



# FREEMAN FINTECH CORPORATION LIMITED

(Provisional Liquidators Appointed)

## 民眾金融科技控股有限公司

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

HK Stock Code 香港股份代號: 279

(Since 1988) (自1988年)

# 2020 Interim Report 中期報告

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## Corporate Information 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Choi Wai Hong, Clifford (appointed on 19 November 2020)

Mr. Yau Pak Yue (appointed on 1 July 2020)

Mr. Yang Haoying (resigned on 1 July 2020)

Mr. Ye Ye (resigned on 1 July 2020)

#### Non-Executive Directors

Ms. Ang Mei Lee Mary (appointed on 17 December 2020)

Mr. Chung Wai Man (appointed on 17 December 2020)

#### Independent Non-Executive Directors

Mr. An Dong

Mr. Fung Tze Wa

Mr. Wu Keli

### AUDIT COMMITTEE

Mr. An Dong

Mr. Fung Tze Wa<sup>#</sup>

Mr. Wu Keli

### REMUNERATION COMMITTEE

Mr. An Dong<sup>#</sup>

Mr. Fung Tze Wa

Mr. Wu Keli

### NOMINATION COMMITTEE

Mr. An Dong<sup>#</sup>

Mr. Fung Tze Wa

Mr. Wu Keli

### COMPANY SECRETARY

NIL

### AUDITOR

Crowe (HK) CPA Limited

9/F Leighton Centre

77 Leighton Road

Causeway Bay, Hong Kong

<sup>#</sup> Chairman of the relevant Board Committee

### 董事會

#### 執行董事

蔡偉康先生 (於二零二零年十一月十九日獲委任)

邱伯瑜先生 (於二零二零年七月一日獲委任)

楊浩英先生 (於二零二零年七月一日辭任)

叶燁先生 (於二零二零年七月一日辭任)

#### 非執行董事

洪美莉女士 (於二零二零年十二月十七日獲委任)

鍾衛民先生 (於二零二零年十二月十七日獲委任)

#### 獨立非執行董事

安東先生

馮子華先生

巫克力先生

### 審核委員會

安東先生

馮子華先生<sup>#</sup>

巫克力先生

### 薪酬委員會

安東先生<sup>#</sup>

馮子華先生

巫克力先生

### 提名委員會

安東先生<sup>#</sup>

馮子華先生

巫克力先生

### 公司秘書

無

### 核數師

國富浩華 (香港) 會計師事務所有限公司

香港銅鑼灣

禮頓道77號

禮頓中心9樓

<sup>#</sup> 相關董事委員會之主席

## LEGAL COUNSELS

### Hong Kong

Winston & Strawn LLP  
42nd Floor  
Bank of China Tower  
1 Garden Road  
Hong Kong

### Cayman Islands

Conyers Dill & Pearman  
29th Floor, One Exchange Square  
8 Connaught Place  
Central, Hong Kong

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

## REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS

13/F, Fortis Tower  
77-79 Gloucester Road  
Wanchai, Hong Kong

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Secretaries Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## WEBSITE

<http://www.freeman279.com>

## TRADING OF SHARES

The Stock Exchange of Hong Kong Limited  
(Stock Code: 279)

## 法律顧問

### 香港

Winston & Strawn LLP  
香港  
花園道1號  
中銀大廈  
42樓

### 開曼群島

Conyers Dill & Pearman  
香港中環  
康樂廣場8號  
交易廣場第一座29樓

## 主要往來銀行

香港上海滙豐銀行有限公司

## 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

## 主要營業地點

香港灣仔  
告士打道77-79號  
富通大廈13樓

## 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心54樓

## 網址

<http://www.freeman279.com>

## 股份買賣

香港聯合交易所有限公司  
(股份代號: 279)

# Report on Review of Interim Financial Statements

## 中期財務報表審閱報告

TO THE BOARD OF DIRECTORS OF  
FREEMAN FINTECH CORPORATION LIMITED  
(Provisional Liquidators Appointed)  
(Incorporated in the Cayman Islands with limited liability)

### INTRODUCTION

We were engaged to review the interim financial information set out on pages 10 to 67, which comprise the condensed consolidated statement of financial position of Freeman FinTech Corporation Limited and its subsidiaries (the "Group") as at 30 September 2020, and the condensed consolidated statement of profit or loss, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 *Interim Financial Reporting* ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34.

Our responsibility is to express a conclusion on this interim financial information in accordance with Hong Kong Standard on Review Engagements ("HKSRE") 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. We report solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters as described in the Basis for Disclaimer of Conclusion section of our report, it is not possible for us to form a conclusion on the interim financial information.

致民眾金融科技控股有限公司  
董事會  
(已委任臨時清盤人)  
(於開曼群島註冊成立之有限公司)

### 緒言

吾等已獲委聘審閱第10至67頁所載的中期財務資料，當中包括民眾金融科技控股有限公司及其附屬公司（統稱「貴集團」）於二零二零年九月三十日的簡明綜合財務狀況回報表，以及截至該日止六個月期間的簡明綜合損益表、簡明綜合全面收入報表、簡明綜合權益變動表及簡明綜合現金流量表，以及其他註釋。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製報告須符合當中的相關條文，以及由香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號 *中期財務報告*（「香港會計準則第34號」）。貴公司董事負責根據香港會計準則第34號編製及呈報該等中期財務資料。

吾等的責任是按照香港會計師公會頒佈的香港審閱工作準則（「香港審閱工作準則」）第2410號 *由實體的獨立核數師執行中期財務資料審閱* 對本中期財務資料作出結論。吾等按照雙方所協定的委聘書條款僅向閣下（作為整體）報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。然而，由於吾等報告中不發表結論之基準一節所述的事項，吾等可能無法就中期財務資料達致結論。

# Report on Review of Interim Financial Statements

## 中期財務報表審閱報告

### BASIS FOR DISCLAIMER OF CONCLUSION

#### 1. Deconsolidation of subsidiaries

As explained in note 2 to the condensed consolidated financial statements, as a result of the resignation of certain senior management members of the Company and non-cooperation of the management of certain subsidiaries (the "Deconsolidated Subsidiaries"), the directors of the Company had been unable to obtain and gain access to the books and records and assets of the Deconsolidated Subsidiaries of the Company and had therefore resolved that the Group no longer had the controlling power to govern the financial and operating policies of the Deconsolidated Subsidiaries so as to benefit from their activities. Accordingly, the Deconsolidated Subsidiaries were deconsolidated from the consolidated financial statements of the Group from 1 April 2019 onwards. As a result of the circumstances described above, the directors of the Company have been unable to provide us with a complete set of accounting books and records of the Deconsolidated Subsidiaries. We have therefore been unable to carry out audit procedures to obtain sufficient information to satisfy ourselves as to whether:

- (i) the loss on deconsolidation of the subsidiaries of approximately HK\$2,092,200,000 for the period ended 30 September 2019 as disclosed in note 7 as well as the related disclosures set out in the notes to the condensed consolidated financial statements are free from material misstatement; and
- (ii) the Group had lost its control over the Deconsolidated Subsidiaries.

Any adjustment that might have been found to be necessary in respect of the above may have a significant effect on the state of the Group's affairs as at 30 September 2020 and 31 March 2020 and on its loss for the periods ended 30 September 2020 and 2019.

### 不發表結論之基準

#### 1. 取消綜合入賬附屬公司

如簡明綜合財務報表附註2所述，由於貴公司若干高級管理層成員辭任及若干附屬公司（「取消綜合入賬附屬公司」）的管理層並不合作，貴公司董事無法獲得及查閱貴公司之取消綜合入賬附屬公司的賬簿及記錄以及資產，因而議決貴集團不再擁有控制權力規管取消綜合入賬附屬公司的財務及經營政策以從其活動中受益。因此，取消綜合入賬附屬公司已自二零一九年四月一日起取消綜合計入貴集團之綜合財務報表。由於上述情況，貴公司董事無法向吾等提供取消綜合入賬附屬公司完整的會計賬簿及記錄。因此，吾等無法進行審核程序以取得充足資料以令吾等信納以下事項：

- (i) 附註7披露之取消綜合入賬附屬公司於截至二零一九年九月三十日止期間之虧損約港幣2,092,200,000元以及簡明綜合財務報表附註所載之相關披露不存在重大錯誤陳述；及
- (ii) 貴集團已失去取消綜合入賬附屬公司之控制權。

倘發現須就上述事項作出任何必需調整，有關調整將對貴集團於二零二零年九月三十日及二零二零年三月三十一日之事務狀況以及截至二零二零年及二零一九年九月三十日止期間之虧損構成重大影響。

# Report on Review of Interim Financial Statements

## 中期財務報表審閱報告

### BASIS FOR DISCLAIMER OF CONCLUSION

(Continued)

#### 2. Investments in associates

As explained in note 14 to the condensed consolidated financial statements, there is no sufficient financial information of the associates available at the date of this report because the management of the associates refused to provide such required financial information to the Group. Based on the assessment of the directors of the Company, the Group had fully impaired its investments in associates of HK\$341,674,000 during the year ended 31 March 2020.

Besides, based on the latest records available to the Company, the Group's shareholding interest in an associate, FreeOpt Holdings Limited, was diluted to 17.61% during the period ended 30 September 2020. As (i) it was not practicable for a review to be performed by us on the associates due to insufficient financial information and the non-cooperation of the associates' management; (ii) the audited result of the associates for the year ended 31 March 2020 have not been made available to us as at the date of this report; and (iii) the directors of the Company were also unable to provide us with adequate information in support of the impairment assessment of investments in associates, together with the basis and rationale of recognising the impairment loss of investments in associates of HK\$341,674,000 for the year ended 31 March 2020 and their basis for assessing the carrying amounts of the investments in associates as at 30 September 2020, we were therefore unable to obtain sufficient information in relation to (i) the estimate of the Group's share of losses and other comprehensive income relating to investments in associates recognised in profit or loss and other comprehensive income for the period ended 30 September 2020; (ii) the estimate of the carrying value of the Group's investments in associates as at 30 September 2020 and 31 March 2020; (iii) whether the accumulated losses of the Group as at 1 April 2020 resulted from the impairment loss of investments in associates for the year ended 31 March 2020 are free from material misstatement; and (iv) whether the investment in FreeOpt Holdings Limited had been properly accounted for, classified, presented and disclosed in the condensed consolidated financial statements as at and for the period ended 30 September 2020.

As a result, we were unable to determine whether adjustments might have been found to be necessary in respect of investments in associates, and the elements making up the condensed consolidated statement of profit or loss, the condensed consolidated statement of comprehensive income and the condensed consolidated statement of changes in equity.

