

Asia Resources Holdings Limited

亞洲資源控股有限公司*

Stock Code 股份代號: 899

2019/20 中期報告

INTERIM REPORT

*For identification purpose only 僅供識別

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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

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. Ba Junyu

Mr. Zhu Xueyi (*Chairman*)

Mr. Wong Chung Man

REMUNERATION COMMITTEE

Ms. Guo Yumei

Mr. Ba Junyu (*Chairman*)

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

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

巴俊宇先生

朱學義先生(*主席*)

黃仲文先生

薪酬委員會

果玉梅女士

巴俊宇先生(*主席*)

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
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181 Johnston Road
Wanchai, Hong Kong

PRINCIPAL BANKERS

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Bank of Communications Co., Ltd. Hong Kong Branch

REGISTERED OFFICE

Clarendon House, 2 Church Street
Hamilton HM11, Bermuda

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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)

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核數師

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主要往來銀行

中國建設銀行(亞洲)股份有限公司
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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

For the six months ended 30 September 2019, the revenue of Asia Resources Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") was approximately HK\$168,618,000 (six months ended 30 September 2018: Nil). The increase in revenue was due to handover of properties in Dalian and start-up of selling bottled water products during the six months ended 30 September 2019. During the period, the Group recorded revenue from sales of properties and sales of bottled water products of approximately HK\$168,355,000 and HK\$263,000 respectively.

Cost of Sales

For the six months ended 30 September 2019, the Group's cost of sales was approximately HK\$208,922,000 (six months ended 30 September 2018: Nil). The costs of properties and bottled water products sold were approximately HK\$208,726,000 and HK\$196,000 respectively.

Gross Loss

The Group recorded a gross loss of approximately HK\$40,304,000 for the six months ended 30 September 2019 (six months ended 30 September 2018: Nil). The gross loss was mainly attributable to loss on sales of properties in Dalian due to higher development costs suffered from the delay of the property development, and downturn of the property market in Dalian resulting a drop in selling price.

Loss attributable to Owners of the Company

The Group recorded a loss attributable to owners of the Company, amounted to approximately HK\$69,306,000 for the six months ended 30 September 2019 (six months ended 30 September 2018: approximately HK\$38,378,000). Such increase in loss was mainly due to loss on sales of properties in Dalian.

財務回顧

收益

截至二零一九年九月三十日止六個月，亞洲資源控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）之收益約為168,618,000港元（截至二零一八年九月三十日止六個月：無）。收益上升乃由於截至二零一九年九月三十日止六個月移交大連物業及開始銷售瓶裝水產品。期內，本集團錄得來自銷售物業及銷售瓶裝水產品之收益分別約為168,355,000港元及263,000港元。

銷售成本

截至二零一九年九月三十日止六個月，本集團之銷售成本約為208,922,000港元（截至二零一八年九月三十日止六個月：無）。已售物業及瓶裝水產品之成本分別約為208,726,000港元及196,000港元。

毛損

本集團於截至二零一九年九月三十日止六個月錄得毛損約40,304,000港元（截至二零一八年九月三十日止六個月：無）。毛損乃主要源自銷售大連物業之虧損，其虧損因物業開發出現延誤令開發成本上升以及大連房地產市場下滑導致房價下跌。

本公司擁有人應佔虧損

本集團截至二零一九年九月三十日止六個月錄得本公司擁有人應佔虧損約69,306,000港元（截至二零一八年九月三十日止六個月：約38,378,000港元）。虧損增加主要源於銷售大連物業之虧損。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group continuously focuses its effort on our core business including water business, property development and property investment business. For the water mining business in Hunan, the production facilities are currently under construction and expected to commence production in 2020. For the property development business in Dalian, construction of the first phase has been completed and the Group commenced to handover the properties to the buyer from April 2019 onwards. The Group also endeavours to diversify its scope of business and product portfolio in order to diversify the risks from its existing business. During the period, the Group commenced sales of bottled water products in the PRC.

WATER BUSINESS

Water Production and Sales

Since April 2017, the Group holds 20% equity interests of Hong Kong Spring Water Ding Dong Group Company Limited ("Spring Water Ding Dong"). A wholly-owned subsidiary in Guangxi of Spring Water Ding Dong holds a water procurement permit for production and sales of bottled water and is currently in operation.

During the period under review, the Group shared losses of associates of approximately HK\$3,746,000 (six months ended 30 September 2018: approximately HK\$12,230,000).

On 4 April 2019, the Group entered into a supply agreement with the Guangxi subsidiary of Spring Water Ding Dong to procure bottled water products. During the six months ended 30 September 2019, the Group recorded revenue from sales of bottled water products of approximately HK\$263,000 and the gross profit of approximately HK\$67,000. The gross profit margin was approximately 25%.

業務回顧

本集團持續專注於核心業務，包括水業務、物業發展及物業投資業務。就湖南的採水業務而言，生產設施目前正在興建，預期於二零二零年開始生產。就大連的物業發展業務而言，第一期工程已經竣工，本集團並於二零一九年四月起開始向買家移交物業。本集團亦致力多元化其業務範疇及產品組合，以分散現有業務的風險。期內，本集團已在中國開始銷售瓶裝水產品。

水業務

水生產及銷售

自二零一七年四月起，本集團持有香港泉水叮咚集團有限公司（「泉水叮咚」）之20%股本權益。泉水叮咚於廣西之全資附屬公司持有取水證作生產及銷售瓶裝水，並正在經營業務。

於回顧期間，本集團應佔聯營公司虧損約3,746,000港元（截至二零一八年九月三十日止六個月：約12,230,000港元）。

於二零一九年四月四日，本集團與泉水叮咚之廣西附屬公司訂立供應協議以採購瓶裝水產品。於截至二零一九年九月三十日止六個月，本集團自銷售瓶裝水產品錄得收益及毛利分別約263,000港元及約67,000港元。毛利率約為25%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Water Mining

Since June 2017, the Group holds 67% equity interests of Good Union (China) Limited and indirectly holds its wholly-owned subsidiary in Hunan which holds a water mining licence for exploitation of spring water. The production facilities in Hunan is currently under construction and is expected to be completed in mid 2020.

During the period under review, the Group recorded revenue of approximately HK\$263,000 (six months ended 30 September 2018: Nil) and a loss of approximately HK\$5,563,000 (six months ended 30 September 2018: approximately HK\$1,196,000) from water business. The loss mainly comprised operating expenses.

PROPERTY BUSINESS

Property Development

Dalian Properties

Our indirect wholly-owned subsidiary in 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, which planned to develop 55 buildings on the said land with 21 buildings in the first phase (“Phase I”) and 34 buildings in the second phase (“Phase II”).

Phase I named “Xin Tian Jia Yuan” had been completed in March 2019. There are 21 buildings established in Phase I with saleable areas 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 handover the properties to buyers from April 2019 onwards. For the six months ended 30 September 2019, approximately 25,930 square metres of properties had been handed over and revenue of approximately HK\$168,355,000 was recorded. As at 30 September 2019, Dalian Chuanghe had pre-sale contracts of approximately RMB62,239,000 (of which deposits of RMB56,765,000 received) which represented contracted gross saleable areas of around 8,500 square metres.

For the Phase II, 34 buildings with 69,000 square metres are used as the saleable area. The initiation date is expected to be after the handover of the Phase I.

泉水開採

自二零一七年六月起，本集團持有滙聯(中國)有限公司之67%股本權益，並間接持有其於湖南持有採水證作開採泉水之全資附屬公司。位於湖南之生產設備目前正在興建中，預期於二零二零年中竣工。

於回顧期間，本集團於水業務錄得收益約263,000港元(截至二零一八年九月三十日止六個月：無)及虧損約5,563,000港元(截至二零一八年九月三十日止六個月：約1,196,000港元)。虧損主要為營運開支。

物業業務

物業發展

大連物業

我們的中國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，計劃於該土地上開發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。一期共有21幢樓宇，實用面積約為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起開始向買家移交物業。截至二零一九年九月三十日止六個月，已移交約25,930平方米之物業，並錄得收益約168,355,000港元。於二零一九年九月三十日，大連創和有預售合同約為人民幣62,239,000元(其中已收到按金人民幣56,765,000元)，訂約實用面積約為8,500平方米。

二期共有34幢樓宇，實用面積為69,000平方米，預期將於一期移交後動工。

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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

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 to be acquired represents 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 2019, the Group had obtained physical possession of the property and paid a conditionally refundable deposit of RMB90,000,000 in full in accordance with the terms of payment 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 have been issued in favour of the purchaser which is an indirectly wholly-owned subsidiary of the Group (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) 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 further purchase the property at a consideration of approximately RMB65,100,000 (equivalent to approximately HK\$81,400,000). The property to be acquired represents 30 units of Jinma Creative Industry Park with a total gross floor area of approximately 5,400 square metres.

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（相等於約126,000,000港元）收購物業。

將收購之物業為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。

於二零一九年九月三十日，本集團已取得該物業實際管有權及已按照買賣協議所述付款條款悉數支付有條件可退還按金人民幣90,000,000元。代價之餘額約人民幣10,000,000元須於向買方（本集團之一間間接全資附屬公司，「金馬產業園之買方」）發出有關房屋所有權證日期起30日內支付。賣方須於二零一八年十二月三十一日或之前（或其他雙方可能協定之日期）以金馬產業園之買方名義登記物業業權。

(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（相等於約81,400,000港元）再購物業。將收購之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。

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MANAGEMENT DISCUSSION AND ANALYSIS

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As at 30 September 2019, the Group had obtained physical possession of the property and paid a conditionally refundable deposit of RMB60,000,000 in full in accordance with the terms of payment stated in the sales 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 has been 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 further purchase the property at a consideration of approximately RMB101,600,000 (equivalent to approximately HK\$122,000,000). The property to be acquired, being a single-storey reinforced concrete building designated for office and storage uses, is the Block 2 of Jinma Creative Industry Park with a total gross floor area of approximately 4,957 square metres.

As at 30 September 2019, the Group had obtained physical possession of the property and paid a conditionally refundable deposit of RMB100,000,000 in full in accordance with the terms of payment stated in the sales 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 has been 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).

For Yantian Properties (A), (B) and (C), as at the date of this 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 issuing the building ownership certificates remained pending. The Company has engaged a PRC lawyer firm to negotiate with the vendor on this matter for the possible ways to resolve the same.

於二零一九年九月三十日，本集團已取得該物業實際管有權及已按照買賣協議所述付款條款悉數支付有條件可退還按金人民幣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(或其他雙方可能協定之日期)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(相等於約122,000,000港元)再購物業。將收購之物業為位於金馬創新產業園2座指定作辦公及倉儲用途之單層鋼筋混凝土大樓，總建築面積約為4,957平方米。

於二零一九年九月三十日，本集團已取得該物業實際管有權及已按照買賣協議所述付款條款悉數支付有條件可退還按金人民幣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(或其他雙方可能協定之日期)以金馬產業園之買方名義登記物業業權。

就鹽田物業(A)、(B)及(C)而言，於本報告日期，賣方尚未以金馬產業園之買方名義登記該等物業業權。中國政府部門就發出房屋所有權證的批准尚未發出。本公司已聘用一所中國律師事務所就此與賣方磋商，以尋求可行的解決方法。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Zengcheng Properties

Reference is made to the announcements of the Company dated 15 April 2015, 5 June 2015, 27 August 2015, 15 June 2016 and 18 January 2017 in relation to the acquisition of certain properties located in Jinma Waterfront Square* (金馬水岸廣場). Given that the vendor failed to deliver the physical possession of the properties within the timeframe specified in the acquisition agreements, the Group served a termination notice to the vendor on 18 January 2017 and demanded the refund of the consideration in the amount of RMB274,000,000 pursuant to the terms and conditions of the acquisition agreements and the payment of an additional sum representing not less than 3% thereof as compensation (details of which were disclosed in the announcement dated 18 January 2017). As at 30 September 2019, the Group had received a total amount of RMB212,000,000 for the refund of the paid consideration and the payment of the compensation. The Group expected that the remaining balance of the refund will be received by 31 December 2019, failing which the Group may consider taking legal action against the vendor.

Beijing Properties

The Group entered into an acquisition agreement on 28 February 2017 to purchase (a) the office premises with a gross floor area of 8,335 square metres and (b) the underground car park with a gross floor area of 3,100 square metres located in the Phase III of the 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 adjustments).

As at 30 September 2019, the Group paid consideration of RMB200,000,000 in full in accordance with the terms of payment stated in the sales and purchase agreement. The remaining balance of the consideration of approximately RMB20,000,000 shall be paid upon the pre-sale agreement between the vendor and the purchaser, an indirectly wholly-owned subsidiary of the Company, in relation to the sale and purchase of the property having been entered into and the building owner certificate having been obtained by the purchaser. Currently, the Beijing Properties are under construction and are expected to be completed in 2020.

* For identification purpose only

增城物業

茲提述本公司日期為二零一五年四月十五日、二零一五年六月五日、二零一五年八月二十七日、二零一六年六月十五日及二零一七年一月十八日之公佈，內容有關收購位於金馬水岸廣場之若干物業。鑒於賣方未能於該等收購協議訂明之時間表內交付該等物業之實際管有權，本集團已於二零一七年一月十八日向賣方發出終止通知書，並要求根據該等收購協議之條款及條件退還金額為人民幣274,000,000元之代價，及額外支付一筆不少於已付代價3%之款項作為補償（詳情於日期為二零一七年一月十八日之公佈披露）。於二零一九年九月三十日，本集團已收取總額為人民幣212,000,000元之已付代價退款及補償款項。本集團預期將於二零一九年十二月三十一日前收取退款之剩餘金額，否則本集團或考慮向賣方提出法律訴訟。

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)建築面積為8,335平方米之辦公室物業及(b)建築面積為3,100平方米之地下停車場。

於二零一九年九月三十日，本集團按照買賣協議所述付款條款悉數支付代價人民幣200,000,000元。代價餘額約人民幣20,000,000元應於賣方與買方（為本公司間接全資附屬公司）就買賣該物業訂立預售協議及買方已取得房屋所有權證後支付。目前，北京物業正在興建中，預期於二零二零年竣工。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Shenyang Properties (Terminated)

The Group entered into a sale and purchase agreement on 12 October 2017 to purchase the properties at a total consideration of RMB625,000,000 (subject to adjustments). The properties comprise Floors 7 to 35 of Building T3 situated at 46 Nanjing North Street, Heping District, Shenyang City, Liaoning Province, PRC with a gross floor area of approximately 34,754.58 square metres, while the gross floor area of office is approximately 30,480.96 square metres.

