-progress for water exploitation activities in Hunan	16,817	16,374
	160,120	176,186

25. 財務擔保負債(續)

於二零一七年十二月二十七日，大連順浩與大連銀行簽訂重組貸款協議。根據此協議，人民幣245,000,000元的新貸款已授予大連順浩以償還(1)、(2)及(3)段所述的貸款、利息及其他費用，且其後將解除由大連創和所提供的公司擔保。然而，解除公司擔保的程序仍在進行中。

董事正密切關注有關情況，並會繼續盡最大努力解除上述公司擔保。董事亦正評估本集團的法律狀況，並會考慮採取適當的法律行動。

直至本中期報告日期，本集團並未有因上述公司擔保而蒙受任何損失。經審視創達地產提供的反擔保、大連順浩具備價值的物業抵押及上述之其後結算安排後，本公司董事認為財務擔保合約的公平值於初始確認時並不重大，原因為本集團因上述公司擔保而蒙受任何重大損失的機會較小。因此，概無就該等擔保於中期財務報表中計提撥備。

26. 資本承擔

於報告期末，本集團有下列資本承擔：

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27. MATERIAL RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Save as disclosed elsewhere in the interim financial statements, details of transactions between the Group and other related parties are disclosed below.

(a) Transaction relating to a substantial shareholder

As disclosed in note 20(v), interest income relating to termination of acquisition of Shenyang Properties for the six months ended 30 September 2022 and 2021, which were receivable from Mr. Li Yuguo who is a substantial shareholder, the chairman and an executive director of the Company, are recognised as follows:

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income relating to termination of acquisition of Shenyang Properties	終止收購瀋陽物業之利息收入	19,657	36,713

27. 重大關聯方交易

本公司與其附屬公司(彼等乃本公司之關連人士)間之交易已於綜合時抵銷，且並無於本附註披露。除中期財務報表其他章節所披露者外，本集團與其他關連人士間之交易詳情披露如下。

(a) 有關主要股東之交易

如附註20(v)所披露，截至二零二二年及二零二一年九月三十日止六個月，就終止收購瀋陽物業應收本公司主要股東、主席兼執行董事李玉國先生之利息收入，確認如下：

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27. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Transaction relating a minority shareholder

As disclosed in note 21, during the six months ended 30 September 2022 and 2021, the compensation relating to the failure to fulfil the production volume guarantee of the water mining business in Hunan for the years 2020 and 2021, which were receivable from the minority shareholder of the Company, are recognised as follows:

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
Compensation relating to failure to fulfil production volume guarantee by the minority shareholder	與少數股東未能達到產量保證有關之賠償	-	26,338

27. 重大關聯方交易(續)

(b) 有關少數股東之交易

如附註21所披露，截至二零二二年及二零二一年九月三十日止六個月，就湖南水開採業務未能達到二零二零年及二零二一年之產量保證應收本公司少數股東之賠償確認如下：

(c) Remuneration of key management personnel

The remuneration of key management personnel during the reporting period was at follows:

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
Short-term benefits	短期福利	1,118	1,112
Retirement benefits scheme	退休福利計劃	9	9
		1,127	1,121

(c) 主要管理人員之薪酬

主要管理人員於報告期間的薪酬如下：

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28. SUBSEQUENT EVENTS

- (1) On 14 October 2022, the proposed consolidation of every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company into one (1) consolidated share of HK\$0.10 each in the share capital of the Company became effective.

Further details of the share consolidation can be referred to our announcements dated 1 September 2022 and 13 October 2022 and our circular dated 19 September 2022.

- (2) On 19 August 2022, Asiaciti Investment Limited (“Asiaciti”) and Mr. Li Yuguo (Mr. Li”), a substantial shareholder, the Chairman and Executive Director of the Company entered into the fourth further supplemental agreement (the “Fourth Further Supplemental Agreement”), pursuant to which, Mr. Li agreed to repay Asiaciti the outstanding interest of RMB88,588,337.26 (the “Outstanding Interest”) together with the interest to be accrued on the Outstanding Interest at an interest rate of 8% per annum on or before 2 July 2023.

The Fourth Further Supplemental Agreement was approved by the independent shareholders at the special general meeting of the Company held on 20 October 2022.

29. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

The interim financial statements were approved and authorised for issue by the Board on 28 November 2022.

28. 結算日後事項

- (1) 於二零二二年十月十四日，建議將本公司股本中每十(10)股每股面值0.01港元的已發行及未發行普通股合併為本公司股本中一(1)股每股面值0.10港元的合併股份已生效。

可參閱本公司日期為二零二二年九月一日及二零二二年十月十三日的公告及本公司日期為二零二二年九月十九日的通函以獲取股份合併的進一步詳情。

- (2) 於二零二二年八月十九日，國成投資有限公司(「國成」)與本公司主要股東、主席兼執行董事李玉國先生(「李先生」)訂立第四份進一步補充協議(「第四份進一步補充協議」)，據此，李先生同意於二零二三年七月二日或之前向國成償還未償付利息人民幣88,588,337.26元(「未償付利息」)連同未償付利息按年利率8%計算將予累計之利息。

第四份進一步補充協議已於本公司在二零二二年十月二十日舉行的股東特別大會上經獨立股東批准。

29. 批准中期財務報表

董事會於二零二二年十一月二十八日批准及授權刊發中期財務報表。

Asia Resources Holdings Limited

亞洲資源控股有限公司*

Stock Code 股份代號 : 899