### 不發表結論之基準 (續)

#### 2. 於聯營公司之投資

如簡明綜合財務報表附註14所述，於本報告日期，無法獲得聯營公司之充足財務資料，原因為該等聯營公司之管理層拒絕向貴集團提供所要求之財務資料。根據貴公司董事之評估，貴集團於截至二零二零年三月三十一日止年度已就其於聯營公司之投資悉數計提減值港幣341,674,000元。

此外，基於貴公司可獲得之最新記錄，於截至二零二零年九月三十日止期間，貴集團於一間聯營公司FreeOpt Holdings Limited之股權已被攤薄至17.61%。(i)由於財務資料不足以及聯營公司之管理層不合作，吾等對聯營公司進行審閱屬並不切實際；(ii)於本報告日期，並未向吾等提供聯營公司於截至二零二零年三月三十一日止年度之經審核業績；及(iii)貴公司董事亦無法向吾等提供充足資料支持於聯營公司之投資之減值評估，以及於截至二零二零年三月三十一日止年度確認於聯營公司之投資之減值虧損港幣341,674,000元的基準及理由以及於二零二零年九月三十日評估於聯營公司投資之賬面值之基準，故吾等無法獲得與以下有關之充足資料：(i)估計於截至二零二零年九月三十日止期間之損益及其他全面收入確認貴集團分佔於聯營公司之投資有關之虧損及其他全面收入；(ii)估計於二零二零年九月三十日及二零二零年三月三十一日貴集團於聯營公司之投資之賬面值；(iii)由截至二零二零年三月三十一日止年度於聯營公司之投資之減值虧損導致之貴集團於二零二零年四月一日之累計虧損是否不存在重大誤述；及(iv)於FreeOpt Holdings Limited之投資在於二零二零年九月三十日及截至二零二零年九月三十日止期間之簡明綜合財務報表內是否已正確列賬、分類、呈列及披露。

因此，吾等無法確定查實有否必要就於聯營公司之投資以及簡明綜合損益表、簡明綜合全面收入報表及簡明綜合權益變動表的組成部分等各項作出調整。

## BASIS FOR DISCLAIMER OF CONCLUSION

(Continued)

### 3. Investment in an unlisted equity investment

As explained in note 15 to the condensed consolidated financial statements, the Group held a financial asset classified as at fair value through other comprehensive income (non-recycling) with respect to 15.20% equity interest in an investment holding company ("Entity A") as at 30 September 2020 ("FVOCI in Entity A").

In assessing the fair value of FVOCI in Entity A as at 30 September 2020, the directors of the Company adopted the net asset value approach based on Entity A's unaudited management accounts as at 31 March 2020 and adjusted for the factors they considered might affect its fair value to estimate its fair value as described in note 15 to the condensed consolidated financial statements. The Group, however, is unable to obtain sufficient financial information of Entity A as at and for the period ended 30 September 2020 because of the non-cooperation of the management of Entity A. The directors of the Company considered that the basis applied in the fair value assessment of the FVOCI in Entity A represents their best estimate. We were unable to obtain sufficient information we considered necessary to assess the appropriateness of the basis of valuation of the FVOCI in Entity A as at 30 September 2020 and 31 March 2020 adopted by the directors of the Company, including access to the management of Entity A to assess the appropriateness and accuracy of the financial information, and to obtain the latest audited financial information of Entity A and reliable information to support the adjustments made to the net assets value of Entity A. There were no other satisfactory procedures that we could perform to determine whether any adjustments to the carrying value of the FVOCI in Entity A as at 30 September 2020 and 31 March 2020 were necessary.

## 不發表結論之基準 (續)

### 3. 於非上市股權投資之投資

如簡明綜合財務報表附註15所述，於二零二零年九月三十日，貴集團就於一間投資控股公司（「實體A」）之15.20%股本權益持有分類為透過其他全面收入以公平值列賬之金融資產（不回收）（「於實體A透過其他全面收入以公平值列賬」）。

評估於二零二零年九月三十日於實體A透過其他全面收入以公平值列賬之公平值時，貴公司董事根據實體A於二零二零年三月三十一日之未經審核管理賬目採納資產淨值法估計其公平值（如簡明綜合財務報表附註15所述），並已就彼等認為可能影響公平值之因素作出調整。然而，貴集團無法獲得實體A於二零二零年九月三十日及截至二零二零年九月三十日止期間之充足財務資料，原因為實體A之管理層不合作。貴公司董事認為，於實體A透過其他全面收入以公平值列賬之公平值估值所用基準代表彼等的最佳估計。吾等無法獲得吾等認為評估貴公司董事所採納之於二零二零年九月三十日及二零二零年三月三十一日於實體A透過其他全面收入以公平值列賬之估值基準之適當性屬必要之充足資料，包括聯繫實體A之管理層評估財務資料之適當性及準確性，以及獲得實體A之最近期經審核財務資料及可靠資料以支持對實體A之資產淨值作出調整。吾等無法執行其他令人滿意之程序以釐定是否有必要就於二零二零年九月三十日及二零二零年三月三十一日於實體A透過其他全面收入以公平值列賬之賬面值作出任何調整。



# Report on Review of Interim Financial Statements

## 中期財務報表審閱報告

### BASIS FOR DISCLAIMER OF CONCLUSION

(Continued)

#### 4. Multiple uncertainties relating to going concern

On 12 March 2019 and 10 April 2019, the Company received demand letters from lenders for the immediate repayment of outstanding principal amounts of approximately HK\$783,747,000 and HK\$429,197,000 respectively. On 26 April 2019, the Company received a notice of event of default from another lender intended to reserve its right to demand immediate repayment for borrowings with an outstanding principal amount of approximately HK\$776,514,000 at 31 March 2019. On 10 May 2019, the Company received a notice of petition from one of the above lenders issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) from the High Court of the Hong Kong Special Administrative Region (the "High Court") that the Company be wound up by the High Court on the ground that the Company was insolvent and unable to pay its debts. In addition, on 10 June 2019, the Company received a notice of event of default and repayment from another lender for the immediate repayment of outstanding principal, together with accrued interest due totaling to approximately HK\$718,436,000.

As at 30 September 2020, the Group had net current liabilities and net liabilities of approximately HK\$3,362,863,000 and HK\$2,544,049,000 respectively. During the period ended 30 September 2020, the Group incurred a loss attributable to ordinary equity holders of the Company of approximately HK\$352,094,000. These conditions indicate the existence of material uncertainties which may cast significant doubt about the ability of the Group to continue as a going concern.

The directors of the Company have been taking measures to improve the liquidity and solvency position of the Group. These measures include (i) identified an investor for putting forward a debt restructuring plan of the Company and provision of loans to the Company; (ii) put forward a debt restructuring plan to the creditors of the Company; (iii) speeding up the collection of receivables process; and (iv) tightening operating cash outflows through cutting costs and capital expenditures.

### 不發表結論之基準 (續)

#### 4. 有關持續經營的多項不確定性

於二零一九年三月十二日及二零一九年四月十日，貴公司收到多名貸方的要求函，要求立即償還未償還本金額分別為約港幣783,747,000元及港幣429,197,000元的款項。於二零一九年四月二十六日，貴公司收到另一名貸方的違約事件通知，其擬保留其要求立即償還於二零一九年三月三十一日未償還本金額為約港幣776,514,000元的借貸的權利。於二零一九年五月十日，貴公司收到上述貸方之一根據公司（清盤及雜項條文）條例（香港法例第32章）於香港特別行政區高等法院（「高等法院」）提出的呈請通知，要求高等法院將貴公司清盤，理由是貴公司無償債能力且無法償還債務。此外，於二零一九年六月十日，貴公司收到另一名貸方的違約事件及還款通知，要求立即償還未償還本金額連同應計利息合共為約港幣718,436,000元的款項。

於二零二零年九月三十日，貴集團擁有流動負債淨值及負債淨值分別約港幣3,362,863,000元及港幣2,544,049,000元。於截至二零二零年九月三十日止期間，貴集團錄得貴公司普通股權持有人應佔虧損約港幣352,094,000元。該等情況表明存在重大不確定性，可能對貴集團持續經營的能力產生重大懷疑。

貴公司董事一直在採取措施以改善貴集團的流動性及償債能力狀況。該等措施包括(i)物色到投資者提出貴公司之債務重組並向貴公司提供貸款；(ii)向貴公司債權人提出債務重組方案；(iii)加快收回應收款項的程序；及(iv)透過削減成本及資本開支，收緊經營現金流出。

# Report on Review of Interim Financial Statements

## 中期財務報表審閱報告

### BASIS FOR DISCLAIMER OF CONCLUSION

(Continued)

#### 4. Multiple uncertainties relating to going concern

(Continued)

As at the date of approval of these financial statements, the implementations of these measures are still in progress. The validity of the going concern assumption on which the condensed consolidated financial statements are prepared is dependent on the successful and favourable outcomes of the measures taken by the directors of the Company. The condensed consolidated financial statements have been prepared on the assumption that the Group will continue as a going concern and, therefore, do not include any adjustments relating to the realisation and reclassification of non-current assets and non-current liabilities that may be necessary if the Group is unable to continue as a going concern. Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets may need to be realised at amounts other than those currently recorded in the condensed consolidated statement of financial position. In addition, the Group may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities.

### DISCLAIMER OF CONCLUSION

We do not express a conclusion on the interim financial information of the Group. Because of the matters as described in the Basis for Disclaimer of Conclusion section of our report, it is not possible for us to form a conclusion on the interim financial information.

### OTHER MATTERS

We draw attention to the fact that the comparative condensed consolidated statement of profit or loss, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month ended 30 September 2019, and the relevant notes disclosed in this interim financial information have not been reviewed in accordance with HKSRE 2410.

Crowe (HK) CPA Limited  
Certified Public Accountants  
Hong Kong, 10 March 2021

Chan Wai Dune, Charles  
Practising Certificate Number P00712

### 不發表結論之基準 (續)

#### 4. 有關持續經營的多項不確定性 (續)

於該等財務報表獲批准日期，該等措施的實施仍在進行中。編制簡明綜合財務報表所依據的持續經營假設的有效性，取決於貴公司董事採取的上述措施獲得成功有利的結果。簡明綜合財務報表乃基於貴集團將持續經營的假設編制，因此，未包括有關在貴集團無法持續經營的情況下將非流動資產及非流動負債變現及重新分類的任何調整。如持續經營假設不適當，可能須作出調整，以反映資產可能需要按與現時於簡明綜合財務狀況報表列賬的不同金額變現的情況。此外，貴集團可能須就可能產生的其他負債作出撥備，並將非流動資產及非流動負債重新分類為流動資產及流動負債。

### 不發表結論

吾等不對貴集團的中期財務資料發表結論。由於吾等報告中不發表結論之基準一節所述的事項，吾等可能無法就中期財務資料達致結論。

### 其他事宜

吾等注意到截至二零一九年九月三十日止六個月之比較簡明綜合損益表、簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量及本中期財務資料所披露之相關附註並未根據香港審閱委聘準則第2410號審閱。