On 24 April 2019, a termination agreement was entered into between the vendor and the purchaser, an indirectly wholly-owned subsidiary of the Company, to terminate the sale and purchase agreement in relation to the acquisition of Shenyang Properties. The vendor shall refund the total amount of deposits paid by the purchaser of RMB562,500,000 (the "Refund Amount"), together with a lump sum of monetary compensation of RMB11,250,000 on or prior to 24 October 2019. Details are set out in the announcement of the Company dated 24 April 2019.

On 1 November 2019, the purchaser further entered into a supplemental agreement with Mr. Li Yuguo, a substantial shareholder, the chairman and an executive Director of the Company, pursuant to which, Mr. Li Yuguo agreed to repay the Refund Amount and the related compensation and interests to the purchaser. The purchaser agreed to extend the repayment date to 24 April 2020, with an interest rate of 5.25% per annum. The completion of the supplemental agreement shall be conditional upon the fulfilment of conditions precedent. Details are set out in the announcement of the Company dated 1 November 2019.

During the period under review, the Group recorded revenue of approximately HK\$168,355,000 (six months ended 30 September 2018: Nil) and a loss of approximately HK\$49,863,000 from property development and investment business (six months ended 30 September 2018: HK\$3,863,000). The loss mainly comprised loss on sales of Dalian Properties and operating expenses.

瀋陽物業(已終止)

於二零一七年十月十二日，本集團訂立買賣協議，以總代價人民幣625,000,000元(可調整)收購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層之物業，建築面積約為34,754.58平方米，而辦公場所的建築面積約為30,480.96平方米。

於二零一九年四月二十四日，賣方與買方(本公司之間接全資附屬公司)訂立終止協議，以終止有關收購瀋陽物業之買賣協議。於二零一九年十月二十四日或之前，賣方將退回買方已支付的按金總額人民幣562,500,000元(「退款金額」)及一筆金額為人民幣11,250,000元之補償金。詳情載於本公司日期為二零一九年四月二十四日之公佈。

於二零一九年十一月一日，買方進一步與本公司主要股東及主席兼執行董事李玉國先生訂立補充協議，據此，李玉國先生同意向買方償還退款金額以及相關賠償及利息。買方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%。補充協議須待先決條件達成後方告完成。詳情載於本公司日期為二零一九年十一月一日之公佈。

於回顧期間，本集團於物業發展及投資業務錄得收益約168,355,000港元(截至二零一八年九月三十日止六個月：無)及虧損約49,863,000港元(截至二零一八年九月三十日止六個月：3,863,000港元)。虧損主要包括銷售大連物業之虧損及營運開支。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SIGNIFICANT INVESTMENTS

As at 30 September 2019, the Group had significant investments in equity securities classified as financial assets at fair value through profit or loss. The details are set out as follows:

重大投資

於二零一九年九月三十日，本集團擁有分類為透過損益按公平值入賬之金融資產的重大股本證券投資。詳情如下：

Stock code	Name of investee company	Number of shares held as at 30 September 2019	Percentage of shareholdings as at 30 September 2019	Carrying amount as at 31 March 2019	Unrealised	Fair value as at 30 September 2019	Percentage of	Percentage of
					gain/(loss) for the six months ended 30 September 2019		total financial assets at fair value through profit or loss as at 30 September 2019	
股份代號	投資目標公司名稱	於二零一九年九月三十日之持股數量	於二零一九年九月三十日之持股比例	於二零一九年三月三十一日之賬面值 HK\$'000 千港元	截至二零一九年九月三十日止六個月未實現之公平值 收益/(虧損) HK\$'000 千港元	於二零一九年九月三十日之公平值 HK\$'000 千港元	於二零一九年九月三十日佔透過損益按公平值入賬之金融資產總額之百分比	於二零一九年九月三十日佔本集團資產總值之百分比
640	Infinity Development Holdings Company Limited 星謙發展控股有限公司	1,000,000	0.17%	610	60	670	18.06%	0.02%
747	Shenyang Public Utility Holdings Company Limited 瀋陽公用發展股份有限公司	13,100,000	2.16%	3,930	(891)	3,039	81.94%	0.13%
				4,540	(831)	3,709	100%	0.15%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Brief description of the principal business and the future prospect of the investee companies are set out below: 投資目標公司主要業務及未來前景簡介如下：

Name of investee company 投資目標公司名稱	Principal business and future prospect 主要業務及未來前景
Infinity Development Holdings Company Limited 星謙發展控股有限公司	<p>That company is principally engaged in the manufacturing and sales of adhesives, primers, hardeners, vulcanised shoes adhesive related products used by the footwear manufacturers and acting as the sales agent for adhesive used in the production of electronic products.</p> <p>該公司主要從事製造及銷售製鞋廠所使用的膠黏劑、處理劑、硬化劑、硫化鞋膠黏劑相關產品以及代理銷售生產電子產品所用的膠黏劑。</p>

As disclosed in the interim report of that company for the six months ended 31 March 2019, due to the continual growth in global demand for footwear, more stringent requirement from the manufacturers for the quality of adhesives which would gradually eliminate industry players with less competitiveness, rapid increase in the demand for the use of environmental friendly water-based adhesive products by footwear brands and manufacturers, and ongoing diversion of the footwear manufacturing industry to countries or regions with lower costs, the effect of the previous regional deployments of that company is becoming prominent under the swift changes in the market. Moreover, that company has been establishing a good reputation for our premium and quality products and maintaining good strategic relationships with their prestige customers for a number of years. As such, that company expects that the growth of that group's sales will be at a steady pace in 2019.

誠如該公司截至二零一九年三月三十一日止六個月的中期報告所披露，由於全球鞋履需求持續增長，製造商對膠黏劑的品質要求更為嚴格使缺乏競爭力的營運商會逐漸被淘汰，鞋履品牌與製造商對使用環保水性膠黏劑產品之需求迅速增加，以及製鞋業持續往成本較低之國家或地區擴充等現狀，面對市場的快速變化，該公司之前所作的區域佈局已漸見成效。此外，該公司已建立生產高端及優質產品的良好聲譽，並與尊貴客戶維持多年的良好戰略關係。因此，該公司預期其集團的銷售額於二零一九年將平穩增長。

Shenyang Public Utility Holdings Company Limited 瀋陽公用發展股份有限公司	<p>That company's principal businesses are construction of infrastructure and development of properties and credit business.</p> <p>該公司的主要業務是基礎設施建設及物業發展以及信貸業務。</p>
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As disclosed in the interim report of that company for the six months ended 30 June 2019, that company will continue to push forward the infrastructure construction business. At the same time, that company is identifying potential investment to expand the business into property management and investment.

誠如該公司截至二零一九年六月三十日止六個月的中期報告所披露，該公司將繼續推動基礎設施建設業務。與此同時，該公司正物色具投資潛力的若干項目，將其業務擴大至物業管理及投資。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Directors believe that the future performance of the equity securities of companies listed on the Stock Exchange held by the Group will be affected by the overall economic environment, capital market conditions, investor sentiment and the business performance of the investee companies. The Board will continue to look for attractive investment opportunities which can generate better returns to its shareholders.

Save as disclosed above, there were no other significant investments by the Group during the period under review.

INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 September 2019 (six months ended 30 September 2018: Nil).

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.

董事認為本集團所持之聯交所上市公司股本證券之未來表現將受整體經濟環境、資本市場狀況、投資者氣氛及投資目標公司的業務表現的影響。董事會將繼續尋求可為其股東帶來更佳回報及具吸引力之投資機遇。

除上文所披露外，本集團於回顧期間並無進行其他重大投資。

中期股息

董事會議決不宣派截至二零一九年九月三十日止六個月之中期股息(截至二零一八年九月三十日止六個月：無)。

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佈以及本公司日期為二零一八年六月五日之通函內。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Up to 30 September 2019, the Group had used the net proceeds as follows:

截至二零一九年九月三十日，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 2019	Remaining balance of net proceeds as at 30 September 2019
	HK\$' million	% of net proceeds	HK\$' million	% of net proceeds	HK\$' million	% of net proceeds	截至二零一九年九月三十日已使用	於二零一九年九月三十日所得款項淨額之餘額
所得款項淨額之擬定用途	所得款項淨額之原先分配	% of net proceeds	所得款項淨額之實際用途	所得款項淨額之實際分配	所得款項淨額之實際分配	% of net proceeds	截至二零一九年九月三十日已使用	於二零一九年九月三十日所得款項淨額之餘額
	HK\$' million	% of net proceeds		HK\$' million	% of net proceeds		截至二零一九年九月三十日已使用	於二零一九年九月三十日所得款項淨額之餘額
	百萬港元	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%		5.5	50.5
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%		11.0	36.5
本集團之營運資金			本集團之營運資金					
	316.5	100.0%		316.5	100.0%		229.5	87.0

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 had therefore temporarily re-allocated the aforesaid unutilised net proceeds of approximately HK\$74.0 million (equivalent to approximately RMB62.5 million) for the use of acquisition of Shenyang Properties. Refer to the announcements dated 24 April 2019 and 1 November 2019, the acquisition of Shenyang Property had been terminated and the Refund Amount of RMB562.5 million and related compensation and interests are expected to be repaid to the Group on or prior to 24 April 2020. The Board will deploy the unutilised net proceeds of HK\$74.0 million back to the capital expenditure on production facilities of Hunan Xintian and working capital of the Group as and when appropriate after taking into account the market environment at the material time.

The unutilised net proceeds for the use of the capital expenditure on the production facilities of Hunan Xintian is expected to be used in 2020 and that for the use of working capital will continue to be used on the daily operations of the Group.

CAPITAL STRUCTURE

Total equity attributable to owners of the Company decrease from approximately HK\$2,213,608,000 as at 31 March 2019 to approximately HK\$2,108,401,000 as at 30 September 2019.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2019, the Group had total assets of approximately HK\$2,425,305,000 (as at 31 March 2019: approximately HK\$2,720,466,000) which was financed by current liabilities of approximately HK\$181,718,000 (as at 31 March 2019: approximately HK\$371,716,000), non-current liabilities of approximately HK\$17,131,000 (as at 31 March 2019: approximately HK\$16,452,000), non-controlling interests of approximately HK\$118,055,000 (as at 31 March 2019: approximately HK\$118,690,000) and the shareholder's equity of approximately HK\$2,108,401,000 (as at 31 March 2019: approximately HK\$2,213,608,000).

As at 30 September 2019, the Group's current ratio was approximately 7.3 (as at 31 March 2019: approximately 2.6).

為更善用本公司資源，董事會因此暫停重新分配上述未使用所得款項淨額約74,000,000港元(相等於約人民幣62,500,000元)用作收購瀋陽物業。茲提述日期為二零一九年四月二十四日及二零一九年十一月一日之公佈，瀋陽物業之收購已經終止，而本集團預期將於二零二零年四月二十四日或之前獲償還退款金額人民幣562,500,000元以及相關賠償及利息。董事會將考慮有關時間的市場環境，於適當情況下將未使用的所得款項淨額約74,000,000港元撥回湖南新田生產設施之資本開支及本集團之營運資金。

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計將於二零二零年使用，而用於營運資金之未使用所得款項淨額將繼續用於本集團的日常營運。

資本架構

本公司擁有人應佔權益總額由二零一九年三月三十一日約2,213,608,000港元減少至二零一九年九月三十日約2,108,401,000港元。

流動資金及財務資源

於二零一九年九月三十日，本集團之資產總值約2,425,305,000港元(於二零一九年三月三十一日：約2,720,466,000港元)，乃由流動負債約181,718,000港元(於二零一九年三月三十一日：約371,716,000港元)、非流動負債約17,131,000港元(於二零一九年三月三十一日：約16,452,000港元)、非控股權益約118,055,000港元(於二零一九年三月三十一日：約118,690,000港元)及股東權益約2,108,401,000港元(於二零一九年三月三十一日：約2,213,608,000港元)組成。

於二零一九年九月三十日，本集團之流動比率約為7.3(於二零一九年三月三十一日：約2.6)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 30 September 2019, except for the capital commitments amounting to approximately HK\$185,672,000 (as at 31 March 2019: approximately HK\$307,622,000), the Group had no other material capital commitments. Details are set out in note 23 to the interim financial report.

As at 30 September 2019, the Group had contingent liabilities amounting to RMB100,000,000 (as at 31 March 2019: RMB200,000,000). Details are set out in note 22 to the interim financial report.

SUBSEQUENT EVENTS

Details of significant subsequent events are set out in note 25 to the interim financial report.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The Group mainly exposes to the RMB, arising from relevant group entities' foreign currency denominated monetary assets and liabilities 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 monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposures should the need arise.

EMPLOYEE AND REMUNERATION POLICY

The Group has a total of approximately 53 employees in Hong Kong and the PRC as at 30 September 2019. The total cost (staff salaries, directors' emoluments and other staff costs) for the six months ended 30 September 2019 amounted to approximately HK\$7,421,000 (six months ended 30 September 2018: HK\$5,182,000). Remuneration packages are generally formulated 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.

CHARGES ON GROUP ASSETS

Save and except for those disclosed in the notes to the interim financial report, as at 30 September 2019, no property, plant and equipment of the Group has been pledged to secure credit facilities.

於二零一九年九月三十日，除約185,672,000港元（於二零一九年三月三十一日：約307,622,000港元）之資本承擔外，本集團並無其他重大資本承擔。詳情載於中期財務報告附註23。

於二零一九年九月三十日，本集團的或然負債為人民幣100,000,000元（於二零一九年三月三十一日：人民幣200,000,000元）。詳情載於中期財務報告附註22。

結算日後事項

重大結算日後事項之詳情載於中期財務報告附註25。

匯率波動風險

本集團的經營活動所用相關集團實體以外幣計值的貨幣資產與負債令本集團主要面臨人民幣之貨幣風險。

本集團現時並無就消除貨幣風險設定外幣對沖政策。然而，管理層會密切監察相關的外幣風險，需要時將考慮對沖重大的外幣風險。

僱員及薪酬政策

於二零一九年九月三十日，本集團在香港及中國共聘用約53名僱員。截至二零一九年九月三十日止六個月，員工薪金、董事酬金及其他員工成本等總成本約為7,421,000港元（截至二零一八年九月三十日止六個月：5,182,000港元）。薪酬待遇一般按照市場狀況及個人表現而制定。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和資助僱員參加各種培訓及持續教育計劃。

本集團資產抵押

除中期財務報告附註所披露外，截至二零一九年九月三十日，本集團並無抵押物業、廠房及設備以取得信貸融資。

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 2019, 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 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

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 持有之已發行普通股數目	Number of underlying share held pursuant to share options 根據購股權持有之相關股份數目	Total interests 總權益	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 1) (附註1)
Li Yuguo 李玉國	Beneficial owner 實益擁有人	2,268,000,000	–	2,268,000,000	29.80%
Yang Xiaoqiang 楊小強	Beneficial owner 實益擁有人	354,820,000	–	354,820,000	4.66%
Liu Yan Chee James 劉恩賜	Beneficial owner 實益擁有人	24,700,000	–	24,700,000	0.32%
Huang Yilin 黃逸林	Beneficial owner 實益擁有人	70,000	–	70,000	0.00%
Wong Chung Man 黃仲文	Beneficial owner 實益擁有人	1,650,000	–	1,650,000	0.02%

Note:

1. The percentages calculated are based on the total number of issued shares of the Company of 7,611,690,000 Shares as at 30 September 2019.

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

於二零一九年九月三十日，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

附註：

1. 該等百分比乃根據本公司於二零一九年九月三十日之已發行股份總數7,611,690,000股股份計算。

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Save as disclosed above, as at 30 September 2019, 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 adopted by the Company on 14 January 2002 (the “2002 Share Option Scheme”) had been terminated on 9 August 2011 and a new share option scheme (the “2011 Share Option Scheme”) was adopted by the Company on 9 August 2011.

2002 Share Option Scheme

As at 30 September 2019, there were no outstanding share options under 2002 Share Option Scheme.

除上文所披露者外，於二零一九年九月三十日，概無本公司董事或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

本公司於二零零二年一月十四日採納之購股權計劃（「二零零二年購股權計劃」）已於二零一一年八月九日被終止，而本公司已於二零一一年八月九日採納一項新購股權計劃（「二零一一年購股權計劃」）。

二零零二年購股權計劃

於二零一九年九月三十日，於二零零二年購股權計劃項下並沒有任何尚未行使之購股權。

OTHER INFORMATION 其他資料

During the period under review, the details and movements in the share options granted under 2002 Share Option Scheme are as follows:

於回顧期間內，根據二零零二年購股權計劃已授出之購股權之詳情及變動如下：

	Date of grant 授出日期	Exercisable period 行使期	Adjusted exercise price per share 經調整每股行使價 HK\$ 港元	Number of share options 購股權數目		
				Outstanding at 1 April 2019 於二零一九年四月一日 尚未行使	Lapsed during the period 於期內失效	Outstanding at 30 September 2019 於二零一九年九月三十日 尚未行使
Category 1: Director 類別一：董事						
Zhang Xianlin (Note) 張憲林(附註)	12 Jul 2011 二零一一年七月十二日	12 Jul 2011 – 11 Jul 2021 二零一一年七月十二日至 二零二一年七月十一日	1.775	140,000	(140,000)	-
Total for Director 董事總計				140,000	(140,000)	-
Category 2: Employees 類別二：僱員						
Employees 僱員	12 Jul 2011 二零一一年七月十二日	12 Jul 2011 – 11 Jul 2021 二零一一年七月十二日至 二零二一年七月十一日	1.775	80,000	(80,000)	-
Total for Employees 僱員總計				80,000	(80,000)	-
Total for all categories 所有類別總計				220,000	(220,000)	-

Note: Resigned with effect from 1 August 2018.

附註：已辭任，自二零一八年八月一日起生效。

The closing price of the Company's shares quoted on the Stock Exchange on the date of grant of 12 July 2011 was HK\$0.071 (adjusted to HK\$1.775 upon capital reorganization became effective on 3 June 2013).

本公司股份於授出日期(二零一一年七月十二日)於聯交所所報之收市價為0.071港元(於二零一三年六月三日資本重組生效後調整為1.775港元)。

OTHER INFORMATION 其他資料

2011 Share Option Scheme

Reference is also made to the circular of the Company dated 2 August 2018. On 31 August 2018, an ordinary resolution was duly passed by the shareholders at annual general meeting of the Company, approving, inter alia, to refresh the scheme mandate limit under the 2011 Share Option Scheme of the Company adopted on 9 August 2011. The refreshed scheme limit as at 31 August 2018 was 761,169,000.

As at 30 September 2019, there were no outstanding share options under 2011 Share Option Scheme.

During the period under review, the details and movements in the share options granted under 2011 Share Option Scheme are as follows:

二零一一年購股權計劃

茲亦提述本公司日期為二零一八年八月二日之通函。於二零一八年八月三十一日，一項普通決議案於本公司之股東週年大會上獲股東正式通過，以批准(其中包括)更新本公司於二零一一年八月九日採納之二零一一年購股權計劃項下之計劃授權限額。於二零一八年八月三十一日之已更新計劃限額為761,169,000份。

於二零一九年九月三十日，於二零一一年購股權計劃項下並沒有任何尚未行使之購股權。

於回顧期間內，根據二零一一年購股權計劃已授出之購股權之詳情及變動如下：

	Date of grant	Exercisable period	Exercise price per share	Number of share options		
				Outstanding at 1 April 2019	Lapsed during the period	Outstanding at 30 September 2019
	授出日期	行使期	每股行使價 HK\$ 港元	於二零一九年四月一日尚未行使	於期內失效	於二零一九年九月三十日尚未行使

Category I: Directors

類別一：董事

Chan Shi Yin, Keith (Note 1) 陳詩賢(附註1)	20 Apr 2015 二零一五年四月二十日	20 Apr 2015 – 19 Apr 2025 二零一五年四月二十日至 二零二五年四月十九日	0.395	27,000,000	(27,000,000)	–
	28 Sept 2016 二零一六年九月二十八日	28 Sept 2016 – 27 Sept 2026 二零一六年九月二十八日至 二零二六年九月二十七日	0.261	53,000,000	(53,000,000)	–

OTHER INFORMATION 其他資料

	Date of grant	Exercisable period	Exercise price per share	Number of share options 購股權數目		
				Outstanding at 1 April 2019 於二零一九年 四月一日 尚未行使	Lapsed during the period 於期內失效	Outstanding at 30 September 2019 於二零一九年 九月三十日 尚未行使
	授出日期	行使期	每股 行使價 HK\$ 港元			
Zhang Xianlin (Note 2) 張憲林(附註2)	26 Aug 2014 二零一四年八月二十六日	26 Aug 2014 – 25 Aug 2024 二零一四年八月二十六日至 二零二四年八月二十五日	0.352	200,000	(200,000)	–
	3 Oct 2014 二零一四年十月三日	3 Oct 2014 – 2 Oct 2024 二零一四年十月三日至 二零二四年十月二日	0.520	1,000,000	(1,000,000)	–
	20 Apr 2015 二零一五年四月二十日	20 Apr 2015 – 19 Apr 2025 二零一五年四月二十日至 二零二五年四月十九日	0.395	500,000	(500,000)	–
	28 Sept 2016 二零一六年九月二十八日	28 Sept 2016 – 27 Sept 2026 二零一六年九月二十八日至 二零二六年九月二十七日	0.261	5,000,000	(5,000,000)	–
Kwok Hong Yee, Jesse (Note 2) 郭匡義(附註2)	26 Aug 2014 二零一四年八月二十六日	26 Aug 2014 – 25 Aug 2024 二零一四年八月二十六日至 二零二四年八月二十五日	0.352	200,000	(200,000)	–
	3 Oct 2014 二零一四年十月三日	3 Oct 2014 – 2 Oct 2024 二零一四年十月三日至 二零二四年十月二日	0.520	1,000,000	(1,000,000)	–
	20 Apr 2015 二零一五年四月二十日	20 Apr 2015 – 19 Apr 2025 二零一五年四月二十日至 二零二五年四月十九日	0.395	500,000	(500,000)	–
	28 Sept 2016 二零一六年九月二十八日	28 Sept 2016 – 27 Sept 2026 二零一六年九月二十八日至 二零二六年九月二十七日	0.261	5,000,000	(5,000,000)	–
Total for Directors 董事總計				93,400,000	(93,400,000)	–

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	Date of grant	Exercisable period	Exercise price per share	Number of share options 購股權數目		
				Outstanding at 1 April 2019 於二零一九年 四月一日 尚未行使	Lapsed during the period 於期內失效	Outstanding at 30 September 2019 於二零一九年 九月三十日 尚未行使
	授出日期	行使期	每股 行使價 HK\$ 港元			
Category 2: Employees 類別二：僱員						
Employees 僱員	26 Aug 2014 二零一四年 八月二十六日	26 Aug 2014 – 25 Aug 2024 二零一四年八月二十六日至 二零二四年八月二十五日	0.352	500,000	(500,000)	–
	3 Oct 2014 二零一四年 十月三日	3 Oct 2014 – 2 Oct 2024 二零一四年十月三日至 二零二四年十月二日	0.520	1,000,000	(1,000,000)	–
	28 Sept 2016 二零一六年 九月二十八日	28 Sept 2016 – 27 Sept 2026 二零一六年九月二十八日至 二零二六年九月二十七日	0.261	4,500,000	(4,500,000)	–
Total for Employees 僱員總計				6,000,000	(6,000,000)	–
Total for all categories 所有類別總計				99,400,000	(99,400,000)	–

Note 1: Retired with effect from 31 August 2018.

附註1：已退休，自二零一八年八月三十一日起生效。

Note 2: Resigned with effect from 1 August 2018.

附註2：已辭任，自二零一八年八月一日起生效。

The closing price of the Company's shares quoted on the Stock Exchange on the respective dates of grant of 26 August 2014, 3 October 2014, 20 April 2015 and 28 September 2016 were HK\$0.345, HK\$0.520, HK\$0.395 and HK\$0.255 respectively.

本公司股份於授出日期(分別為二零一四年八月二十六日、二零一四年十月三日、二零一五年四月二十日及二零一六年九月二十八日)於聯交所所報之收市價分別為0.345港元、0.520港元、0.395港元及0.255港元。

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DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURE

Save as disclosed above in respect of the Directors' interest in securities regarding the Company's share option scheme, at no time during the 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 2019.

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 six months ended 30 September 2019.

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 six months ended 30 September 2019, the Company complied with all applicable provisions of the Code except for the deviation as stated below:

- Under Code provision A.1.3, notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings, reasonable notice should be given. Due to the practical reasons, 14 days' advanced notifications have not been given to all meetings of the Board. Reasons have been given in the notifications in respect of those meetings of the Board where it is not practical to give 14 days' advanced notification. The Board will use its best endeavours to give 14 days' advanced notifications of board meeting to the extent practicable.

董事購入股份或債權證之權利

除上文就董事於本公司購股權計劃中之證券權益所披露者外，本公司或其任何附屬公司於期內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，於二零一九年九月三十日，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

截至二零一九年九月三十日止六個月，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。

企業管治常規

本公司深知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」）。於截至二零一九年九月三十日止六個月內，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：

- 根據守則條文第A.1.3條，召開董事會定期會議應發出至少14天通知，以使所有董事皆有機會撥冗出席。至於召開所有其他董事會會議，應發出合理通知。基於實際理由，未能就所有董事會會議給予14天之提前通知。在14天之提前通知並不可行的情況下，已於有關董事會會議通知提供理由。董事會將竭盡所能在切實可行情況下就董事會會議給予14天提前通知。

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- Under Code provision A.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 reach an agreement with an insurer regarding the terms and insurance premium of new insurance policy, 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 will continue to liaise with the insurer on the same.
- Under Code provision A.6.7, 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 and develop a balanced understanding of the views of shareholders. Due to other business engagement, three independent non-executive Directors of the Company was unable to attend the annual general meeting of the Company held on 4 September 2019.

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, the Directors confirmed that they have fully complied with the required standards set out in the Model Code throughout the six months ended 30 September 2019.

AUDIT COMMITTEE

The audit committee of the Company has reviewed with management the accounting standards and practices adopted by the Group, discussed auditing, internal controls and financial reporting matters and reviewed the unaudited condensed consolidated financial statements for the six months ended 30 September 2019.