國富浩華(香港)會計師事務所有限公司  
執業會計師  
香港，二零二一年三月十日

陳維端  
執業證書編號P00712

## Condensed Consolidated Statement of Profit or Loss 簡明綜合損益表

For the six months ended 30 September 2020 截至二零二零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	
		2020 二零二零年 (Unaudited) (未經審核) HK\$'000 港幣千元	2019 二零一九年 (Unaudited) (未經審核) (Restated) (經重列) HK\$'000 港幣千元
	Notes 附註		
<b>REVENUE</b>	收益	5	7,331
Cost of sales	銷售成本		(3,437)
<b>Gross profit</b>	毛利		3,894
Other income and gains	其他收入及收益	5	7,227
Fair value gains/(losses) on investments at fair value through profit or loss, net	透過損益以公平值列賬之投資之公平值收益/(虧損)淨額		11,452
General and administrative expenses	一般及行政開支		(40,989)
Provision for impairment loss of loans receivable, net	應收貸款之減值虧損撥備淨額	16	-
Provision for impairment loss of accounts receivable, net	應收賬款之減值虧損撥備淨額	18	(1,400)
Provision for impairment loss of factoring receivables	應收保理款項之減值虧損撥備	17	-
Loss on deconsolidation of subsidiaries	取消綜合入賬附屬公司之虧損	7	-
Other expenses	其他開支		(15,945)
Finance costs	融資成本	6	(315,773)
Share of losses of associates	分佔聯營公司虧損		-
<b>LOSS BEFORE TAX</b>	除稅前虧損	8	(351,534)
Income tax expense	所得稅開支	9	(560)
<b>LOSS FOR THE PERIOD ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	本公司普通股權持有人應佔本期間虧損		(352,094)
<b>LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	本公司普通股權持有人應佔每股虧損	10	
Basic and diluted	基本及攤薄		(港幣HK\$0.19元) (港幣HK\$1.86元)

The accompanying notes form an integral part of these condensed consolidated financial statements. 隨附附註構成該等簡明綜合財務報表的一部分。

# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收入報表

For the six months ended 30 September 2020 截至二零二零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	
		2020 二零二零年 (Unaudited) (未經審核)	2019 二零一九年 (Unaudited) (未經審核)
		HK\$'000 港幣千元	HK\$'000 港幣千元 (Restated) (經重列)
		Note 附註	
<b>LOSS FOR THE PERIOD</b>	本期間虧損	<b>(352,094)</b>	<b>(3,088,131)</b>
<b>OTHER COMPREHENSIVE INCOME/ (LOSS)</b>	其他全面收入／(虧損)		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:	將於隨後期間重新分類至損益之其他全面收入／(虧損)：		
Exchange differences on translation of foreign operations	換算境外業務產生之匯兌差額	(377)	(23,317)
Share of other comprehensive income of associates, net	分佔聯營公司之其他全面收入淨額	-	33,462
Reclassification of exchange difference upon deconsolidation of subsidiaries	於取消綜合入賬附屬公司後重新分類匯兌差額	7	(52,085)
Other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods:	不會於隨後期間重新分類至損益之其他全面收入／(虧損)：		
Equity investments at fair value through other comprehensive income – net movement in investment revaluation reserve (non-recycling)	透過其他全面收入以公平值列賬之股權投資－投資重估儲備變動淨額(不回收)	139,653	(198,053)
<b>OTHER COMPREHENSIVE INCOME/ (LOSS) FOR THE PERIOD, NET OF TAX</b>	本期間其他全面收入／(虧損) (除稅後)	<b>139,276</b>	<b>(239,993)</b>
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	本公司普通股權持有人應佔期內全面虧損總額	<b>(212,818)</b>	<b>(3,328,124)</b>

The accompanying notes form an integral part of these condensed consolidated financial statements. 隨附附註構成該等簡明綜合財務報表的一部分。

## Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況報表

At 30 September 2020 於二零二零年九月三十日

			30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
		Notes 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	7,988	14,985
Goodwill	商譽	13	1,505	1,505
Intangible assets	無形資產		17,145	17,145
Other financial assets	其他金融資產	15	825,658	686,005
Prepayments and deposits	預付款項及按金		3,131	2,194
			<hr/>	<hr/>
Total non-current assets	非流動資產總值		855,427	721,834
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Loans receivable	應收貸款	16	–	143,040
Accounts receivable	應收賬款	18	301,179	22,005
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		208,972	80,028
Investments at fair value through profit or loss	透過損益以公平值列賬之投資	19	14,577	3,071
Cash and bank balances	現金及銀行結餘	20	156,366	149,605
			<hr/>	<hr/>
Total current assets	流動資產總值		681,094	397,749
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Accounts payable	應付賬款	21	8,439	14,437
Other payables and accruals	其他應付款項及應計費用	22	998,070	664,852
Borrowings	借貸	23	3,034,487	2,725,687
Lease liabilities	租賃負債		2,385	12,232
Tax payable	應付稅項		576	–
			<hr/>	<hr/>
Total current liabilities	流動負債總值		4,043,957	3,417,208
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<hr/>	<hr/>
			(3,362,863)	(3,019,459)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<hr/>	<hr/>
			(2,507,436)	(2,297,625)

## Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況報表

At 30 September 2020 於二零二零年九月三十日

			30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
		Notes 附註		
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Borrowings	借貸	23	30,000	30,000
Lease liabilities	租賃負債		4,052	1,045
Deferred tax liability	遞延稅項負債	24	2,561	2,561
			36,613	33,606
<b>Total non-current liabilities</b>	<b>非流動負債總值</b>		<b>36,613</b>	<b>33,606</b>
<b>Net liabilities</b>	<b>負債淨值</b>		<b>(2,544,049)</b>	<b>(2,331,231)</b>
<b>DEFICIENCY IN ASSETS</b>	<b>資產虧絀</b>			
Deficit attributable to ordinary equity holders of the Company	本公司普通股權持有人應佔虧絀			
Issued capital	已發行股本	25	18,682	18,682
Reserves	儲備		(2,562,731)	(2,349,913)
			(2,544,049)	(2,331,231)
<b>Net deficiency in assets</b>	<b>資產虧絀淨值</b>		<b>(2,544,049)</b>	<b>(2,331,231)</b>

The accompanying notes form an integral part of these condensed consolidated financial statements. 隨附附註構成該等簡明綜合財務報表的一部分。

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

		Attributable to ordinary equity holders of the Company 本公司普通權益持有人應佔													Total equity/ (net deficiency in assets)
		Issued capital	Share premium account	Convertible instruments equity reserve	Share option reserve	Capital redemption reserve	Distributable reserve	Special reserve	Statutory reserve	Investment revaluation reserve (non-recycling) 投資重估儲備 (不回收)	Exchange fluctuation reserve	Accumulated losses	Total	Non-controlling interests	Total equity/ (net deficiency in assets) 權益總值/ (資產虧絀淨值)
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 31 March 2019	於二零一九年三月三十一日	15,682	2,742,684	297,074	97,350	485	(187,195)	35,131	9,384	346,762	61,149	(961,796)	2,456,710	669,581	3,126,291
Impact on initial application of HKFRS 16	首次應用香港財務報告準則第16號的影響	-	-	-	-	-	-	-	-	-	-	(1,245)	(1,245)	-	(1,245)
Adjusted balance at 1 April 2019	於二零一九年四月一日之經調整結餘	15,682	2,742,684	297,074	97,350	485	(187,195)	35,131	9,384	346,762	61,149	(963,041)	2,455,465	669,581	3,125,046
Loss for the period (restated)	本期間虧損 (重列)	-	-	-	-	-	-	-	-	-	-	(3,088,131)	(3,088,131)	-	(3,088,131)
Other comprehensive income/(loss) for the period:	本期間其他全面收入/(虧損):														
Equity investments at fair value through other comprehensive income – net movement in investment revaluation reserve (non-recycling)	透過其他全面收入以公平值列賬之股權投資 – 投資重估儲備變動淨額 (不回收)	-	-	-	-	-	-	-	-	(198,053)	-	-	(198,053)	-	(198,053)
Exchange difference on translation of foreign operations (restated)	換算境外業務產生之匯兌差額 (重列)	-	-	-	-	-	-	-	-	-	(23,317)	-	(23,317)	-	(23,317)
Reclassification of exchange difference upon deconsolidation of subsidiaries (restated)	於取消綜合入賬附屬公司後重新分類匯兌差額 (重列)	-	-	-	-	-	-	-	-	-	(52,085)	-	(52,085)	-	(52,085)
Share of other comprehensive income of associates, net	分佔聯營公司之其他全面收入淨額	-	-	-	-	-	-	-	-	33,462	-	-	33,462	-	33,462
Total comprehensive loss for the period (restated)	本期間全面虧損總額 (重列)	-	-	-	-	-	-	-	-	(164,591)	(75,402)	(3,088,131)	(3,328,124)	-	(3,328,124)
Issue of shares	發行股份	3,000	40,500	-	-	-	-	-	-	-	-	-	43,500	-	43,500
Derecognition of convertible instruments	終止確認可換股工具	-	-	(279,800)	-	-	-	-	-	-	-	279,800	-	-	-
Share options lapsed	已失效購股權	-	-	-	(16,876)	-	-	-	-	-	-	16,876	-	-	-
Deconsolidation of subsidiaries (restated)	取消綜合入賬附屬公司 (重列)	-	-	-	-	-	-	(8,597)	-	-	-	-	(8,597)	(669,581)	(678,178)
At 30 September 2019 (restated)	於二零一九年九月三十日 (重列)	18,682	2,783,184	17,274	80,474	485	(187,195)	35,131	787	182,171	(14,253)	(3,754,496)	(837,756)	-	(837,756)

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

Attributable to ordinary equity holders of the Company

本公司普通股持有人應佔

		Issued capital	Share premium account	Share option reserve	Capital redemption reserve	Distributable reserve	Special reserve	Statutory reserve	Investment revaluation reserve (non-recycling)	Exchange fluctuation reserve	Accumulated losses	Net deficiency in assets
		已發行股本	股份溢價賬	購股權儲備	資本贖回儲備	可供分派儲備	特別儲備	法定儲備	投資重估儲備 (不回收)	外匯波動儲備	累計虧損	資產虧蝕淨值
		(Unaudited)	(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)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2020	於二零二零年四月一日	18,682	2,783,184	53,356	485	(187,195)	35,131	787	(570,180)	(4,661)	(4,460,820)	(2,331,231)
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	-	(352,094)	(352,094)
Other comprehensive income/(loss) for the period:	本期間其他全面收入/(虧損):											
Equity investments at fair value through other comprehensive income – net movement in investment revaluation reserve (non-recycling)	透過其他全面收入以公平值列賬之股權投資 – 投資重估儲備變動淨額 (不回收)	-	-	-	-	-	-	-	139,653	-	-	139,653
Exchange difference on translation of foreign operations	換算境外業務產生之匯兌差額	-	-	-	-	-	-	-	-	(377)	-	(377)
Total comprehensive income/(loss) for the period	本期間全面收入/(虧損)總額	-	-	-	-	-	-	-	139,653	(377)	(352,094)	(212,818)
Cancellation of share premium	註銷股份溢價	-	(2,783,184)	-	-	-	-	-	-	-	2,783,184	-
Share options lapsed	已失效購股權	-	-	(19,198)	-	-	-	-	-	-	19,198	-
At 30 September 2020	於二零二零年九月三十日	18,682	-	34,158	485	(187,195)	35,131	787	(430,527)	(5,038)	(2,010,532)	(2,544,049)