By Order of the Board

Li Yuguo

Chairman

Hong Kong, 27 November 2019

- 根據守則條文第A.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金數額達成共識，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險保障。本公司將就此繼續與保險公司洽談。
- 根據守則條文第A.6.7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。彼等並應出席股東大會，對股東意見有公正的了解。本公司的三名獨立非執行董事因有其他公務在身而未能出席本公司於二零一九年九月四日舉行之股東週年大會。

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。於對全體董事作出特定查詢後，全體董事均確認，於截至二零一九年九月三十日止六個月內，彼等一直全面遵守標準守則所載之規定標準。

審核委員會

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，並討論有關審核、內部監控及財務申報事宜，及審閱截至二零一九年九月三十日止六個月之未經審核簡明綜合財務報表。

承董事會命

主席

李玉國

香港，二零一九年十一月二十七日

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 2019 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」)截至二零一九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 2019 截至二零一九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	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
		Note 附註	
Continuing Operations	持續經營業務		
Revenue	收益	5	168,618
Cost of sales	銷售成本		(208,922)
Gross loss	毛損		(40,304)
Other income and gain/(losses)	其他收入及收益/(虧損)	6	624
Selling and distribution expenses	銷售及分銷開支		(6,361)
Administrative expenses	行政開支		(19,629)
Share of results of associates	應佔聯營公司業績		(3,746)
Gain on disposal of subsidiaries	出售附屬公司收益		-
Finance costs	融資成本	7	(205)
Loss for the period from continuing operations	期內持續經營業務之虧損	8	(69,621)
Loss for the period from discontinued operations	期內已終止業務之虧損		-
Loss for the period	期內虧損		(69,621)
Other comprehensive income, net of tax	其他全面收益，除稅後		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目：</i>		
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額		(36,322)
Reclassification adjustments relating to foreign operations disposed of during the period	有關期內出售海外業務之重新分類調整		-
Share of other comprehensive income of associates	分佔聯營公司其他全面收益		101
Other comprehensive income for the period, net of tax	期內其他全面收益，除稅後		(36,221)
Total comprehensive income for the period	期內全面收益總額		(105,842)

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 2019 截至二零一九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	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
		Note 附註	
Loss attributable to:	應佔虧損：		
– Owners of the Company	– 本公司擁有人		(38,378)
– Non-controlling interests	– 非控股權益		(279)
			(69,621)
			(38,657)
Total comprehensive income attributable to:	應佔全面收益總額：		
– Owners of the Company	– 本公司擁有人		(199,517)
– Non-controlling interests	– 非控股權益		9,552
			(105,842)
			(189,965)
			HK\$
			港元
Loss per share attributable to owners of the Company:	本公司擁有人應佔每股虧損：		
From continuing and discontinued operations	來自持續經營及已終止業務		
– Basic and diluted	– 基本及攤薄	10	(0.006)
			(0.009)
From continuing operations	來自持續經營業務		
– Basic and diluted	– 基本及攤薄	10	(0.005)
			(0.009)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2019 於二零一九年九月三十日

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 (audited) (經審核)
		Note 附註	
Non-current assets			
Property, plant and equipment	物業、廠房及設備	12	13,797
Intangible assets	無形資產	13	383,891
Interests in associates	於聯營公司之權益	14	206,872
Deposits paid	已付按金	18	494,663
Right-of-use assets	使用權資產		4,283
			1,103,506
Current assets			
Properties under development	發展中物業	15	274,813
Completed properties held for sale	持作出售之已落成物業	16	145,039
Inventories	存貨		1,253
Trade receivables	貿易應收賬款	17	8,664
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	18	853,736
Amount due from an associate	應收一間聯營公司之款項	14	2,199
Financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產		3,709
Income tax prepaid	預付所得稅		248
Bank balances and cash	銀行結餘及現金		32,138
			1,321,799
Current liabilities			
Trade payables	貿易應付賬款	19	55,079
Other payables and accruals	其他應付賬款及應計費用		61,301
Contract liabilities	合約負債		62,399
Lease liabilities due within one year	租賃負債(於一年內到期)		2,502
Tax payables	應付稅項		437
			181,718
			7,616
			384,875
			210,517
			1,150,860
			–
			1,753,868
			292,449
			370,950
			–
			–
			168,786
			2,340
			4,540
			248
			127,285
			966,598
			81,071
			123,909
			166,272
			–
			464
			371,716

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2019 於二零一九年九月三十日

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 (audited) (經審核)
Net current assets	流動資產淨值	1,140,081	594,822
Total assets less current liabilities	資產總值減流動負債	2,243,587	2,348,750
Capital and reserves	資本及儲備		
Share capital	股本	20 76,117	76,117
Reserves	儲備	2,032,284	2,137,491
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額	2,108,401	2,213,608
Non-controlling interests	非控股權益	118,055	118,690
		2,226,456	2,332,298
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	1,671	–
Deferred tax liabilities	遞延稅項負債	15,460	16,452
		17,131	16,452
		2,243,587	2,348,750

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2019 截至二零一九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		Total
		Share capital	Share premium	Capital reserve	Convertible notes/bonds reserve 可換股票據/債券儲備	Share-based payment reserve 以股份支付儲備	Special reserve 特別儲備	Translation reserve 匯兌儲備	Accumulated losses 累計虧損	Sub-total	應佔	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 April 2018 (audited)	於二零一八年四月一日 (經審核)	1,585,923	1,597,179	198,350	72,561	62,656	92,926	(34,693)	(1,429,830)	2,145,072	109,492	2,254,564
Loss for the period	期內虧損	-	-	-	-	-	-	-	(38,378)	(38,378)	(279)	(38,657)
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	-	-	(142,347)	(18,792)	(161,139)	9,831	(151,308)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	(142,347)	(57,170)	(199,517)	9,552	(189,965)
Redemption of convertible bonds	贖回可換股債券	-	-	-	(72,561)	-	-	-	72,561	-	-	-
Lapse of share options	購股權失效	-	-	-	-	(44,049)	-	-	44,049	-	-	-
Subscription of shares	認購股份	317,000	-	-	-	-	-	-	-	317,000	-	317,000
At 30 September 2018 (unaudited)	於二零一八年九月三十日 (未經審核)	1,902,923	1,597,179	198,350	-	18,607	92,926	(177,040)	(1,370,390)	2,262,555	119,044	2,381,599
At 1 April 2019 (audited)	於二零一九年四月一日 (經審核)	76,117	1,597,179	2,025,156	-	15,948	92,926	(115,244)	(1,478,474)	2,213,608	118,690	2,332,298
Loss for the period	期內虧損	-	-	-	-	-	-	-	(69,306)	(69,306)	(315)	(69,621)
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	-	-	(35,901)	-	(35,901)	(320)	(36,221)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	(35,901)	(69,306)	(105,207)	(635)	(105,842)
Lapse of share options	購股權失效	-	-	-	-	(15,948)	-	-	15,948	-	-	-
At 30 September 2019 (unaudited)	於二零一九年九月三十日 (未經審核)	76,117	1,597,179	2,025,156	-	-	92,926	(151,145)	(1,531,832)	2,108,401	118,055	2,226,456

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2019 截至二零一九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	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
Cash (used in)/generated from operations	營運業務(所用)/產生現金	(10,830)	96,944
Cash payments for interest portion of the lease liabilities	租賃負債利息部分之現金付款	(205)	–
Net cash (used in)/generated from operating activities	經營活動(所用)/產生現金淨額	(11,035)	96,944
Investing activities	投資活動		
Deposit for acquisition of investment properties/buildings	收購投資物業/樓宇之按金	(73,964)	(355,325)
Net cash inflow from disposal of subsidiaries	出售附屬公司之現金流入淨額	–	33,175
Purchase of land use right	購買土地使用權	–	(10,802)
Purchase of property, plant and equipment	購買物業、廠房及設備	(7,201)	(777)
Refund of deposit paid	退回已支付按金	–	34,526
Interest received	已收利息	79	458
Net cash used in from investing activities	投資活動所用現金淨額	(81,086)	(298,745)
Financing activities	融資活動		
Proceeds from subscription of shares	認購股份所得款項	–	317,000
Redemption of convertible bonds	贖回可換股債券	–	(244,800)
Interest paid	已付利息	–	(9,811)
Net cash generated from financing activities	融資活動產生現金淨額	–	62,389
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(92,121)	(139,412)
Cash and cash equivalents at the beginning of the period	於期初之現金及現金等價物	127,285	281,827
Effect of foreign exchange rate changes	外匯匯率變動影響	(3,026)	(5,059)
Cash and cash equivalents at the end of the period	於期末之現金及現金等價物	32,138	137,356
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	32,138	137,356

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 addresses of the registered office and principal place of business of the Company are disclosed in the corporate information of this interim financial report.

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 water business, and property development and investment business in the People’s Republic of China (the “PRC”).

The interim financial report is presented in Hong Kong Dollars (“HK\$”), which is the same as the functional currency of the Company.

2. BASIS OF PREPARATION

The interim financial report has 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 report should be read in conjunction with the annual financial statements for the year ended 31 March 2019, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

This interim financial report was approved for issue on 27 November 2019. This interim financial report has 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受豁免有限公司，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及主要營業地點之地址於本中期財務報告之公司資料中披露。

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」)從事水業務，以及物業發展及投資業務。

中期財務報告以港元(「港元」)呈列，其同時為本公司之功能貨幣。

2. 編製基準

中期財務報告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。中期財務報告須與根據香港財務報告準則(「香港財務報告準則」)編製之截至二零一九年三月三十一日止年度之年度財務報表一併閱讀。

本中期財務報告已於二零一九年十一月二十七日獲批准刊發。本中期財務報告未經審核。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

3. SIGNIFICANT ACCOUNTING POLICIES

The interim financial report has been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

The interim financial report for the six months ended 30 September 2019 has been prepared in accordance with the same accounting policies adopted in the Group's consolidated financial statements for the year ended 31 March 2019, except for the followings:

(a) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts and sales related taxes.

Revenue from sale of properties is recognised when the control over the ownership or physical possession of the property is transferred to the customer, which is the point in time when the Group satisfies its performance obligations under the contracts. Deposits and instalments received on properties sold prior to the date of revenue recognition are presented in the statement of financial position as deposits received on sale of properties which are regarded as contract liabilities.

Revenue from sales of goods is recognised when goods are delivered and title has passed.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Net gain/loss on financial assets at fair value through profit or loss is recognised on the transaction date when the relevant contracts are executed.

3. 主要會計政策

中期財務報告乃根據歷史成本法編製，惟以公平值計量之若干金融工具除外。

截至二零一九年九月三十日止六個月之中期財務報告已根據本集團截至二零一九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，惟下文所列除外：

(a) 收益確認

收益乃按已收或應收代價之公平值計算，指於一般業務過程中已售貨品之應收款項扣除折扣及銷售相關稅項。

出售物業之收益，當物業之擁有權或實際管有權轉移予客戶，即某一時點本集團根據有關合約完成履約責任時予以確認。於收益確認日期前所收取已售出物業的訂金及分期樓款，於財務狀況表呈列為已收取售樓訂金，會被視為合約負債。

貨品銷售收益於交付貨品及轉移所有權後確認。

來自金融資產之利息收入按未償還本金額及適用實際利率以時段比例累積計算，該利率為確實地將金融資產之預計可使用年期內之估計未來現金收入貼現至該資產之賬面淨值之貼現率。

投資之股息收入於股東收款權利確立時（即經濟利益將可能流入本集團及收益金額能可靠計量）予以確認。

透過損益按公平值入賬之金融資產之收益／虧損淨額乃於簽訂有關合約之交易日期確認。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) HKFRS 16 “Leases” – New and amended HKFRS adopted by the Group

HKFRS 16 replaces HKAS 17 Leases, HK(IFRIC) – Int 4 Determining whether an Arrangement contains a Lease, HK(SIC) – Int 15 Operating Leases – Incentives and HK(SIC) – Int 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. Therefore, HKFRS 16 did not have any financial impact on leases where the Group is the lessor.

The Group adopted HKFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 April 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initial adoption as an adjustment to the opening balance of accumulated losses at 1 April 2019, and the comparative information for 2018 was not restated and continues to be reported under HKAS 17.

3. 主要會計政策(續)

(b) 香港財務報告準則第16號 「租賃」—本集團採用之新訂 及經修訂香港財務報告準則

香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)—詮釋第4號確定一項安排是否包含租賃、香港常務詮釋委員會—詮釋第15號經營租賃—獎勵及香港常務詮釋委員會—詮釋第27號評估涉及租賃法律形式的交易實質。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人按照單一資產負債表模式對所有租賃進行會計處理。香港財務報告準則第16號項下的出租人會計處理大致沿用香港會計準則第17號項下的會計處理方式。出租人將繼續使用與香港會計準則第17號類似的原則將租賃分類為經營租賃或融資租賃。因此，香港財務報告準則第16號並未對本集團作為出租人的租賃產生任何財務影響。

本集團使用經修訂追溯採納法採納香港財務報告準則第16號，且首次應用日期為二零一九年四月一日。根據該方法，該準則已獲追溯應用，並將首次採納的累計影響作為對於二零一九年四月一日的累計虧損期初結餘的調整，且二零一八年的比較資料並未進行重列，而是繼續根據香港會計準則第17號進行報告。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) HKFRS 16 “Leases” – New and amended HKFRS adopted by the Group (Continued)

New definition of a lease

Under HKFRS 16, a contract is, or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) – Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC) – Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their standard-alone prices. A practical expedient is available to a lessee, which the Group has adopted, not to separate non-lease components and to account for the lease and the associated non-lease components (e.g. property management services for leases of properties) as a single lease component.

3. 主要會計政策(續)

(b) 香港財務報告準則第16號「租賃」—本集團採用之新訂及經修訂香港財務報告準則(續)

租賃的新定義

根據香港財務報告準則第16號，一項合約如讓渡權利於一段時間內控制一項已識別資產的用途以獲取代價，則屬於或包含租賃。倘客戶有權透過使用該項已識別資產獲取絕大部分經濟利益及有權操控該項已識別資產用途，則讓渡控制權。在首次應用日期，本集團選擇採用的過渡期可行權宜方法，僅對於之前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)—詮釋第4號識別為租賃的合約應用該準則。並無根據香港會計準則第17號及香港(國際財務報告詮釋委員會)—詮釋第4號識別為租賃的合約不予重新評估。因此，香港財務報告準則第16號的租賃定義僅適用於在二零一九年四月一日或之後訂立或更改的合約。

在開始或重新評估包含租賃組成部分的合約時，本集團以各租賃組成部分和非租賃組成部分的單獨價格為基礎將合約內的代價分配至該等組成部分。本集團已作為承租人採用可行權宜方法，選擇不分拆非租賃組成部分，而是將租賃組成部分及與其相關的非租賃組成部分(如租賃物業的物業管理服務)作為單一租賃組成部分入賬。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) HKFRS 16 “Leases” – New and amended HKFRS adopted by the Group (Continued)

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for buildings and properties. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low value assets (elected on a lease by lease basis) and short-term leases (elected by class of underlying asset). The Group has elected not to recognise right-of-use assets and lease liabilities for leases that at the commencement date, have a lease term of 12 months or less. Instead, the Group recognises the lease payments associated with those leases as an expense on a straight-line basis over the lease term.

Impacts on transition

Lease liabilities at 1 April 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019.

The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 April 2019. All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

3. 主要會計政策(續)

(b) 香港財務報告準則第16號「租賃」– 本集團採用之新訂及經修訂香港財務報告準則(續)

作為承租人 – 先前分類為經營租賃的租賃

採納香港財務報告準則第16號影響之性質

本集團就樓宇及物業訂立租賃合約。作為承租人，本集團先前根據對租賃是否將資產所有權的絕大部分回報及風險轉移至本集團的評估，將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團採用單一方法確認及計量所有租賃的使用權資產及租賃負債，惟低價值資產租賃(按個別租賃基準選擇)及短期租賃(按相關資產類別選擇)的兩項選擇性豁免除外。本集團已選擇不就於開始日期的租期為十二個月或以下的租賃確認使用權資產及租賃負債。相反，本集團在租期內以直線法將與該等租賃相關的租賃付款確認為開支。

過渡影響

於二零一九年四月一日的租賃負債按剩餘租賃付款的現值，經使用二零一九年四月一日的增量借款利率貼現後予以確認。

使用權資產按租賃負債金額計量，並以任何與緊接二零一九年四月一日前於財務狀況表確認的租賃有關的預付或應計租賃付款的金額予以調整。所有該等資產已於該日根據香港會計準則第36號就任何減值作出評估。本集團選擇於財務狀況表中單獨呈列使用權資產。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) HKFRS 16 “Leases” – New and amended HKFRS adopted by the Group (Continued)

As a lessee – Leases previously classified as operating leases (Continued)

Impacts on transition (Continued)

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 April 2019:

- Applied the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application.
- Used hindsight in determining the lease term where the contract contains options to extend/terminate the lease.
- Applied a single discount rate to a portfolio of leases with reasonably similar characteristics.

The impacts arising from the adoption of HKFRS 16 as at 1 April 2019 are as follows:

3. 主要會計政策(續)

(b) 香港財務報告準則第16號「租賃」—本集團採用之新訂及經修訂香港財務報告準則(續)

作為承租人—先前分類為經營租賃的租賃(續)

過渡影響(續)

於二零一九年四月一日應用香港財務報告準則第16號時，本集團使用以下選擇性可行權宜辦法：

- 對租期於首次應用日期起計十二個月內結束的租賃應用短期租賃豁免。
- 倘合約包含延長／終止租賃的選擇權，則於事後釐定期。
- 對具有合理相似特徵的租賃組合使用單一貼現率。

於二零一九年四月一日採用香港財務報告準則第16號所產生的影響如下：

		Increase/ (Decrease) 增加／(減少) HK\$'000 千港元 (unaudited) (未經審核)
Assets	資產	
Increase in right-of-use assets	使用權資產增加	5,729
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收賬款減少	(184)
Increase in total assets	資產總值增加	5,545
Liabilities	負債	
Increase in lease liabilities	租賃負債增加	5,545

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) HKFRS 16 “Leases” – New and amended HKFRS adopted by the Group (Continued)

As a lessee – Leases previously classified as operating leases (Continued)

Impacts on transition (Continued)

The lease liabilities as at 1 April 2019 reconciled to the operating lease commitments as at 31 March 2019 is as follows:

		HK\$'000 千港元 (unaudited) (未經審核)
Operating lease commitments as at 31 March 2019	於二零一九年三月三十一日的經營租賃承擔	
Weighted average incremental borrowing rate as at 1 April 2019	於二零一九年四月一日的加權平均增量借款利率	8%
Discounted operating lease commitments as at 1 April 2019	於二零一九年四月一日的貼現經營租賃承擔	5,545
Lease liabilities as at 1 April 2019	於二零一九年四月一日的租賃負債	5,545

Summary of new accounting policies

The accounting policy for leases as disclosed in the annual financial statements for the year ended 31 March 2019 is replaced with the following new accounting policies upon adoption of HKFRS 16 from 1 April 2019:

3. 主要會計政策(續)

(b) 香港財務報告準則第16號「租賃」—本集團採用之新訂及經修訂香港財務報告準則(續)

作為承租人—先前分類為經營租賃的租賃(續)

過渡影響(續)

於二零一九年四月一日的租賃負債與二零一九年三月三十一日的經營租賃承擔的對賬如下：

新會計政策概要

截至二零一九年三月三十一日止年度的年度財務報表所披露的租賃會計政策將二零一九年四月一日採納香港財務報告準則第16號時被以下新會計政策取代：

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) HKFRS 16 “Leases” – New and amended HKFRS adopted by the Group (Continued)

Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term.

Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

3. 主要會計政策(續)

(b) 香港財務報告準則第16號 「租賃」—本集團採用之新訂 及經修訂香港財務報告準則 (續)

使用權資產

使用權資產於租賃開始日期確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本以及於開始日期或之前作出的租賃付款減已收取的任何租賃獎勵。除非本集團合理確定在租期屆滿時取得租賃資產的所有權，否則已確認的使用權資產在估計可使用年期及租期(以較短者為準)內按直線法計提折舊。

租賃負債

於租賃開始日期，租賃負債按於租期內作出的租賃付款的現值予以確認。租賃付款包括固定付款(含實質固定付款)減任何租賃獎勵應收款項、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定行使的購買選擇權的行使價及在租期反映本集團行使終止租賃選擇權時，有關終止租賃的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) HKFRS 16 “Leases” – New and amended HKFRS adopted by the Group (Continued)

Lease liabilities (Continued)

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.

Significant judgement in determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group did not have the option to renew its building leases, therefore no renewal period was included as part of the lease term.

3. 主要會計政策(續)

(b) 香港財務報告準則第16號 「租賃」—本集團採用之新訂 及經修訂香港財務報告準則 (續)

租賃負債(續)

在計算租賃付款的現值時，如果租賃中所隱含的利率不易確定，則本集團在租賃開始日期使用增量借款利率。在開始日期之後，租賃負債的金額將會增加以反映利息的增加及扣減租賃付款。此外，如有修改、未來租賃付款日後因指數或利率變動出現變動、租期發生變化、實質固定租賃付款變化或購買相關資產的評估變更，租賃負債的賬面值將重新計量。

釐定有重續選擇權合約的租期時所用重大判斷

本集團將租期釐定為不可撤銷租期，而如果能合理確定將行使延長租賃的選擇權，租期還應包括該選擇權所涵蓋的任何期間，或在合理確定將不會行使終止租賃的選擇權時，還應包括該選擇權所涵蓋的任何期間。

本集團無權續訂其樓宇租賃，因此續租期不可計入租期的一部分。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) HKFRS 16 “Leases” – New and amended HKFRS adopted by the Group (Continued)

Amounts recognised in the interim condensed consolidated statement of financial position and profit or loss

The carrying amounts of the Group's right-of-use assets and lease liabilities, and the movement during the period are as follows:

		Right-of-use assets 使用權資產	
		Buildings 樓宇 HK\$'000 千港元 (unaudited) (未經審核)	Lease liabilities 租賃負債 HK\$'000 千港元 (unaudited) (未經審核)
As at 1 April 2019	於二零一九年四月一日	5,729	5,545
Depreciation charge	折舊開支	(1,379)	–
Interest expense	利息開支	–	205
Exchange realignment	匯兌調整	(67)	(67)
Payments	付款	–	(1,510)
As at 30 September 2019	於二零一九年九月三十日	4,283	4,173

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 received by the chief operating decision maker (“CODM”) for the purpose of resource allocation and performance assessment.

The Group has the following continuing operating segments during the period. These segments are managed separately. No operating segments have been aggregated for the following reportable segments.

3. 主要會計政策(續)

(b) 香港財務報告準則第16號「租賃」– 本集團採用之新訂及經修訂香港財務報告準則(續)

於中期簡明綜合財務狀況及損益表中確認的金額

下文載列本集團使用權資產及租賃負債的賬面值以及本期間變動：

4. 分類資料

本集團營運分類按提供有關本集團各部份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持續營運分類。該等分類乃受個別管理。營運分類概無與下列可報告分類綜合入賬。

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 investment business, the CODM regularly reviews the performance of the property development and investment business. These operations have been aggregated into a single operating segment and named "Property development and investment".

During the six months ended 30 September 2018, iron ore mining business and investing and financing business was discontinued, thus they are not separately presented on the following segment analysis.

The following is an analysis of the Group's revenue and results by operating 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) 就物業發展及投資業務而言，主要營運決策者定期檢討物業發展及投資業務的表現。該等業務已合計為名為「物業發展及投資」之單一經營分類。

截至二零一八年九月三十日止六個月，鐵礦開採業務及投資及融資業務已終止。因此，在以下分類分析內不作個別呈現。

以下為本集團按營運分類劃分之期內收益及業績之分析：

截至九月三十日止六個月

		Continuing operations 持續經營業務									
		Water business 水業務				Property development and investment 物業發展及投資		Unallocated 未分配		Consolidation 綜合	
		2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
		HK\$'000	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	千港元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	(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)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Sales to external customers	向外部客戶銷售	263	-	168,355	-	-	-	168,618	-	-	-
Total revenue	總收益	263	-	168,355	-	-	-	168,618	-	-	-
Segment results	分類業績	(5,563)	(1,196)	(49,863)	(3,863)	-	-	(55,426)	(5,059)	(5,059)	(5,059)
Other income and gain/(loss)	其他收入及收益/(虧損)	116	532	15	97	493	(190)	624	439	439	439
Fair value losses on financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產之公平值虧損	-	-	-	-	(830)	(660)	(830)	(660)	(830)	(660)
Central administration costs	中央行政成本	-	-	-	-	(10,038)	(12,451)	(10,038)	(12,451)	(10,038)	(12,451)
Gain on disposal of subsidiaries	出售附屬公司收益	-	-	-	-	-	5,618	-	5,618	-	5,618
Share of results of associates	分佔聯營公司業績	(3,746)	(12,230)	-	-	-	-	(3,746)	(12,230)	(3,746)	(12,230)
Finance costs	融資成本	-	-	-	-	(205)	(14,314)	(205)	(14,314)	(205)	(14,314)
Loss for the period	期內虧損							(69,621)	(38,657)	(69,621)	(38,657)

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 operating segments:

4. 分類資料(續)

以下為本集團按營運分類劃分之資產及負債分析：

		Continuing operations 持續經營業務					
		Water business 水業務		Property development and investment 物業發展及投資		Consolidation 綜合	
		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)	At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)	At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (restated and audited) (經重列及審核)
ASSETS	資產						
Segment assets	分類資產	621,785	618,896	1,770,042	1,964,633	2,391,827	2,583,529
Unallocated corporate assets	未分配企業資產					33,478	136,937
						2,425,305	2,720,466
LIABILITIES	負債						
Segment liabilities	分類負債	(1,292)	(214)	(181,863)	(342,076)	(183,155)	(342,290)
Unallocated corporate liabilities	未分配企業負債					(15,694)	(45,878)
						(198,849)	(388,168)

5. REVENUE

5. 收益

		For the six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
Continuing operations	持續經營業務		
Sales of properties	銷售物業	168,355	—
Sales of bottled water products	銷售瓶裝水產品	263	—
		168,618	—

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6. OTHER INCOME AND GAIN/(LOSSES)

6. 其他收入及收益／(虧損)

		For the six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
Continuing operations	持續經營業務		
Interest income on bank deposit	銀行存款利息收入	79	458
Sundry and other operating income	雜項及其他經營收入	344	82
Written off of property, plant and equipment	物業、廠房及設備撇銷	–	(159)
Exchange gain, net	匯兌收益，淨額	201	58
		624	439

7. FINANCE COSTS

7. 融資成本

		For the six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
Continuing operations	持續經營業務		
Interest on convertible notes/bonds	可換股票據／債券利息	–	14,314
Interest on lease liabilities	租賃負債利息	205	–
		205	14,314

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8. LOSS FOR THE PERIOD FROM CONTINUING OPERATIONS

8. 期內持續經營業務之虧損

		For the six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
The Group's loss for the period from continuing operations is stated after charging:	本集團之持續經營業務期內虧損乃於扣除下列各項後列賬：		
Amortisation of land use right	土地使用權攤銷	103	–
Depreciation of right-to-use assets	使用權資產折舊	1,379	–
Depreciation of property, plant and equipment	物業、廠房及設備折舊	412	780
Staff costs (including directors' remuneration)	員工成本(包括董事酬金)	7,421	4,814
Minimum lease payments under operating leases	經營租賃項下之最低租金付款	–	1,042
Fair value loss on financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產之公平值虧損	831	660

9. TAXATION

No provision for Hong Kong Profits Tax has been made as the Group's operation in Hong Kong had no assessable profit for the six months ended 30 September 2019 (six months ended 30 September 2018: Nil).

Subsidiaries in the PRC are subject to the PRC Enterprise Income Tax at 25% for the period (six months ended 30 September 2018: 25%).

9. 稅項

截至二零一九年九月三十日止六個月，由於本集團於香港之業務並無任何應課稅溢利，故並無就香港利得稅作出撥備(截至二零一八年九月三十日止六個月：無)。

期內，中國之附屬公司須按25%繳付中國企業所得稅(截至二零一八年九月三十日止六個月：25%)。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

10. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

From continuing and discontinued operations

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

10. 本公司擁有人應佔每股虧損

來自持續經營及已終止業務

本公司擁有人應佔每股基本及攤薄虧損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	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
Loss	虧損		
Loss for the period from continuing operations attributable to owners of the Company	本公司擁有人應佔期內持續經營業務之虧損	(69,621)	(37,088)
Loss for the period from discontinued operations attributable to the owners of the Company	本公司擁有人應佔期內已終止業務之虧損	—	(1,290)
		(69,621)	(38,378)
		'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 per share	用作計算每股基本虧損之普通股加權平均數	7,611,690	6,745,570

The basic and diluted loss per share from continuing and discontinued operations are the same for the six months ended 30 September 2019 and 2018, as the effect of the share options would be anti-dilutive and were not included in the calculation of diluted loss per share.