The accompanying notes form an integral part of these condensed consolidated financial statements. 隨附附註構成該等簡明綜合財務報表的一部分。



## Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表

For the six months ended 30 September 2020 截至二零二零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		
		2020 二零二零年 (Unaudited) (未經審核) HK\$'000 港幣千元	2019 二零一九年 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (重列)	
		Notes 附註		
Cash used in operations	營運所動用之現金		(299,037)	(8,755)
Interest received	已收利息		1,206	2,198
Interest paid	已付利息		(329)	(30,734)
Income tax paid	已付所得稅		16	(12)
<b>Net cash flows used in operating activities</b>	<b>營運活動所動用之現金流量淨額</b>		<b>(298,144)</b>	<b>(37,303)</b>
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>	<b>投資活動所動用之現金流量</b>			
Additions to property, plant and equipment	添置物業、廠房及設備		(822)	–
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		509	–
Net cash outflow arising on deconsolidation of subsidiaries	取消綜合入賬附屬公司產生之現金流出淨額	7	–	(25,400)
<b>Net cash flows used in investing activities</b>	<b>投資活動所動用之現金流量淨額</b>		<b>(313)</b>	<b>(25,400)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所產生之現金流量</b>			
Payments of lease rentals	租金付款		(3,409)	(7,063)
Proceeds from issue of new shares of the Company	發行本公司新股份之所得款項	25	–	43,500
Drawdown of bank and other borrowings	提取銀行及其他借貸		308,800	–
<b>Net cash flows generated from financing activities</b>	<b>融資活動所產生之現金流量淨額</b>		<b>305,391</b>	<b>36,437</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物增加／(減少)淨額</b>		<b>6,934</b>	<b>(26,266)</b>
Effect of foreign exchange rate changes, net	匯率波動之影響淨額		(173)	(6,176)
Cash and cash equivalents at beginning of period	期初之現金及現金等值物		149,605	222,143
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期末之現金及現金等值物</b>		<b>156,366</b>	<b>189,701</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物之結餘分析</b>			
Cash and bank balances	現金及銀行結餘		156,366	189,701

The accompanying notes form an integral part of these condensed consolidated financial statements. 隨附附註構成該等簡明綜合財務報表之一部分。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 1. CORPORATE AND GROUP INFORMATION

Freeman FinTech Corporation Limited (the "Company") is a limited liability company incorporated in the Cayman Islands. The principal place of business of the Company is located at 13th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and trading in the shares of the Company has been suspended since 28 February 2020.

During the period, the Company and its subsidiaries (collectively, referred to as the "Group") were principally engaged in the financial services sector, including the provision of securities and futures brokerage services, the provision of placing, underwriting and margin financing services, the provision of insurance brokerage and financial planning services, the provision of finance, the trading of securities and futures, the provision of factoring, as well as investment holding.

### 2. BASIS OF PREPARATION

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

The condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 March 2020.

The accounting policies adopted in the preparation of the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 March 2020, except for the accounting policy changes that are expected to be reflected in the annual consolidated financial statements for the year ending 31 March 2021. Details of any changes in accounting policies are set out in note 3.

The condensed consolidated financial statements for the six months ended 30 September 2020 have not been audited, but have been reviewed by the Company's external auditor, Crowe (HK) CPA Limited in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA.

### 1. 公司及集團資料

民眾金融科技控股有限公司（「本公司」）為於開曼群島註冊成立之有限公司。本公司之主要營業地點位於香港灣仔告士打道77-79號富通大廈13樓。本公司股份於香港聯合交易所有限公司（「聯交所」）主板上市，自二零二零年二月二十八日起本公司股份暫停買賣。

本期間內，本公司及其附屬公司（統稱「本集團」）主要從事金融服務業，包括提供證券及期貨經紀服務，提供配售、包銷及孖展融資服務，提供保險經紀及理財策劃服務，提供融資，買賣證券及期貨，提供保理以及投資控股。

### 2. 編製基準

本簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號中期財務報告及聯交所證券上市規則之適用披露規定編製。

簡明綜合財務報表並不包括須於年度綜合財務報表載列之所有資料及披露，並應與本集團截至二零二零年三月三十一日止年度之年度綜合財務報表一併閱讀。

編製簡明綜合財務報表時所採用之會計政策與編製本集團截至二零二零年三月三十一日止年度之年度綜合財務報表所採用者一致，惟預期於截至二零二一年三月三十一日止年度之年度綜合財務報表中反映的會計政策變動除外。會計政策變動的詳情載列於附註3。

截至二零二零年九月三十日止六個月的簡明綜合財務報表並未審核，但已由本公司外部核數師國富浩華（香港）會計師事務所有限公司根據香港會計師公會頒佈的香港審閱工作準則第2410號由實體的獨立核數師執行中期財務資料審閱進行審閱。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### Appointment of the joint and several provisional liquidators (the "Provisional Liquidators"), suspension of trading in shares of the Company and going concern basis

On 12 March 2019 and 10 April 2019, the Company received demand letters from lenders for immediate repayment of outstanding principal amounts of approximately HK\$783,747,000 and HK\$429,197,000 respectively. On 26 April 2019, the Company received a notice of event of default from another lender intended to reserve its right to demand immediate repayment for borrowings with an outstanding principal amount of approximately HK\$776,514,000 at 31 March 2019. On 10 May 2019, the Company received a notice of petition from one of the above lenders (the "Petition") issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) from the High Court of the Hong Kong Special Administrative Region (the "High Court") that the Company be wound up by the High Court on the ground that the Company was insolvent and unable to pay its debts. In addition, on 10 June 2019, the Company received a notice of event of default and repayment from another lender for immediate repayment of outstanding principal, together with accrued interest due totaling to approximately HK\$718,436,000.

On 28 February 2020, the High Court ordered that Messrs. Lai Kar Yan (Derek) and Ho Kwok Leung Glen of Deloitte Touche Tohmatsu be appointed as provisional liquidators of the Company with power to act jointly and severally until the determination of the Petition or further order of the High Court. At the request of the Company, trading in the Company's shares on the Stock Exchange has been suspended with effect from 1:12 p.m. on 28 February 2020. Trading in the shares of the Company will remain suspended until further notice.

On 26 March 2020, upon application made by the Provisional Liquidators, the High Court granted an order to extend the Provisional Liquidators' power such that the Provisional Liquidators are empowered to, *inter alia*, to consider and, if thought to be in the best interests of creditors of the Company, to enter into discussions and/or negotiations for and on behalf of the Company, for the purpose of, but not limited to, restructuring of the Company's business and operations, and/or restructuring or rescheduling the Company's indebtedness, or for the sale of its assets, provided that any such proposed restructuring, rescheduling or sale shall not be binding on the Company unless and until approved by the High Court.

### 2. 編製基準 (續)

委任共同及各別臨時清盤人(「臨時清盤人」)、本公司股份暫停買賣及持續經營基準

於二零一九年三月十二日及二零一九年四月十日，本公司收到多名貸方的要求函，要求立即償還未償還本金額分別約港幣783,747,000元及港幣429,197,000元的款項。於二零一九年四月二十六日，本公司收到另一名貸方的違約事件通知，其擬保留其要求立即償還於二零一九年三月三十一日未償還本金額約港幣776,514,000元的借貸的權利。於二零一九年五月十日，本公司收到上述貸方之一根據公司(清盤及雜項條文)條例(香港法例第32章)於香港特別行政區高等法院(「高等法院」)提出的呈請通知(「呈請」)，要求高等法院將本公司清盤，理由是本公司無償債能力且無法償還債務。此外，於二零一九年六月十日，本公司收到另一名貸方的違約事件及還款通知，要求立即償還未償還本金額連同應計利息合共為約港幣718,436,000元的款項。

於二零二零年二月二十八日，高等法院頒令，德勤•關黃陳方會計師行之黎嘉恩先生及何國樑先生獲委任為本公司的共同及各別臨時清盤人，直至呈請獲裁定或高等法院另行頒令為止。應本公司要求，本公司股份自二零二零年二月二十八日下午一時十二分起於聯交所暫停買賣。本公司股份將繼續暫停買賣，直至另行通知。

於二零二零年三月二十六日，待臨時清盤人提出申請後，高等法院頒令，以向臨時清盤人授予額外的權力，其中包括但不限於考慮及在其認為符合本公司債權人最佳利益之情況下為及代表本公司進行討論及/或磋商，以(但不限於)重組本公司之業務及營運及/或重組或重訂本公司債務之償還，或出售其資產，惟除非及直至高等法院批准，任何有關建議重組、重訂本公司債務之償還或出售均對本公司不具有約束力。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### Appointment of the joint and several provisional liquidators (the “Provisional Liquidators”), suspension of trading in shares of the Company and going concern basis (Continued)

On 4 November 2020, upon application made by the Provisional Liquidators, the Grand Court of the Cayman Islands (the “Grand Court”) issued an order, which, among other things, recognised the appointment of Messrs. Lai Kar Yan (Derek) and Ho Kwok Leung Glen of Deloitte Touche Tohmatsu as joint and several provisional liquidators of the Company pursuant to orders of the High Court of the Hong Kong Special Administrative Region dated 28 February 2020 and subsequently amended on 26 March 2020 and the Provisional Liquidators presenting and prosecuting a petition in the Grand Court in respect of the creditors’ scheme of arrangement pursuant to section 86 of the Companies Law (2020 Revision) in furtherance of the proposed rescue and restructuring of the Company and its debts.

On 26 November 2020, the Provisional Liquidators and the Petitioner jointly applied to the High Court requesting to vacate the next adjourned hearing of the Petition to be fixed on 14 December 2020 and to adjourn it for 4 months to 19 April 2021. On 30 November 2020, the High Court has approved to adjourn the hearing of the Petition to 19 April 2021.

Since their appointment, the Provisional Liquidators have taken all necessary actions to preserve the assets and have been managing the affairs of the Group.

As at 30 September 2020, the Group had net current liabilities and net liabilities of approximately HK\$3,362,863,000 and HK\$2,544,049,000 (31 March 2020: HK\$3,019,459,000 and HK\$2,331,231,000) respectively. During the six months ended 30 September 2020, the Group incurred a loss attributable to ordinary equity holders of the Company of approximately HK\$352,094,000 (six months ended 30 September 2019: HK\$3,088,131,000, as restated).

The directors of the Company have been taking measures to improve the liquidity and solvency position of the Group. These measures include (i) identified the Investor (as defined below) for putting forward a debt restructuring of the Company and provision of loans to the Company, details of which are set out below at the paragraphs headed under “Proposed restructuring of the Group”; (ii) put forward a debt restructuring plan to the creditors of the Company by way of Scheme of Arrangement; (iii) speeding up the collection of receivables process; and (iv) tightening operating cash outflows through cutting costs and capital expenditures.