由於購股權具反攤薄作用且並無計入每股攤薄虧損計算，故此截至二零一九年及二零一八年九月三十日止六個月，來自持續經營及已終止業務之每股基本及攤薄虧損相同。

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中期財務報告附註

10. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (CONTINUED)

From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to the owners of the Company is based on the following data:

		For the six months ended 30 September	
		截至九月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Loss for the period from continuing operations attributable to the owners of the Company	本公司擁有人應佔期內持續經營業務之虧損	(69,621)	(37,088)

The basic and diluted loss per share from continuing operations are the same for the six months ended 30 September 2019 and 2018, as the effect of the share options would be anti-dilutive and were not included in the calculation of diluted loss per share.

由於購股權具有反攤薄影響且並無計入每股攤薄虧損計算，故此截至二零一九年及二零一八年九月三十日止六個月，持續經營業務之每股基本及攤薄虧損相同。

11. DIVIDENDS

No interim dividend was declared by the Company for the six months ended 30 September 2019 (six months ended 30 September 2018: Nil).

11. 股息

本公司並無就截至二零一九年九月三十日止六個月宣派中期股息(截至二零一八年九月三十日止六個月：無)。

12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2019, the Group has acquired property, plant and equipment of approximately HK\$7,201,000 (six months ended 30 September 2018: approximately HK\$777,000). The items of property, plant and equipment with carrying amount of approximately HK\$245,000 were written off during the six months ended 30 September 2018.

12. 物業、廠房及設備

截至二零一九年九月三十日止六個月，本集團已購買約7,201,000港元(截至二零一八年九月三十日止六個月：約777,000港元)之物業、廠房及設備。賬面值約245,000港元之物業、廠房及設備項目已於截至二零一八年九月三十日止六個月撇賬。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

13. INTANGIBLE ASSETS

13. 無形資產

		Water mining licence 採水證 HK\$'000 千港元 (Note 1) (附註1)	Land use right 土地使用權 HK\$'000 千港元 (Note 2) (附註2)	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 April 2018 (audited)	於二零一八年四月一日(經審核)	374,699	–	374,699
Additions	增添	–	10,602	10,602
Exchange realignment	匯兌調整	(287)	11	(276)
At 31 March 2019 (audited)	於二零一九年三月三十一日 (經審核)	374,412	10,613	385,025
Exchange realignment	匯兌調整	(253)	(640)	(893)
At 30 September 2019 (unaudited)	於二零一九年九月三十日 (未經審核)	374,159	9,973	384,132
Accumulated amortisation and impairment	累計攤銷及減值			
At 1 April 2018 (audited)	於二零一八年四月一日(經審核)	–	–	–
Amortisation for the year	年內攤銷	–	150	150
At 31 March 2019 (audited)	於二零一九年三月三十一日 (經審核)	–	150	150
Amortisation for the period	期內攤銷	–	103	103
Exchange realignment	匯兌調整	–	(12)	(12)
At 30 September 2019 (unaudited)	於二零一九年九月三十日 (未經審核)	–	241	241
Carrying amount	賬面值			
At 30 September 2019 (unaudited)	於二零一九年九月三十日 (未經審核)	374,159	9,732	383,891
At 31 March 2019 (audited)	於二零一九年三月三十一日 (經審核)	374,412	10,463	384,875

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

13. INTANGIBLE ASSETS (CONTINUED)

Notes:

1. 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 had 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.

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

The directors of the Company 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.

2. 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. The land use right is valid for 50 years.

13. 無形資產(續)

附註：

1. 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的採水證開採礦泉水。該附屬公司之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。

採水證於其估計可用經濟年期按直線法攤銷。採水證之可使用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。由於期內尚未開始商業生產，故回顧期間並無作出攤銷。

本公司董事已評估採水證的可收回金額，金額超過其賬面值，因此，期內概無確認減值虧損。

2. 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。土地使用權有效期為50年。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

14. INTERESTS IN ASSOCIATES

14. 於聯營公司之權益

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
At the beginning of the period/year	於期初／年初	210,517	226,960
Share of post-acquisition losses and other comprehensive income during the period/year, net of dividends received	期內／年內應佔收購後虧損及其他全面收益，扣除已收股息	(3,645)	(16,443)
At the end of the period/year	於期末／年末	206,872	210,517

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 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	2,199	2,340

Note: Amount due from an associate is unsecured, interest-bearing at 10% per annum and repayable within one year.

附註：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。

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中期財務報告附註

14. INTERESTS IN ASSOCIATES (CONTINUED)

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

14. 於聯營公司之權益(續)

本集團聯營公司(由本公司於報告期末間接持有)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/ 註冊資本之百分比		Principal activities 主要業務
				At 30 September 2019 於二零一九年 九月三十日 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 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*	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

* 僅供識辨

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14. INTERESTS IN ASSOCIATES (CONTINUED)

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

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Current assets	流動資產	24,480	33,925
Non-current assets	非流動資產	109,685	121,515
Current liabilities	流動負債	181,098	210,426

Reconciliation of the above summarised financial information to the carrying amount of the interests in associates recognised in the interim financial report.

14. 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：

上述財務資料概要與於中期財務報告內確認聯營公司權益之賬面值之對賬。

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14. INTERESTS IN ASSOCIATES (CONTINUED)

14. 於聯營公司之權益(續)

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 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百分比	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	31,443	31,443
Share of post-acquisition losses and other comprehensive income, net of dividends received	應佔收購後虧損及其他全面收益，扣除已收股息	(28,020)	(24,375)
Carrying amount of the Group's interests in associates	本集團於聯營公司之權益之賬面值	206,872	210,517

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中期財務報告附註

15. PROPERTIES UNDER DEVELOPMENT

15. 發展中物業

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Properties under development	發展中物業	337,310	358,956
Less: provision for impairment	減：減值撥備	(62,497)	(66,507)
		274,813	292,449

Properties under development are related to the residential property construction held for sale located at Beibu District, Jinshitan, Jinzhou New District, Dalian, the PRC.

As at 30 September 2019, the balance included land use rights of approximately HK\$113,918,000 (as at 31 March 2019: approximately HK\$121,229,000). Upon completion of the construction, the land use rights will be transferred to property held for sale.

The Group's properties under development at their book values are analysed as follows:

發展中物業與位於中國大連金州新區金石灘北部區持作出售之住宅物業建設有關。

於二零一九年九月三十日，結餘包括約113,918,000港元(於二零一九年三月三十一日：約121,229,000港元)之土地使用權。土地使用權將於竣工後轉撥至持作出售物業。

本集團發展中物業按其賬面值分析如下：

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 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： 10至50年租約	274,813	292,449

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中期財務報告附註

15. PROPERTIES UNDER DEVELOPMENT (CONTINUED)

As at 31 March 2019, a land use right of approximately HK\$121,229,000 was pledged to a bank for a recurring loan granted to a third party. During the six months ended 30 September 2019, the pledge had been released. Details are set out in note 22.

15. 發展中物業(續)

於二零一九年三月三十一日，一個約121,229,000港元之土地使用權已抵押予銀行，作為第三方獲授循環貸款之擔保。於截至二零一九年九月三十日止六個月，此抵押已解除。詳情載於附註22。

16. COMPLETED PROPERTIES HELD FOR SALE

16. 持作出售之已落成物業

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Completed properties held for sale	持作出售之已落成物業	195,971	497,839
Less: Provision for impairment	減：減值撥備	(50,932)	(126,889)
		145,039	370,950

The completed properties held for sale were located in 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.

中期租賃下持作出售之已落成物業位於中國。預期將於報告日期十二個月後收回的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。

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17. TRADE RECEIVABLES

17. 貿易應收賬款

	At	At
	30 September	31 March
	2019	2019
	於二零一九年	於二零一九年
	九月三十日	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	8,664	–
貿易應收賬款	8,664	–

The ageing analysis of trade receivables, based on the revenue recognition date, is as follows:

根據收益確認日期之貿易應收賬款之賬齡分析如下：

	At	At
	30 September	31 March
	2019	2019
	於二零一九年	於二零一九年
	九月三十日	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	8,664	–
0至180日	8,664	–

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

18. 預付款項、按金及其他應收賬款

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Non-current assets:	非流動資產：		
Deposits for acquisition of investment properties (note i)	收購投資物業之按金(附註i)	494,663	1,150,860
Current assets:	流動資產：		
Deposits paid (note ii)	已付按金(附註ii)	786,969	93,154
Prepayments (note iii)	預付款項(附註iii)	1,218	2,373
Other receivables (note iv)	其他應收賬款(附註iv)	65,549	73,259
		853,736	168,786

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

Notes:

- (i) As at 30 September 2019, deposits paid of approximately HK\$274,813,000 (as at 31 March 2019: approximately HK\$292,449,000) were in relation to three acquisitions of properties in Yantian where the physical possession of the properties has been delivered to the Group. According to the supplementary agreement 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. The Group has engaged a PRC lawyer firm to negotiate with the vendor on this matter for the possible ways to resolve the same.

As at 30 September 2019, deposit paid of approximately HK\$219,850,000 (as at 31 March 2019: approximately HK\$233,959,000) was in relation to acquisition of properties in Beijing.

As at 31 March 2019, deposits paid of approximately HK\$624,452,000 was in relation to acquisition of properties in Shenyang ("Shenyang Properties"). The Group entered into a termination agreement with the vendor to terminate the acquisition of Shenyang Properties on 24 April 2019 and a supplementary agreement with a related party on 1 November 2019. The deposit paid and related compensation and interest shall be repaid on or prior to 24 April 2020. Details of the termination agreement and supplemental agreement are set out in the announcements of the Company dated 24 April 2019 and 1 November 2019. As at 30 September 2019, the deposits paid of approximately HK\$698,417,000 was classified as current assets and set out in note (ii) below.

- (ii) As at 30 September 2019, deposits paid were mainly relating to (1) two buildings naming right located in Shenzhen of approximately HK\$19,755,000 (as at 31 March 2019: approximately HK\$21,023,000), (2) acquisition of properties in Zengcheng of approximately HK\$68,154,000 (as at 31 March 2019: approximately HK\$72,528,000) and (3) acquisition of properties in Shenyang of approximately HK\$698,417,000 (as at 31 March 2019: Nil). The acquisition of properties in Zengcheng was terminated on 18 January 2017. The acquisition of properties in Shenyang was terminated on 24 April 2019. Based on the Group's historical credit loss experience, the Group recognised a loss allowance for expected credit loss of approximately HK\$1,022,000 (as at 31 March 2019: approximately HK\$1,088,000) on the deposits paid.

18. 預付款項、按金及其他應收賬款(續)

附註：

- (i) 於二零一九年九月三十日，約274,813,000港元(於二零一九年三月三十一日：約292,449,000港元)之已付按金與三項鹽田物業之收購相關，且該等物業之實質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轉讓予本集團。然而，根據日期為二零一九年六月十九日的公佈，賣方尚未以本集團名義登記該等物業的業權。有關批准尚待簽發房屋所有權證的中國政府機關發出。本集團已聘用一所中國律師事務所就此與賣方磋商，以尋求可行的解決方法。

於二零一九年九月三十日，約219,850,000港元(於二零一九年三月三十一日：約233,959,000港元)之已付按金與收購北京物業相關。

於二零一九年三月三十一日，約624,452,000港元之已付按金與收購瀋陽物業(「瀋陽物業」)相關。於二零一九年四月二十四日，本集團與賣方訂立終止協議以終止瀋陽物業之收購。於二零一九年十一月一日，本集團與一名關連人士訂立補充協議。已付按金以及相關賠償及利息將於二零二零年四月二十四日或之前退回。終止協議及補充協議之詳情載於本公司日期為二零一九年四月二十四日及二零一九年十一月一日之公佈。於二零一九年九月三十日，已付按金約698,417,000港元分類為流動資產，並載於下文附註(ii)。

- (ii) 於二零一九年九月三十日，已付按金主要關於(1)兩幢位於深圳之樓宇命名權約19,755,000港元(於二零一九年三月三十一日：約21,023,000港元)；(2)收購增城物業約68,154,000港元(於二零一九年三月三十一日：約72,528,000港元)及(3)收購瀋陽物業約698,417,000港元(於二零一九年三月三十一日：無)。有關收購增城物業已於二零一七年一月十八日終止。有關收購瀋陽物業已於二零一九年四月二十四日終止。根據本集團的過往信貸虧損經驗，本集團已付按金的預期信貸虧損撥備約1,022,000港元(於二零一九年三月三十一日：約1,088,000港元)。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

- (iii) As at 30 September 2019 and 31 March 2019, prepayments mainly comprised prepayment of indirect cost incurred for properties under development and advertising expenses for water business.
- (iv) As at 30 September 2019 and 31 March 2019, other receivables mainly comprised other tax prepaid in the PRC, payment to third party for a potential business co-operation and cash advanced to staff.

As at 30 September 2019, one of the other receivables, from 深圳市方虹實業發展有限公司, of approximately HK\$4,177,000 (as at 31 March 2019: approximately HK\$4,445,000), represented the business guaranty margin paid for properties redevelopment project situated at 深圳市羅湖區松園路方虹大院住宅片區. The margin is refundable if all land title owners of 方虹大院住宅片區 agree to transfer their land use rights to 深圳市方虹實業發展有限公司. The management considered that the possibility of getting the refund is remote and a full provision of impairment has been made.

18. 預付款項、按金及其他應收賬款(續)

附註：(續)

- (iii) 於二零一九年九月三十日及二零一九年三月三十一日，預付款項主要包括發展中物業產生之間接成本及水業務之宣傳費用之預付款項。
- (iv) 於二零一九年九月三十日及二零一九年三月三十一日，其他應收賬款主要包括預付其他中國稅項、就潛在業務合作支付第三方之款項及墊付予員工之現金。

於二零一九年九月三十日，其中一筆其他應收賬款來自深圳市方虹實業發展有限公司，約4,177,000港元（於二零一九年三月三十一日：約4,445,000港元），指位於深圳市羅湖區松園路方虹大院住宅片區之物業重建項目之已付商業保證金。倘方虹大院住宅片區全部土地業權擁有人同意將彼等之土地使用權轉讓至深圳市方虹實業發展有限公司，該保證金為可退還。管理層認為，取得退款之可能性極微並已全額計提減值撥備。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

19. TRADE PAYABLES

19. 貿易應付賬款

	At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade payables	55,079	81,071
貿易應付賬款		

The following is an ageing analysis of trade payables at the end of the reporting date, 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 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
0 to 180 days	13,283	29,322
181 to 365 days	-	13,135
Over 365 days	41,796	38,614
	55,079	81,071
0至180日		
181至365日		
超過365日		

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

20. SHARE CAPITAL

20. 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\$0.25 each At 1 April 2018 (audited)	每股面值0.25港元之普通股 於二零一八年四月一日 (經審核)	10,000,000,000	2,500,000
Capital Reorganisation 2018 (note(b))	二零一八股本重組(附註(b))	240,000,000,000	–
Ordinary shares of HK\$0.01 each At 31 March 2019 (audited), 1 April 2019 (audited) and 30 September 2019 (unaudited)	每股面值0.01港元之普通股 於二零一九年三月三十一日 (經審核)、二零一九年 四月一日(經審核)及 二零一九年九月三十日 (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\$0.25 each At 1 April 2018 (audited)	每股面值0.25港元之普通股 於二零一八年四月一日(經審核)	6,343,690,000	1,585,923
Subscription of shares (note (a))	認購股份(附註(a))	1,268,000,000	317,000
Capital Reorganisation 2018 (note (b))	二零一八股本重組(附註(b))	–	(1,826,806)
Ordinary shares of HK\$0.01 each At 31 March 2019 (audited), 1 April 2019 (audited) and 30 September 2019 (unaudited)	每股面值0.01港元之普通股 於二零一九年三月三十一日 (經審核)、二零一九年四月一日 (經審核)及二零一九年九月三十日 (未經審核)	7,611,690,000	76,117

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

20. SHARE CAPITAL (CONTINUED)

Notes:

- (a) On 17 April 2018, Mr Li Yuguo agreed to subscribe 1,268,000,000 new ordinary shares at subscription price of HK\$0.25 per share. The subscription was completed on 3 August 2018.
- (b) Pursuant to a special resolution passed at a special general meeting held on 12 November 2018, the Company implemented a capital reorganisation (the "Capital Reorganisation 2018") on 13 November 2018 which involved (i) capital reduction, pursuant to which the issued share capital of the Company were reduced by a reduction of the par value of each issued shares from HK\$0.25 to HK\$0.01, which reduction comprised a cancellation of such amount of the paid-up capital on each issued share so that each issued share were treated as one fully paid-up share of par value of HK\$0.01 in the share capital of the Company immediately following the capital reduction and the credit arising from the capital reduction were credited to the capital reserve account of the Company; and (ii) sub-division of each of the authorised but unissued shares of par value of HK\$0.25 into twenty-five new shares of par value of HK\$0.01 each.

20. 股本(續)

附註：

- (a) 於二零一八年四月十七日，李玉國先生同意以認購價每股股份0.25港元認購1,268,000,000股新普通股。該認購於二零一八年八月三日完成。
- (b) 根據於二零一八年十一月十二日舉行之股東特別大會上通過之特別決議案，本公司實行股本重組（「二零一八股本重組」），並於二零一八年十一月十三日生效，其涉及(i)股本減少，據此本公司每股已發行股份之面值從0.25港元減少至0.01港元，以減少本公司之已發行股本。此股本減少包括在每股已發行股份取消相當數量之已繳股本，使到每股已發行股份於緊接著股本減少後被當作本公司股本中之每股面值為0.01港元之已繳股份。股本減少所產生之進賬款額撥入本公司之資本儲備帳；及(ii)分拆面值為0.25港元之每股法定但未發行之股份為25股新股份，每股的面值為0.01港元。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

21. SHARE OPTIONS

The Company's share options scheme was adopted on 14 January 2002 (the "2002 Share Option Scheme") for the purposes of recognition of significant contribution of and for the provision of incentives to any directors, employees (whether full-time or part-time), consultants, customers, suppliers, agents, partners or advisors of or contractors to the Group or affiliates ("Eligible Persons"). On 12 July 2011, the Company had granted 140,500,000 share options to directors, employees and other affiliates under the 2002 Share Option Scheme.

The 2002 Share Option Scheme has been terminated on 9 August 2011 and a new share option scheme (the "2011 Share Option Scheme") was adopted by the Company on 9 August 2011.

The 2011 Share Option Scheme is adopted for the same purpose of the 2002 Share Option Scheme.

Under the terms of the 2011 Share Option Scheme, the Board of Directors of the Company may for a notional consideration of HK\$1 grant option to the Eligible Persons to subscribe for shares in the Company at a price no less than the higher of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of the option (which must be a business day); (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer of the option. Options granted under the 2011 Share Option Scheme must be taken up within 28 business days from the date on which the offer is made by returning a written acceptance of the offer signed by the Eligible Persons together with the payment of HK\$1 per option (the "Acceptance Conditions"). Options granted and accepted may be exercised at any time for 10 years commencing on the date on which an option is accepted in accordance with the Acceptance Conditions under the 2011 Share Option Scheme (the "Option Period"). Options granted under the scheme will be exercisable in the Option Period notwithstanding that the scheme period of the 2011 Share Option Scheme does not prescribe any minimum period for which an option must be held before it can be exercised and has not specified that the exercise of an option is subject to any performance target.

21. 購股權

本公司已於二零零二年一月十四日採納購股權計劃(「二零零二年購股權計劃」)，旨在肯定本集團或聯屬公司之任何董事、僱員(不論全職或兼職)、顧問、客戶、供應商、代理人、合夥人或諮詢人或承辦商(「合資格人士」)所作出之重要貢獻，並向彼等提供獎勵。於二零一一年七月十二日，本公司已根據二零零二年購股權計劃向董事、僱員及其他聯屬公司授出140,500,000份購股權。

二零零二年購股權計劃已於二零一一年八月九日終止，而本公司於二零一一年八月九日採納一項新購股權計劃(「二零一一年購股權計劃」)。

二零一一年購股權計劃乃按與二零零二年購股權計劃之相同目的採納。

根據二零一一年購股權計劃之條款，本公司董事會可以象徵式代價1港元向合資格人士授出購股權，以不低於(i)提呈購股權當日(必須為營業日)本公司股份在聯交所每日報價表所示之收市價；(ii)緊接提呈購股權當日前五個營業日股份在聯交所每日報價表所示之平均收市價(以較高者為準)之價格認購本公司股份。根據二零一一年購股權計劃授出之購股權必須以交回合資格人士所簽署之書面要約接納函件，連同按每項購股權繳付1港元(「接納條件」)於進行要約當日起計28個營業日內獲接納。獲授及接納之購股權可根據二零一一年購股權計劃按接納條件接納購股權當日起計10年內(「購股權期間」)隨時行使。根據計劃授出之購股權須於購股權期間內行使，儘管二零一一年購股權計劃並無規定購股權於行使前之最短持有期，亦無指定行使購股權須先達到任何表現目標。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

21. SHARE OPTIONS (CONTINUED)

The maximum number of shares which may be issued upon exercise of all options to be granted under the 2011 Share Option Scheme cannot exceed 10% (the "Limit") of the issued share capital of the Company at the date of adoption of the 2011 Share Option Scheme, excluding any options lapsed in accordance with the terms of the 2011 Share Option Scheme and any other share option schemes.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other share option schemes of the Company shall not, in aggregate, exceed 30% of the total number of shares in issue from time to time. Options will not be granted to any Eligible Persons if the exercise in full of all options, including any unexercised options and shares already issued under all previous option granted, would in the 12-month period up to and including the date of such further grant enable that relevant Eligible Persons to have shares exceeding 1% of the issued shares of the Company for the time being unless separate approval by the shareholders in general meeting is obtained.

2002 Share Option Scheme

As at 31 March 2019 the number of shares in respect of which share options remained outstanding under 2002 Share Option Scheme was 220,000 representing 0.003% of the shares of the Company in issue.

During the six months ended 30 September 2019, the remaining share options under 2002 Share Option Scheme were fully lapsed.

21. 購股權(續)

根據二零一一年購股權計劃將授出之所有購股權獲行使時可發行之股份數目最多不可超過本公司於採納二零一一年購股權計劃當日已發行股本之10%(不包括根據二零一一年購股權計劃及任何其他購股權計劃之條款已失效之任何購股權)(「上限」)。

根據計劃及本公司任何其他購股權計劃授出之所有尚未行使之購股權在獲行使時可予發行之股份數目，最多合共不得超過不時已發行股份總數之30%。倘於直至及包括該進一步授予之日期之12個月期間全面行使全部購股權(包括任何尚未行使之購股權及根據所有過往授出之購股權所發行之股份)導致有關合資格人士擁有本公司當時之已發行股份超過1%，則購股權將不會授予任何合資格人士，除非已於股東大會上取得股東另行批准，則屬例外。

二零零二年購股權計劃

於二零一九年三月三十一日，根據二零零二年購股權計劃項下仍未行使之購股權涉及之股份數目為220,000股，佔本公司已發行股份之0.003%。

於截至二零一九年九月三十日止六個月，二零零二年購股權計劃項下之餘下購股權已悉數失效。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

21. SHARE OPTIONS (CONTINUED)

2002 Share Option Scheme (Continued)

During the period under review, the details and movements in the share options granted under 2002 Share Option Scheme are as follows:

	Date of grant	Exercisable period	Adjusted exercise price per share (Note i) 每股經調整行使價 (附註 i) HK\$ 港元	Number of share options 購股權數目		
				Outstanding at 1 April 2019 於二零一九年四月一日 尚未行使	Lapsed during the period 於期內失效 (unaudited) (未經審核)	Outstanding at 30 September 2019 於二零一九年九月三十日 尚未行使 (unaudited) (未經審核)
Category 1: Directors 類別一：董事	12 July 2011 二零一一年七月十二日	12 July 2011 – 11 July 2021 二零一一年七月十二日至二零二一年七月十一日	1.775	140,000	(140,000)	-
Category 2: Employees 類別二：僱員	12 July 2011 二零一一年七月十二日	12 July 2011 – 11 July 2021 二零一一年七月十二日至二零二一年七月十一日	1.775	80,000	(80,000)	-
Total for all categories 所有類別總計				220,000	(220,000)	-
Weighted average exercise price (HK\$) 加權平均行使價(港元)				1.775	(1,775)	-

Note:

- (i) The closing price of the Company's shares quoted on the Stock Exchange on the date of grant was HK\$0.071 (adjusted to HK\$1.775 upon capital reorganisation became effective on 3 June 2013).

21. 購股權(續)

二零二零年購股權計劃(續)

於回顧期間，根據二零二零年購股權計劃已授出之購股權之詳情及變動如下：

附註：

- (i) 本公司股份於授出日期於聯交所所報之收市價為0.071港元(於股本重組於二零一三年六月三日生效後調整為1.775港元)。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

21. SHARE OPTIONS (CONTINUED)

2002 Share Option Scheme (Continued)

The fair value of the share options granted were priced using the Trinomial model. The inputs into the model were as follows:

		2002 Share Option Scheme 二零零二年 購股權計劃
Grant date share price	授出日期股價	HK\$0.071 港元
Exercise price	行使價	HK\$0.071 港元
Adjusted exercisable price after Capital Reorganisation	於股本重組後之經調整行使價	HK\$1.775 港元
Expected volatility	預期波幅	78.743%
Expected option life	預期購股權年期	10 years 年
Dividend yield	股息率	0%
Risk-free interest rate	無風險利率	2.796%

2011 Share Option Scheme

On 31 August 2018, an ordinary resolution was duly passed by the shareholders at an annual general meeting of the Company, approving, inter alia, to refresh the scheme mandate limit under the 2011 Share Option Scheme of the Company adopted on 9 August 2011. The refreshed scheme limit as at 31 August 2018 was 761,169,000.

As at 31 March 2019, the number of shares in respect of which share options remained outstanding under 2011 Share Option Scheme was 99,400,000, representing 1.31% of the shares of the Company in issue.

During the six months ended 30 September 2019, the remaining share options under 2011 Share Option Scheme were fully lapsed.