### 2. 編製基準 (續)

委任共同及各別臨時清盤人(「臨時清盤人」)、本公司股份暫停買賣及持續經營基準(續)

於二零二零年十一月四日，待臨時清盤人提出申請後，開曼群島大法院(「大法院」)頒令，內容包括(其中包括)根據香港特別行政區高等法院日期為二零二零年二月二十八日的命令，其後於二零二零年三月二十六日修訂該命令，認可德勤•關黃陳方會計師行之黎嘉恩先生及何國樑先生獲委任為本公司的共同及各別臨時清盤人，以及允許臨時清盤人按公司法(2020年修訂本)第86條向大法院陳述並提交有關債權人安排計劃的呈請，以促進本公司及其債務的建議拯救和重組。

於二零二零年十一月二十六日，臨時清盤人及呈請人共同向高等法院申請取消二零二零年十二月十四日的呈請聆訊並延期四個月至二零二一年四月十九日。於二零二零年十一月三十日，高等法院已同意將呈請聆訊延期至二零二一年四月十九日進行。

於獲委任後，臨時清盤人已採取一切必要行動保護資產，並一直管理本集團事務。

於二零二零年九月三十日，本集團擁有流動負債淨值及負債淨值分別約為港幣3,362,863,000元及港幣2,544,049,000元(二零二零年三月三十一日：港幣3,019,459,000元及港幣2,331,231,000元)。於截至二零二零年九月三十日止六個月，本集團錄得本公司普通股權持有人應佔虧損約港幣352,094,000元(截至二零一九年九月三十日止六個月：港幣3,088,131,000元，經重列)。

本公司董事一直採取措施改善本集團的流動性及償債能力狀況。該等措施包括(i)物色到投資者(定義見下文)提出本公司之債務重組並向本公司提供貸款，詳情載列於下文「本集團建議重組」一段；(ii)通過安排計劃向本公司債權人提出債務重組方案；(iii)加快收回應收款項的程序；及(iv)透過削減成本及資本開支，收緊經營現金流出。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### Appointment of the joint and several provisional liquidators (the "Provisional Liquidators"), suspension of trading in shares of the Company and going concern basis (Continued)

As at the date of approval of these condensed consolidated financial statements, the implementations of these measures are still in progress. The validity of the going concern assumption on which the condensed consolidated financial statements are prepared is dependent on the successful and favourable outcomes of the measures taken by the directors of the Company as described above. The condensed consolidated financial statements have been prepared on the assumption that the Group will continue as a going concern and, therefore, do not include any adjustments relating to the realisation and classification of non-current assets and non-current liabilities that may be necessary if the Group is unable to continue as a going concern. Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets may need to be realised at amounts other than those currently recorded in the condensed consolidated statement of financial position. In addition, the Group may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities.

#### Listing status of the Company

On 19 March 2020, the Company received a letter from the Stock Exchange, in which, *inter alia*, the Stock Exchange set out the following resumption guidance for the Company (the "Resumption Guidance"):

1. demonstrate the Company's compliance with Rule 13.24 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules");
2. have the winding-up petition(s) withdrawn or dismissed and the joint and several provisional liquidators discharged; and
3. inform the market of all material information for the Company's shareholders and other investors to appraise the Group's position.

On 30 June 2020, the Company received another letter from the Stock Exchange, in which the Stock Exchange set out the following additional Resumption Guidance for the Company:

4. publish all outstanding financial results and address any audit modification(s).

### 2. 編製基準 (續)

委任共同及各別臨時清盤人(「臨時清盤人」)、本公司股份暫停買賣及持續經營基準(續)

於該等簡明綜合財務報表批准日期，該等措施的實施仍在進行中。編製簡明綜合財務報表所依據的持續經營假設的有效性，取決於本公司董事採取的上述措施獲得成功有利的結果。簡明綜合財務報表乃基於本集團將持續經營的假設編製，因此，未包括有關在本集團無法持續經營的情況下將非流動資產及非流動負債變現及分類的任何調整。如持續經營假設不適當，可能須作出調整，以反映資產可能需要按與現時於簡明綜合財務狀況報表列賬的不同金額變現的情況。此外，本集團可能須就可能產生的其他負債作出撥備，並將非流動資產及非流動負債重新分類為流動資產及流動負債。

#### 本公司之上市地位

於二零二零年三月十九日，本公司收到一封聯交所的信函，內容有關(其中包括)聯交所對本公司提出的復牌指引(「復牌指引」)：

1. 證明本公司遵守香港聯合交易所有限公司證券上市規則(「上市規則」)第13.24條規定；
2. 撤回或撤銷本公司清盤呈請，以及解除共同及各別臨時清盤人的委任；及
3. 通知市場所有重要資訊，以供本公司股東及其他投資者評估本集團的狀況。

於二零二零年六月三十日，本公司收到另一封聯交所信函，內容有關聯交所對本公司附加新一項復牌指引：

4. 發布所有未完成的財務結果，並處理任何審計的調整。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

## 2. BASIS OF PREPARATION (Continued)

### Listing status of the Company (Continued)

Under Rule 6.01A(1) of the Listing Rules, it may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 27 August 2021 (the "Deadline"). The Stock Exchange advised that if the Company fails to remedy the issues causing its trading suspension, fulfil the resumption guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company will take appropriate steps to fully comply with the Listing Rules to the Stock Exchange's satisfaction in order to have trading in the Company's shares resumed. The Company will keep the public informed of developments in this regard by making further announcements as and when appropriate.

### Proposed restructuring of the Group

References are made to the Company's announcements dated 13 August 2020, 27 August 2020, 17 November 2020, 23 November 2020, 27 November 2020, 30 December 2020, 22 January 2021 and 5 February 2021 in relation to the restructuring of the Company. Unless otherwise specified, capitalised terms used herein shall have the same meanings as in these announcements.

On 13 August 2020, the Company, the Provisional Liquidators and the Investor entered into the Term Sheet, setting out the key commercial terms of the proposed Restructuring of the Company.

On 2 September 2020, the Provisional Liquidators obtained the sanction from the High Court for entering into, among others, the Term Sheet and all requisite agreements arising therefrom in order to implement the proposed Restructuring.

On 10 September 2020, the Company, the Provisional Liquidators and the Investor entered into the Restructuring Deed, pursuant to which the Company, the Provisional Liquidators and the Investor agreed on the principal terms of the Restructuring which shall include, among others, (a) the provision of the First Loan and the Second Loan by the Investor; (b) the Subscription; (c) the Share Premium Cancellation; (d) the Resumption; (e) if the Resumption is not approved by the Stock Exchange, the Acquisition; and (f) the Schemes.

## 2. 編製基準 (續)

### 本公司之上市地位 (續)

根據上市規則第6.01A(1)條，任何證券暫停買賣持續十八個月期間則可能被取消其上市。就本公司而言，該十八個月期間將於二零二一年八月二十七日（「截止日期」）屆滿。聯交所告知，倘本公司無法糾正導致其暫停買賣之問題、達成復牌指引並全面遵守上市規則以令聯交所信納，則上市科將建議上市委員會展開取消本公司上市地位之程序。根據上市規則第6.01及6.10條，聯交所亦有權給予較短之特定補救期（倘適用）。

本公司將採取適當措施以全面遵守上市規則令聯交所信納以恢復本公司之股份買賣。就上述事宜，本公司將於適當時候刊發進一步公佈，使公眾瞭解事態發展。

### 本集團建議重組

茲提述本公司日期為二零二零年八月十三日、二零二零年八月二十七日、二零二零年十一月十七日、二零二零年十一月二十三日、二零二零年十一月二十七日、二零二零年十二月三十日、二零二一年一月二十二日及二零二一年二月五日有關本公司重組之公佈。除另有指明者外，本公佈所用詞彙具有該等公佈內界定之相同涵義。

於二零二零年八月十三日，本公司、臨時清盤人及投資者訂立條款書，載列本公司建議重組之主要商業條款。

於二零二零年九月二日，臨時清盤人已獲得高等法院批准，以訂立（其中包括）條款書以及為實施建議重組所產生之所有必要協議。

於二零二零年九月十日，本公司、臨時清盤人及投資者訂立重組契據，據此，本公司、臨時清盤人及投資者協定重組之主要條款，將包括以下各項（其中包括）：(a)投資者提供第一筆貸款及第二筆貸款；(b)認購事項；(c)註銷股份溢價；(d)復牌；(e)收購事項（倘復牌未獲聯交所批准）；及(f)該等計劃。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### Proposed restructuring of the Group (Continued)

On 21 October 2020, SFC has approved the Investor to become a substantial shareholder of the Licensed Corporations.

On 17 November 2020 and 18 December 2020, the Company, the Provisional Liquidators and the Investor entered into the first supplemental deed and the second supplemental deed respectively, pursuant to which the parties agreed to further amend the terms of the Restructuring Deed and/or the First Loan Agreement.

On 24 December 2020, upon application made by the Provisional Liquidators, the High Court and the Grand Court have approved the convening of the Scheme Meetings.

On 22 January 2021, the resolution to approve the Scheme was duly passed at the Scheme Meetings.

On 2 February 2021 (Hong Kong time) and 3 February 2021 (Cayman Islands time), the High Court has sanctioned without modification the Hong Kong ListCo Scheme under Hong Kong law and the Grand Court has sanctioned without modification the Cayman Islands ListCo Scheme under the Laws of Cayman Islands, respectively.

#### 1. The provision of the First Loan and the Second Loan by the Investor

##### *The First Loan Agreement*

On 10 September 2020, the Company (as borrower), the Provisional Liquidators and the Investor (as lender) entered into the First Loan Agreement, pursuant to which the Investor shall make available to the Company (a) HK\$161,174,982, being an amount equivalent to the LC Agreed Consideration; and (b) the Top-up Loan Amount (if any).

In the event that the Resumption is approved by the Stock Exchange (whether conditionally or unconditionally), the Investor shall convert the First Loan (including the Initial Deposit and the Top-up Loan Amount (if any)) into the First Loan Conversion Shares which, together with the Subscription Shares, shall represent 80% of the enlarged issued share capital of the Company upon completion of the First Loan Conversion, the Subscription and the issue of the Scheme Shares. The First Loan Conversion Shares shall be issued and allotted to the Investor simultaneously with the Subscription Shares. Upon completion of the First Loan Conversion, all outstanding liabilities of the Company under the First Loan Agreement shall be deemed fully paid and settled and no longer outstanding.

### 2. 編製基準 (續)

#### 本集團建議重組 (續)

於二零二零年十月二十一日，證監會已批准投資者成為持牌公司的主要股東。

於二零二零年十一月十七日及二零二零年十二月十八日，本公司、臨時清盤人及投資者分別訂立第一份補充契據及第二份補充契據，據此訂約各方同意進一步修訂重組契據及／或第一份貸款協議之條款。

於二零二零年十二月二十四日，待臨時清盤人提出申請後，高等法院及大法院已同意召開計劃會議。

於二零二一年一月二十二日，批准計劃之決議案於計劃會議上已獲正式通過。

於二零二一年二月二日（香港時間）及二零二一年二月三日（開曼群島時間），高等法院及大法院已分別根據香港法例於並無作出修訂的情況下批准香港上市公司計劃以及根據開曼群島法律於並無作出修訂的情況下批准開曼群島上市公司計劃。

#### 1. 投資者提供第一筆貸款及第二筆貸款

##### *第一份貸款協議*

於二零二零年九月十日，本公司（作為借方）、臨時清盤人及投資者（作為貸方）訂立第一份貸款協議，據此投資者將向本公司提供（a）港幣161,174,982元，即等於持牌公司協定代價之金額；及（b）補足貸款金額（如有）。

倘復牌獲聯交所批准（無論有條件或無條件），投資者將第一筆貸款（包括初始按金及補足貸款金額（如有））轉換為第一筆貸款換股股份，該等股份連同認購股份將相當於完成第一筆貸款轉換、認購事項及發行計劃股份後本公司經擴大已發行股本之80%。第一筆貸款換股股份將與認購股份同時發行及配發予投資者。於完成第一筆貸款轉換後，本公司於第一份貸款協議項下之所有未償還負債將視為已悉數償還及結算且不再欠付。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

## 2. BASIS OF PREPARATION (Continued)

### Proposed restructuring of the Group (Continued)

#### 1. The provision of the First Loan and the Second Loan by the Investor (Continued)

##### The Second Loan Agreement

On 10 September 2020, the Company (as borrower), the Provisional Liquidators and the Investor (as lender) entered into the Second Loan Agreement, pursuant to which the Investor shall make available to the Company interest-free and unsecured loans of up to HK\$40 million in aggregate.

If the Resumption is approved by the Stock Exchange (whether conditionally or unconditionally), the Investor may, within the Conversion Period, convert the Second Loan into the Second Loan Conversion Shares which, together with the First Loan Conversion Shares and the Subscription Shares, shall represent approximately 75% of the enlarged issued share capital of the Company upon completion of the First Loan Conversion, the Subscription, the issue of the Scheme Shares, the Placing Down and the Second Loan Conversion. Upon completion of the Second Loan Conversion, all outstanding liabilities of the Company under the Second Loan Agreement shall be deemed fully paid and settled and no longer outstanding.

In the event that the Resumption is not approved by the Stock Exchange by the Long Stop Date, the Second Loan (less the Second Loan Expended Portion) shall be due and payable to the Investor by the Company on demand within fourteen (14) Business Days, the Investor shall be entitled to exercise all its rights as an unsecured creditor against the Company in relation to the Second Loan and the Second Loan Expended Portion shall cease to be repayable to the Investor. In the event that the Investor does not convert the Second Loan within the Conversion Period, the Second Loan shall be due and payable to the Investor by the Company on demand after the lapse of the Conversion Period and the Investor shall be entitled to exercise all its rights as an unsecured creditor against the Company in relation to the Second Loan.

## 2. 編製基準 (續)

### 本集團建議重組 (續)

#### 1. 投資者提供第一筆貸款及第二筆貸款 (續)

##### 第二份貸款協議

於二零二零年九月十日，本公司（作為借方）、臨時清盤人及投資者（作為貸方）訂立第二份貸款協議，據此投資者將向本公司提供免息及無抵押貸款合共最多港幣40,000,000元。

倘復牌獲聯交所批准（無論有條件或無條件），投資者可於轉換期內將第二筆貸款轉換為第二筆貸款換股股份，該等股份連同第一筆貸款換股股份及認購股份將相當於完成第一筆貸款轉換、認購事項、發行計劃股份、配售減持及第二筆貸款轉換後本公司經擴大已發行股本之約75%。於完成第二筆貸款轉換後，本公司於第二份貸款協議項下之所有未償還負債將視為已悉數償還及結算且不再欠付。

倘復牌於最後截止日期前未獲聯交所批准，則第二筆貸款（減第二筆貸款支銷部分）將到期並須按要求於十四(14)個營業日內由本公司應付予投資者，而投資者有權行使其作為無抵押債權人對本公司行使有關第二筆貸款之所有權利以及第二筆貸款支銷部分將不再應付予投資者。倘投資者並未於轉換期內轉換第二筆貸款，則第二筆貸款將於轉換期失效後到期並須由本公司按要求應付予投資者，而投資者有權行使其作為無抵押債權人對本公司行使有關第二筆貸款之所有權利。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### Proposed restructuring of the Group (Continued)

##### 2. The Subscription

In the event that the Resumption is approved by the Stock Exchange (whether conditionally or unconditionally), the Investor shall inject into the Company the New Subscription Proceeds of HK\$80 million by subscribing the Subscription Shares which, together with the First Loan Conversion Shares, shall represent 80% of the enlarged issued share capital of the Company upon completion of the Subscription, the First Loan Conversion and the issue of the Scheme Shares. The New Subscription Proceeds, together with any accrued interest, shall be applied as the Scheme Cash Consideration under the ListCo Schemes.

##### 3. The Share Premium Cancellation

The Share Premium Cancellation shall involve the cancellation of the entire amount standing to the credit of the share premium account of the Company of approximately HK\$2.78 billion. The credit arising from the Share Premium Cancellation has been applied towards offsetting the accumulated deficit of the Company during the six months ended 30 September 2020.

##### 4. The Resumption

To facilitate the Resumption, each of the Company, the Provisional Liquidators and the Investor undertakes and agrees to use its best endeavours to procure the compliance with the Resumption Guidance as soon as reasonably practicable in accordance with the terms of the Restructuring Deed.

##### 5. The Acquisition (if the Resumption is not approved by the Stock Exchange)

In the event that the Resumption is not approved by the Stock Exchange by the Long Stop Date, the Company shall, for the purpose of discharging and setting off its obligations to repay all the outstanding liabilities under the First Loan Agreement, procure the transfer of all shareholding interests in the Retained Subsidiaries by their respective immediate holding companies to the Investor or its nominee which shall take place in accordance with the terms of the Acquisition SPA at the consideration of HK\$1.00. Upon completion of the Acquisition, the obligation of the Company to repay the Investor all outstanding liabilities under the First Loan Agreement shall be deemed fully discharged.

### 2. 編製基準 (續)

#### 本集團建議重組 (續)

##### 2. 認購事項

倘復牌獲聯交所批准(無論有條件或無條件),投資者將透過認購認購股份(連同第一筆貸款換股股份將相當於完成認購事項、第一筆貸款轉換及發行計劃股份後本公司經擴大已發行股本之80%)方式向本公司注入新認購所得款項港幣80,000,000元。新認購所得款項連同任何應計利息將應用作上市公司計劃項下之計劃現金代價。

##### 3. 註銷股份溢價

註銷股份溢價將涉及註銷本公司股份溢價賬內之全部進賬額約港幣27.8億元。註銷股份溢價產生之進賬已用於抵銷本公司截至二零二零年九月三十日止六個月之累計虧絀。

##### 4. 復牌

為促成復牌,本公司、臨時清盤人及投資者各自承諾並同意盡其最大努力,根據重組契據之條款於合理切實可行情況下盡快確保遵守復牌指引。

##### 5. 收購事項(倘復牌未獲聯交所批准)

倘復牌於最後截止日期前未獲聯交所批准,為解除及抵銷償還第一份貸款協議項下所有未償還負債之責任,本公司須促使保留附屬公司各自之直接控股公司於保留附屬公司所持之所有股權轉讓予投資者或其代名人,而有關轉讓將根據收購事項買賣協議之條款進行,代價為港幣1.00元。於收購事項完成後,本公司償還第一份貸款協議項下之所有未償還負債予投資者之責任將被視為悉數解除。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### Proposed restructuring of the Group (Continued)

#### 5. The Acquisition (if the Resumption is not approved by the Stock Exchange) (Continued)

On 24 September 2020, the Acquisition SPA has been entered into with the Investor in respect of the transfer of all shareholding interests in the Retained Subsidiaries which shall take effect upon (i) the Investor having provided the First Loan to the Company in accordance with the terms of the First Loan Agreement; and (ii) the Resumption Proposal not having been approved by the Stock Exchange by the Long Stop Date.

In the event that the Resumption is approved by the Stock Exchange (whether conditionally or unconditionally), then the Retained Subsidiaries will remain in the Retained Group as subsidiaries of the Company immediately after the First Loan Conversion and the Subscription.

#### 6. The Schemes

Pursuant to the Restructuring Deed, the debt restructuring of the Group shall be implemented by way of the Schemes.

The principal terms of the ListCo Scheme are as follows:

- (a) all claims of the ListCo Creditors against the Company as at the ListCo Schemes Effective Date will be fully and finally discharged by virtue of the implementation of the ListCo Schemes;
- (b) the Group will undergo the Group Reorganisation, pursuant to which the entire interests of the Excluded Subsidiaries will be transferred to the ListCo Schemes SchemeCo at a nominal value;
- (c) after the ListCo Schemes Effective Date and if and only if the completion of the Subscription having taken place, the New Subscription Proceeds will be injected to the ListCo Schemes as the Scheme Cash Consideration;
- (d) the Scheme Shares, representing approximately 10% of the enlarged issued share capital of the ListCo upon Completion, shall be allotted and issued by the Company to the Scheme Administrators or the ListCo Schemes SchemeCo simultaneously with the allotment and issue of the First Loan Conversion Shares and the Subscription Shares, for the benefit of the ListCo Schemes Creditors; and

### 2. 編製基準 (續)

#### 本集團建議重組 (續)

#### 5. 收購事項 (倘復牌未獲聯交所批准) (續)

於二零二零年九月二十四日，本公司已與投資者就轉讓於保留附屬公司之全部股權訂立收購事項買賣協議，於(i)投資者已根據第一份貸款協議之條款向本公司提供第一筆貸款；及(ii)復牌建議於最後截止日期前未獲聯交所批准後生效。

倘復牌獲聯交所批准（無論有條件或無條件），則於緊隨第一筆貸款轉換及認購事項之後保留附屬公司仍將留在保留集團作為本公司之附屬公司。

#### 6. 該等計劃

根據重組契據，本集團之債務重組通過該等計劃實施。

上市公司計劃之主要條款如下：

- (a) 於上市公司計劃生效日期上市公司債權人對本公司提出之所有索償將透過實施上市公司計劃予以悉數及最終解除；
- (b) 本集團將進行集團重組，據此，除外附屬公司之全部權益將按面值轉讓予上市公司計劃之計劃公司；
- (c) 於上市公司計劃生效日期後以及在且僅在認購事項完成之情況下，將向上市公司計劃注入新認購事項所得款項，作為計劃現金代價；
- (d) 本公司將為上市公司計劃債權人之利益向計劃管理人或上市公司計劃之計劃公司配發及發行計劃股份，相當於上市公司於完成後經擴大已發行股本之約10%，同時配發及發行第一筆貸款換股股份及認購股份；及

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### Proposed restructuring of the Group (Continued)

##### 6. The Schemes (Continued)

- (e) any realisation from the assets of the ListCo Schemes, which shall comprise, among others, (i) the Scheme Shares; (ii) shares in and assets of the Excluded Subsidiaries; and (iii) the Scheme Cash Consideration, shall be applied for distribution to the ListCo Schemes Creditors with ListCo Admitted Claims; and payment of the costs and expenses for the implementation of the ListCo Schemes.