21. 購股權(續)

二零零二年購股權計劃(續)

授出購股權之公平值乃使用三項式期權定價模式定價。該模式之輸入值如下：

二零一一年購股權計劃

於二零一八年八月三十一日，一項普通決議案於本公司之股東週年大會上獲股東正式通過，以批准(其中包括)更新本公司於二零一一年八月九日採納之二零一一年購股權計劃項下之計劃授權限額。於二零一八年八月三十一日之已更新計劃限額為761,169,000份。

於二零一九年三月三十一日，根據二零一一年購股權計劃項下仍未行使之購股權涉及之股份數目為99,400,000股，佔本公司已發行股份之1.31%。

於截至二零一九年九月三十日止六個月，二零一一年購股權計劃項下之餘下購股權已悉數失效。

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21. SHARE OPTIONS (CONTINUED)

2011 Share Option Scheme (Continued)

During the period under review, the details and movements in the share options granted under 2011 Share Option Scheme are as follows:

21. 購股權(續)

二零一一年購股權計劃(續)

於回顧期間，根據二零一一年購股權計劃已授出之購股權之詳情及變動如下：

	Date of grant	Exercisable period	Exercise price per share	Number of share options		
				Outstanding at 1 April 2019	Lapsed during the period	Outstanding at 30 September 2019
	授出日期	行使期	每股行使價 HK\$ 港元	於二零一九年四月一日尚未行使 (audited) (經審核)	於期內失效 (unaudited) (未經審核)	於二零一九年九月三十日尚未行使 (unaudited) (未經審核)
Category 1: Directors 類別一：董事	26 August 2014 二零一四年八月二十六日	26 August 2014 – 25 August 2024 二零一四年八月二十六日至二零二四年八月二十五日	0.352	400,000	(400,000)	–
	3 October 2014 二零一四年十月三日	3 October 2014 – 2 October 2024 二零一四年十月三日至二零二四年十月二日	0.520	2,000,000	(2,000,000)	–
	20 April 2015 二零一五年四月二十日	20 April 2015 – 19 April 2025 二零一五年四月二十日至二零二五年四月十九日	0.395	28,000,000	(28,000,000)	–
	28 September 2016 二零一六年九月二十八日	28 September 2016 – 27 September 2026 二零一六年九月二十八日至二零二六年九月二十七日	0.261	63,000,000	(63,000,000)	–
Category 2: Employees 類別二：僱員	26 August 2014 二零一四年八月二十六日	26 August 2014 – 25 August 2024 二零一四年八月二十六日至二零二四年八月二十五日	0.352	500,000	(500,000)	–
	3 October 2014 二零一四年十月三日	3 October 2014 – 2 October 2024 二零一四年十月三日至二零二四年十月二日	0.520	1,000,000	(1,000,000)	–
	28 September 2016 二零一六年九月二十八日	28 September 2016 – 27 September 2026 二零一六年九月二十八日至二零二六年九月二十七日	0.261	4,500,000	(4,500,000)	–
Total for all categories	所有類別總計			99,400,000	(99,400,000)	–
Weighted average exercise price (HK\$)	加權平均行使價 (港元)			0.307	0.307	–

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21. SHARE OPTIONS (CONTINUED)

2011 Share Option Scheme (Continued)

The fair value of the share options granted were pricing using the Trinomial model. The inputs into the model were as follows:

21. 購股權(續)

二零一一年購股權計劃(續)

授出購股權之公平值乃使用三項式期權定價模式定價。該模式之輸入值如下：

		2011 Share Option Scheme granted on 二零一一年購股權計劃授出日期			
		26 August 2014 二零一四年 八月二十六日	3 October 2014 二零一四年 十月三日	20 April 2015 二零一五年 四月二十日	28 September 2016 二零一六年 九月二十八日
Grant date share price	授出日期股價	HK\$0.345港元	HK\$0.520港元	HK\$0.395港元	HK\$0.255港元
Exercise price	行使價	HK\$0.352港元	HK\$0.520港元	HK\$0.395港元	HK\$0.261港元
Expected volatility	預期波幅	71.09%	71.741%	73.37%	75.617%
Expected option life	預期購股權年期	10 years年	10 years年	10 years年	9.995 years年
Dividend yield	股息率	0%	0%	0%	0%
Risk-free interest rate	無風險利率	1.919%	1.969%	1.40%	0.884%

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22. CONTINGENT LIABILITIES

At 30 September 2019, a wholly owned China subsidiary of the Company, 大連創和置地有限公司 (“大連創和”) provided corporate guarantees to third parties and had contingent liabilities amounting to RMB100,000,000 (At 31 March 2019: provide corporate guarantees and a pledge to third parties and had contingent liabilities amounting to RMB200,000,000), 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. Since another independent guarantor of the loan, 大連順浩置業有限公司 (“大連順浩”) has pledged its properties to 大連銀行(一) for this loan, it is believed that 大連銀行(一) can fully recover the loan and interest from the sales proceeds of the pledged properties.
- (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 4 January 2018, the Court ordered 大連連隆 to repay the loan to 大連銀行(一), together with relevant legal cost and interest. Since 大連順浩 has pledged its properties to 大連銀行(一) for this loan, it is believed that 大連銀行(一) can fully recover the loan and interest from the sales proceeds of the pledged properties.

22. 或然負債

於二零一九年九月三十日，本公司之全資中國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，並有或然負債人民幣100,000,000元(於二零一九年三月三十一日：向第三方提供公司擔保及一項抵押，並有或然負債人民幣200,000,000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。二零一七年期間，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)償還上述貸款，連同相關法律費用及利息。由於貸款的另一個獨立擔保人大連順浩置業有限公司(「大連順浩」)已就此貸款將其物業抵押予大連銀行(一)，因此相信大連銀行(一)可以從抵押物業之銷售所得款項中全額收回貸款和利息。
- (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。二零一七年期間，大連銀行(一)對大連連隆提出起訴，以追回上述貸款。於二零一八年一月四日，法院命令大連連隆向大連銀行(一)償還上述貸款，連同相關法律費用和利息。由於大連順浩已就此貸款將其物業抵押予大連銀行(一)，因此相信大連銀行(一)可以從抵押物業之銷售所得款項中全額收回貸款和利息。

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22. CONTINGENT LIABILITIES (CONTINUED)

(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. Since 大連順浩 has pledged its properties to 大連銀行(一) for this loan, it is believed that 大連銀行(一) can fully recover the outstanding interest from the sales proceeds of the pledged properties.

(4) On 13 July 2015, 大連創和 has pledged a land use right recorded as properties under development (note 15) to provide a guarantee to 大連銀行第三中心支行 (“大連銀行(三)”) for a recurring bank loan of RMB50,000,000 granted to a third party, 大連博信高分子材料有限公司 (“大連博信”). In 2017, 大連銀行(三) took a legal action against 大連博信 for the recovery of the aforesaid loan. On 25 January 2018, the Court ordered 大連博信 to repay the loan to 大連銀行(三), together with relevant legal cost and interest. During the reporting period, this loan and its outstanding interest had been repaid by 創達地產(大連)有限公司 (“創達地產”) and the pledged land use right had been released accordingly.

22. 或然負債(續)

(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。二零一七年期間，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二十一日，法院命令大連澤琦向大連銀行(一)償還貸款，連同相關法律費用和利息。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。由於大連順浩已就此貸款將其物業抵押予大連銀行(一)，因此相信大連銀行(一)可以從抵押物業之銷售所得款項中全額收回未償還之利息。

(4) 於二零一五年七月十三日，大連創和就大連銀行第三中心支行(「大連銀行(三)」)向第三方大連博信高分子材料有限公司(「大連博信」)發放之循環銀行貸款人民幣50,000,000元，抵押發展中物業中的一個土地使用權(附註15)。二零一七年期間，大連銀行(三)對大連博信提出起訴，以追回上述貸款。於二零一八年一月二十五日，法院命令大連博信向大連銀行(三)償還上述貸款，連同相關法律費用和利息。於報告期間，創達地產(大連)有限公司(「創達地產」)已償還此貸款及其未償還利息，而已抵押土地使用權已獲相應解除。

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中期財務報告附註

22. CONTINGENT LIABILITIES (CONTINUED)

- (5) On 23 November 2015, 大連創和 provided a corporate guarantee to 大連銀行(三) for a recurring bank loan of RMB50,000,000 granted to a third party, 大連鑫海盛建設工程有限公司 (“大連鑫海盛”). In 2017, 大連銀行(三) took a legal action against 大連鑫海盛 for the recovery of the aforesaid loan. On 25 January 2018, the Court ordered 大連鑫海盛 to repay the loan to 大連銀行(三), together with relevant legal cost and interest. Since another independent guarantor of the loan, 創達地產 has pledged its properties to 大連銀行(三) for this loan, it is believed that 大連銀行(三) can fully recover the loan and interest from the sales proceeds of the pledged properties. During the reporting period, this loan and its outstanding interest had been repaid by 創達地產 and the corporate guarantee provided by 大連創和 had been released accordingly.

Correspondingly, 大連創和 obtained counter-guarantees by 創達地產. 創達地產 undertook any legal disputes and economic losses that may be suffered by 大連創和 in relation to all the aforesaid corporate guarantees and pledge. 創達地產 is a company engaged in property development. 創達地產 provided its unaudited management accounts as at 30 June 2019, which show that it had a net asset value of approximately RMB236 million and thus it had sufficient assets to cover the outstanding liabilities above.

In addition, a loan agreement of RMB245,000,000 has been signed by 大連順浩 with 大連銀行 on 27 December 2017. This loan is still undergoing the loan distribution procedures and is expected to be granted shortly to repay the loans, interests and other costs stated in (1), (2) and (3) and the corporate guarantees provided by 大連創和 will then be released.

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

22. 或然負債(續)

- (5) 於二零一五年十一月二十三日，大連創和就大連銀行(三)向第三方大連鑫海盛建設工程有限公司(「大連鑫海盛」)發放之循環銀行貸款人民幣50,000,000元提供公司擔保。二零一七年期間，大連銀行(三)對大連鑫海盛提出起訴，以追回上述貸款。於二零一八年一月二十五日，法院命令大連鑫海盛向大連銀行(三)償還上述貸款，連同相關法律費用和利息。由於貸款的另一個獨立擔保人創達地產已就此貸款將其物業抵押予大連銀行(三)，因此相信大連銀行(三)可以從抵押物業之銷售所得款項中全額收回貸款和利息。於報告期間，創達地產已償還此貸款及其未償還利息，而大連創和提供之公司擔保已獲相應解除。

相應地，大連創和自創達地產獲得反擔保。如大連創和就所有上述公司擔保及抵押遭受任何法律糾紛和經濟損失，創達地產將一力承擔。創達地產是一間從事物業發展的公司。創達地產提供其二零一九年六月三十日之未經審核管理賬目，其顯示創達地產的淨資產約為人民幣236,000,000元，因此擁有足夠資產承擔上述未償還債務。

此外，大連順浩於二零一七年十二月二十七日與大連銀行簽訂人民幣245,000,000元的貸款協議。這筆貸款正待完成貸款發放程序，預計將於短期內發放，以償還(1)、(2)及(3)中所述之貸款、利息及其他費用，而大連創和提供的公司擔保將予以解除。

董事正密切監察有關情況，並會繼續盡最大努力解除餘下公司擔保。董事亦正評估本集團的法律狀況，並或會考慮採取適當的法律行動。

NOTES TO THE INTERIM FINANCIAL REPORT

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22. CONTINGENT LIABILITIES (CONTINUED)

Up to the date of this report, the Group did not suffer any loss from the above corporate guarantees and pledge. 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, the Directors of the Company believe that the probability of suffering any significant loss by the Group from the above corporate guarantees and pledge is low. As such, no provision for loss is made.

23. CAPITAL COMMITMENTS

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

22. 或然負債(續)

截至本報告日期，本集團並未有因上述公司擔保及抵押而蒙受任何損失。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，本公司董事認為本集團因上述公司擔保及抵押而蒙受任何重大損失的機會較小。因此，本集團並無作出虧損撥備。

23. 資本承擔

於報告期末，本集團有下列資本承擔：

	At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Contracted but not provided for:		
Acquisition of investment properties (Note)	42,625	157,937
Property development expenditure	138,348	149,008
Construction in-progress for water exploitation activities in Hunan	4,699	677
	185,672	307,622

Note: As at 31 March 2018, the commitments to acquisition of investment properties mainly included the acquisition of Shenyang Properties for which a remaining amount of approximately RMB96,236,000 was committed to be settled in accordance with the sale and purchase agreement.

On 24 April 2019, the Group entered into a termination agreement with the vendor to terminate the acquisition of Shenyang Properties. Details are set out in the announcement of the Company dated 24 April 2019.

As at 30 September 2019, the commitments of acquisition of investment properties remained the commitments to the acquisitions of Yantian Properties and Beijing Properties.

附註：於二零一八年三月三十一日，收購投資物業之資本承擔主要包含收購瀋陽物業，當中承諾根據買賣協議支付剩餘款項人民幣約96,236,000元。

於二零一九年四月二十四日，本集團與賣方訂立終止協議以終止瀋陽物業之收購。詳情載於本公司日期為二零一九年四月二十四日之公佈。

於二零一九年九月三十日，收購投資物業之資本承擔尚餘鹽田物業及北京物業之收購。

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24. RELATED PARTY TRANSACTIONS

The Group has the following significant transactions with related parties during the period:

		For the six months ended 30 September	
		截至九月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Key management personnel remuneration	主要管理人員之薪酬		
Short-term benefits	短期福利	1,667	1,653
Retirement benefits scheme	退休福利計劃	55	35
		1,722	1,688
Purchase of bottled water products from an associate	向一間聯營公司購買瓶裝水產品	1,485	—

25. EVENTS AFTER REPORTING PERIOD

On 1 November 2019, Asiaciti Investment Limited (“Asiaciti”), an indirectly wholly-owned subsidiary of the Company, and Mr. Li Yuguo a substantial shareholder, the chairman and an executive Director of the Company entered into a supplemental agreement, pursuant to which, Mr. Li Yuguo agreed 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. The completion of the supplemental agreement shall be conditional upon the fulfilment of conditions precedent. Details are set out in the announcement of the Company dated 1 November 2019.

26. APPROVAL OF THE INTERIM FINANCIAL REPORT

The interim financial report was approved and authorised for issue by the board of directors on 27 November 2019.

24. 關連人士交易

本集團於期內與關連人士的重要交易如下：

25. 報告期後事項

於二零一九年十一月一日，本公司間接全資附屬公司國成投資有限公司（「國成」）與本公司主要股東及主席兼執行董事李玉國先生訂立補充協議，據此，李玉國先生同意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%。補充協議須待先決條件達成後方告完成。詳情載於本公司日期為二零一九年十一月一日之公佈。

26. 批准中期財務報告

董事會於二零一九年十一月二十七日批准及授權刊發中期財務報告。

Asia Resources Holdings Limited

亞洲資源控股有限公司*

*For identification purpose only 僅供識別