#### Deconsolidation of subsidiaries

The condensed consolidated financial statements have been prepared based on the books and records maintained by the Group. However, due to the resignation of certain senior management personnel of the Company and non-cooperation of the management of certain subsidiaries (the "Deconsolidated Subsidiaries"), the directors of the Company had been unable to obtain and gain access to the books and records and assets of the Deconsolidated Subsidiaries and resolved that the Group no longer had the controlling power to govern the financial and operating policies of the Deconsolidated Subsidiaries so as to benefit from their activities, and accordingly the control over the Deconsolidated Subsidiaries was deemed to have lost since 1 April 2019. The Deconsolidated Subsidiaries had therefore been deconsolidated from the consolidated financial statements of the Group from 1 April 2019 onwards on the basis of loss of control. The assets and liabilities of the following subsidiaries were therefore deconsolidated from the consolidated financial statements of the Group since 1 April 2019. Further details of which were described in the Group's annual financial statements for the year ended 31 March 2020.

The comparative information for the six months ended 30 September 2019 presented in these condensed consolidated financial statements is restated to reflect the deconsolidation of the Deconsolidated Subsidiaries. The prior period condensed consolidated financial statements have not been revised, but the corresponding figures have been properly restated and/or appropriate disclosures have been made in the current period condensed consolidated financial statements.

### 2. 編製基準 (續)

#### 本集團建議重組 (續)

##### 6. 該等計劃 (續)

- (e) 上市公司計劃任何資產 (包括 (其中包括) (i) 計劃股份; (ii) 於除外附屬公司之股份及其資產; 及 (iii) 計劃現金代價) 之變現應分配予附有上市公司認可索償之上市公司計劃債權人; 及支付實施上市公司計劃之成本及開支。

#### 取消綜合入賬附屬公司

簡明綜合財務報表乃根據本集團所備存之賬簿及記錄編製。然而，由於本公司若干高級管理人員辭任及若干附屬公司 (「取消綜合入賬附屬公司」) 的管理層並不合作，本公司董事無法獲得及查閱取消綜合入賬附屬公司的賬簿及記錄以及資產，並議決本集團不再擁有控制權規管取消綜合入賬附屬公司的財務及經營政策以從其活動中受益，因此對取消綜合入賬附屬公司的控制權被視為已自二零一九年四月一日起失去。因此，鑒於失去控制權，取消綜合入賬附屬公司已自二零一九年四月一日起取消綜合計入本集團之綜合財務報表。因此，以下附屬公司之資產及負債已自二零一九年四月一日起取消綜合計入本集團之綜合財務報表。進一步詳情載於本集團截至二零二零年三月三十一日止年度之年度財務報表。

於該等簡明綜合財務報表呈列之截至二零一九年九月三十日止六個月之比較資料已重列以反映取消綜合入賬附屬公司之取消綜合入賬。先前期間簡明綜合財務報表未經修訂，但於本期簡明綜合財務報表內已妥為重列相應數字及／或作出適當披露。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The HKICPA has issued a number of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group’s condensed consolidated financial statements:

Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendments to HKAS 1 and HKAS 8	Definition of Material

None of these developments has had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented in these condensed consolidated financial statements. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and has reportable operating segments as follows:

- securities and futures brokerage, placing, underwriting and margin financing segment engages in the provision of securities and futures brokerage placing, underwriting and margin financing services;
- provision of finance segment engages in the provision of financing services in Hong Kong;
- insurance brokerage business segment engages in insurance brokerage business and the provision of financial planning and related services;
- trading of securities and futures segment engages in the purchase and sale of securities and futures investments;

### 3. 會計政策及披露事項之變動

香港會計師公會已頒佈多項於本集團本會計期間首次生效的新訂香港財務報告準則（「香港財務報告準則」）。其中，下列進展與本集團的簡明綜合財務報表有關：

香港財務報告準則第3號之修訂	業務定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革
香港會計準則第1號及香港會計準則第8號之修訂	重大定義

該等變化並無對本集團在該等簡明綜合財務報表中編製或呈列本期間或過往期間的業績及財務狀況的方式產生重大影響。本集團並無應用於本會計期間尚未生效之任何新準則或詮釋。

### 4. 經營分類資料

本集團將業務單位按其服務劃分，以方便管理，並有下列可報告經營分類：

- 證券及期貨經紀、配售、包銷及孖展融資分類之業務為提供證券及期貨經紀、配售、包銷及孖展融資服務；
- 提供融資分類之業務為在香港提供融資服務；
- 保險經紀業務分類之業務為從事保險經紀業務及提供財務策劃及相關服務；
- 證券及期貨買賣分類之業務為買賣證券及期貨投資；

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 4. OPERATING SEGMENT INFORMATION

(Continued)

- (e) factoring segment engages in the provision of factoring and related activities;
- (f) investment holding segment engages in holding investments for continuing strategic or long-term purposes, primarily for dividend income and capital appreciation; and
- (g) corporate finance advisory segment engages in the provision of corporate finance advisory services and related activities.

Upon certain major operating subsidiaries being deconsolidated from the condensed consolidated financial statements of the Group since 1 April 2019, the directors of the Company considered that the operations of the financial guarantee and finance leasing services were suspended. The segment information reported below does not include any amount for the Deconsolidated Subsidiaries, which are described in more detail in note 7. Accordingly, the comparative figures have been restated and the name of the business segment has been updated from “factoring, financial guarantee and finance leasing” to “factoring”.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted loss before tax. The adjusted loss before tax is measured consistently with the Group’s loss before tax except that bank and other interest income (excluding interest income from the provision of finance, margin financing and factoring activities), finance costs as well as head office and corporate expenses are excluded from such measurement.

Intersegment transactions are made with reference to the prices used for services made to independent third parties at the then prevailing market prices.

No analysis of the Group’s assets and liabilities by operating segments was provided to the management for review during the six months ended 30 September 2020 and 2019 for the purposes of resources allocation and performance assessment.

#### 4. 經營分類資料 (續)

- (e) 保理分類之業務為從事提供保理及相關活動；
- (f) 投資控股分類之業務為就持續策略或長期目的而進行控股投資，主要目的為賺取股息收入及資本增值；及
- (g) 企業融資顧問分類之業務為從事提供企業融資顧問服務及相關活動。

於若干主要經營附屬公司自二零一九年四月一日起取消綜合計入本集團之簡明綜合財務報表後，本公司董事認為融資擔保及融資租賃服務業務已暫停營運。下文呈報之分部資料並不包括取消綜合入賬附屬公司之任何金額，更多詳情於附註7內詳述。因此，比較數字已重列以及業務分類之名稱已由「保理、融資擔保及融資租賃」更新為「保理」。

管理層在作出資源分配及表現評估之決策時會獨立監察本集團經營分類之業績。分類表現會按照可報告分類溢利／（虧損）評估，而可報告分類溢利／（虧損）乃用作計量經調整除稅前虧損。經調整除稅前虧損之計量方式與本集團除稅前虧損一致，惟有關計量會剔除銀行及其他利息收入（不包括提供融資、孖展融資及保理活動之利息收入）、融資成本以及總辦事處與公司開支。

分類間交易乃參照按當前市場價格向獨立第三方提供服務所用之價格而作出。

截至二零二零年及二零一九年九月三十日止六個月並無就資源分配及表現評估向管理層提供本集團按經營分類劃分的資產及負債分析，以供其審閱。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 4. OPERATING SEGMENT INFORMATION

(Continued)

For the six months ended 30 September 2020

### 4. 經營分類資料 (續)

截至二零二零年九月三十日止六個月

	Securities and futures brokerage, placing, underwriting and margin financing	Provision of finance	Insurance brokerage business	Trading of securities and futures	Factoring	Investment holding	Corporate finance advisory	Total
	證券及期貨經紀、配售、包銷及孖展融資	提供融資	保險經紀業務	證券及期貨買賣	保理	投資控股	企業融資顧問	總額
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Segment revenue:	分類收益:							
Sales to external customers	對外部客戶之銷售	5,666	-	1,686	(21)	-	-	7,331
Intersegment sales	分類間銷售	-	-	-	-	-	-	-
		5,666	-	1,686	(21)	-	-	7,331
Reconciliation:	調整:							
Elimination of intersegment sales	分類間銷售對銷							-
Total revenue	收益總額							<u>7,331</u>
Segment results:	分類業績:	(19,698)	(1,319)	(405)	11,418	785	(128)	(15,135)
Reconciliation:	調整:							
Bank interest income	銀行利息收入							152
Other interest income	其他利息收入							52
Corporate and other unallocated expenses	公司及其他未分配開支							(20,830)
Finance costs	融資成本							<u>(315,773)</u>
Loss before tax	除稅前虧損							<u>(351,534)</u>

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 4. OPERATING SEGMENT INFORMATION

(Continued)

For the six months ended 30 September 2019

#### 4. 經營分類資料 (續)

截至二零一九年九月三十日止六個月

	Securities and futures brokerage, placing, underwriting and margin financing	Provision of finance	Insurance brokerage business	Trading of securities and futures	Factoring	Investment holding	Corporate finance advisory	Total
	證券及期貨經紀、配售、包銷及孖展融資	提供融資	保險經紀業務	證券及期貨買賣	保理	投資控股	企業融資顧問	總額
	(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)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
					(Restated)	(Restated)		(Restated)
					(經重列)	(經重列)		(經重列)
Segment revenue:	分類收益:							
Sales to external customers	對外部客戶之銷售	24,553	15,011	4,089	(33)	907	-	44,527
Intersegment sales	分類間銷售	-	-	-	-	-	-	-
		24,553	15,011	4,089	(33)	907	-	44,527
Reconciliation:	調整:							
Elimination of intersegment sales	分類間銷售對銷							-
Total revenue	收益總額							44,527
Segment results:	分類業績:	(4,786)	(238,527)	523	(37,986)	(244,623)	(2,144,843)	(1)
Reconciliation:	調整:							
Bank interest income	銀行利息收入							362
Other interest income	其他利息收入							46
Corporate and other unallocated expenses	公司及其他未分配開支							(32,896)
Finance costs	融資成本							(385,360)
Loss before tax	除稅前虧損							(3,088,091)

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 4. OPERATING SEGMENT INFORMATION

(Continued)

#### Geographical information

##### (a) Revenue from external customers

Hong Kong	香港		7,331	43,620
The People's Republic of China (the "PRC")	中華人民共和國(「中國」)		-	907
Total		總計	7,331	44,527

The geographic location of revenue from external customers is based on the location of the customers at which the services were rendered.

##### (b) Non-current assets

Hong Kong	香港		29,694	35,371
The PRC	中國		75	458
Total		總計	29,769	35,829

The geographic location of the non-current assets is based on the location of the operations to which they are allocated.

### 4. 經營分類資料 (續)

#### 地區資料

##### (a) 來自外部客戶之收益

For the six months ended  
30 September

截至九月三十日止六個月

2020	2019
二零二零年	二零一九年
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
HK\$'000	HK\$'000
港幣千元	港幣千元
	(Restated)
	(經重列)

來自外部客戶之收益之地理位置乃基於提供服務之客戶地點劃分。

##### (b) 非流動資產

30 September	31 March
2020	2020
二零二零年	二零二零年
九月三十日	三月三十一日
(Unaudited)	(Audited)
(未經審核)	(經審核)
HK\$'000	HK\$'000
港幣千元	港幣千元

非流動資產之地理位置乃基於獲分配至之經營所在地劃分。



## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 5. REVENUE, OTHER INCOME AND GAINS

Revenue represents commission and brokerage income from securities and futures dealings; commission from placing and underwriting services; interest income on margin financing activities; insurance brokerage income; interest income earned from provision of finance; net losses from the sale of investments at fair value through profit or loss; and factoring interest income for the reporting period.

An analysis of revenue, other income and gains is as follows:

#### 5. 收益、其他收入及收益

收益指期內證券及期貨買賣佣金及經紀收入；配售及包銷服務佣金；孖展融資活動之利息收入；保險經紀收入；提供融資所得之利息收入；出售透過損益以公平值列賬之投資之虧損淨額及保理利息收入。

收益、其他收入及收益之分析如下：

		For the six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 (Unaudited) (未經審核) HK\$'000 港幣千元	2019 二零一九年 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
<b>Revenue</b>	<b>收益</b>		
Commission and brokerage income from securities and futures dealings	證券及期貨買賣佣金及經紀收入	4,258	22,544
Commission from placing and underwriting services	配售及包銷服務佣金	406	1,126
Interest income on margin financing activities	孖展融資活動之利息收入	1,002	883
Insurance brokerage income	保險經紀收入	1,686	4,089
Interest income from provision of finance	提供融資所得之利息收入	–	15,011
Losses from the sale of investments at fair value through profit or loss, net (note a)	出售透過損益以公平值列賬之投資之虧損淨額(附註a)	(21)	(33)
Factoring interest income	保理利息收入	–	907
		<b>7,331</b>	<b>44,527</b>
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Bank interest income	銀行利息收入	152	362
Other interest income	其他利息收入	52	46
Government grants (note b)	政府補助(附註b)	3,841	–
Foreign exchange differences, net	外匯差額淨額	904	–
Gain on termination of a lease contract	終止一份租賃合約之收益	1,234	–
Others	其他	1,044	494
		<b>7,227</b>	<b>902</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 5. REVENUE, OTHER INCOME AND GAINS

(Continued)

Notes:

- (a) The gross proceeds from the sale of investments at fair value through profit or loss for the six months ended 30 September 2020 were approximately HK\$99,000 (six months ended 30 September 2019: Nil).
- (b) There are no unfulfilled conditions or contingencies relating to these grants.

### 6. FINANCE COSTS

An analysis of finance costs is as follows:

### 5. 收益、其他收入及收益 (續)

附註：

- (a) 截至二零二零年九月三十日止六個月出售透過損益以公平值列賬之投資所得款項總額約為港幣99,000元（截至二零一九年九月三十日止六個月：無）。
- (b) 就該等補助並無未達成之條件或或然事項。

### 6. 融資成本

融資成本分析如下：

		For the six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 (Unaudited) (未經審核) HK\$'000 港幣千元	2019 二零一九年 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
Interests on borrowings	借貸之利息	314,263	275,474
Interests on convertible instruments	可換股工具之利息	-	97,363
Interests on lease liabilities	租賃負債之利息	540	1,556
Other finance costs	其他融資成本	970	10,967
		315,773	385,360

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 7. DECONSOLIDATION OF SUBSIDIARIES

As disclosed in note 2 to the condensed consolidated financial statements, the directors of the Company considered that the control over certain subsidiaries had been lost since 1 April 2019. The assets and liabilities of these subsidiaries were deconsolidated from the consolidated financial statements of the Group since 1 April 2019.

Net assets of these subsidiaries as at the date of loss of control were as follows:

#### 7. 取消綜合入賬附屬公司

如簡明綜合財務報表附註2所披露，本公司董事認為，自二零一九年四月一日起已失去若干附屬公司之控制權。該等附屬公司之資產及負債已自二零一九年四月一日起取消綜合計入本集團之綜合財務報表。

於失去控制權日期該等附屬公司之資產淨值載列如下：

		(Audited) (經審核) HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	951
Goodwill	商譽	659,169
Investment in an associate	於一間聯營公司之投資	23,387
Other financial assets	其他金融資產	1,148,314
Finance lease receivables	應收融資租賃款項	863,326
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	84,090
Accounts receivable	應收賬款	22,865
Restricted bank deposits	受限制銀行存款	157,312
Cash and bank balances	現金及銀行結餘	25,400
Other payables and accruals	其他應付款項及應計費用	(108,126)
Borrowings	借貸	(30,313)
Tax payable	應付稅項	(23,073)
Deferred tax liability	遞延稅項負債	(839)
Net assets deconsolidated	取消綜合入賬之資產淨值	2,822,463
Less: Release of exchange fluctuation reserve	減：解除外匯波動儲備	(52,085)
Release of statutory reserve	解除法定儲備	(8,597)
Non-controlling interests	非控股權益	(669,581)
Loss on deconsolidation of subsidiaries	取消綜合入賬附屬公司之虧損	2,092,200

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 8. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging:

### 8. 除稅前虧損

本集團之除稅前虧損已扣除：

		For the six months ended 30 September	
		截至九月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Notes		HK\$'000	HK\$'000
附註		港幣千元	港幣千元
		(Restated)	
		(經重列)	
Employee benefit expenses (excluding directors' remuneration):	僱員福利開支 (不包括董事酬金)：		
Salaries and allowances	薪金及津貼	15,407	17,685
Retirement benefit scheme contributions (defined contribution scheme)	退休福利計劃供款 (定額供款計劃)	376	531
		<u>15,783</u>	<u>18,216</u>
Depreciation	折舊	3,470	6,685
Provision for impairment loss of loans receivable, net	應收貸款之減值虧損撥備淨額	-	253,376
Provision for impairment loss of accounts receivable, net	應收賬款之減值虧損撥備淨額	1,400	81
Provision for impairment loss of factoring receivables	應收保理款項之減值虧損撥備	-	243,231
Impairment loss of prepayments, deposits and other receivables (note)	預付款項、按金及其他應收款項之減值虧損 (附註)	-	45,792
Loss on deconsolidation of subsidiaries	取消綜合入賬附屬公司之虧損	-	2,092,200
Loss on disposal of items of property, plant and equipment (note)	出售物業、廠房及設備項目之虧損 (附註)	1,182	-
Loss recognised on termination of a lease of office premise (note)	終止租賃辦公室物業時確認之虧損 (附註)	14,763	-

Note: These items are included in "Other expenses" in the condensed consolidated statement of profit or loss.

附註：該等項目計入簡明綜合損益表之「其他開支」內。

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 9. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operates.

Pursuant to the rules and regulations of the British Virgin Islands (the "BVI") and the Cayman Islands, the Group is not subject to any income tax in the BVI and the Cayman Islands respectively.

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the six months ended 30 September 2020 and 2019.

Under the law of the PRC on Enterprise Income Tax (the "EIT Law") and Interpretation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% during the six months ended 30 September 2020 and 2019.

#### 9. 所得稅開支

本集團須按實體就產生自或源自本集團成員公司的住所及經營所在司法權區的溢利繳納所得稅。

根據英屬處女群島（「英屬處女群島」）及開曼群島的規則及法規，本集團毋須在英屬處女群島及開曼群島繳納任何所得稅。

香港利得稅乃按稅率16.5%就截至二零二零年及二零一九年九月三十日止六個月內於香港產生之估計應課稅溢利計提撥備。

截至二零二零年及二零一九年九月三十日止六個月內，根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司的稅率為25%。

For the six months ended  
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截至九月三十日止六個月

2020	2019
二零二零年	二零一九年
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
HK\$'000	HK\$'000
港幣千元	港幣千元
	(Restated)
	(經重列)

Current	本期		
Charge for the period	本期間支出		
– Hong Kong	– 香港	–	–
– the PRC	– 中國	560	40
Total tax expense for the period	本期間稅項開支總額	560	40

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 10. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

#### (a) Basic loss per share

The calculation of the basic loss per share is based on the loss for the period attributable to ordinary equity holders of the Company of HK\$352,094,000 (six months ended 30 September 2019: HK\$3,088,131,000, as restated), and the weighted average number of ordinary shares of 1,868,176,188 (six months ended 30 September 2019: 1,661,618,811), calculated as follows:

		For the six months ended 30 September	
		截至九月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Number of shares	股份數目		
Issued ordinary shares at 1 April	於四月一日已發行普通股	1,868,176,188	1,568,176,188
Effect of issue of new shares	發行新股份之影響	-	93,442,623
Weighted average number of ordinary shares at 30 September	於九月三十日之普通股加權平均數	1,868,176,188	1,661,618,811

#### (b) Diluted loss per share

The calculation of diluted loss per share is based on the loss for the period attributable to ordinary equity holders of the Company of HK\$352,094,000 (six months ended 30 September 2019: HK\$3,088,131,000, as restated), and the weighted average number of ordinary shares of 1,868,176,188 (six months ended 30 September 2019: 1,661,618,811).

### 10. 本公司普通股權持有人應佔每股虧損

#### (a) 每股基本虧損

每股基本虧損乃按本公司普通股權持有人應佔本期間虧損港幣352,094,000元(截至二零一九年九月三十日止六個月:港幣3,088,131,000元·經重列)及普通股之加權平均數1,868,176,188股(截至二零一九年九月三十日止六個月:1,661,618,811股)計算如下:

#### (b) 每股攤薄虧損

每股攤薄虧損乃按本公司普通股權持有人應佔本期間虧損港幣352,094,000元(截至二零一九年九月三十日止六個月:港幣3,088,131,000元·經重列)及普通股之加權平均數1,868,176,188股(截至二零一九年九月三十日止六個月:1,661,618,811股)計算。

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 10. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (Continued)

##### (b) Diluted loss per share (Continued)

No adjustment has been made to the basic loss per share amount presented for the six months ended 30 September 2020 in respect of a dilution as the calculation of diluted loss per share for the six months ended 30 September 2020 does not assume the exercise of the Company's outstanding share options as it had no dilutive effect on the basic loss per share (six months ended 30 September 2019: No adjustment has been made to the basic loss per share amount presented for the six months ended 30 September 2019 in respect of a dilution as the calculation of diluted loss per share for the six months ended 30 September 2019 does not assume (i) the conversion of the Company's outstanding convertible instruments since it would result an anti-dilutive effect on the basic loss per share; and (ii) the exercise of the Company's outstanding share options as it had no dilutive effect on the basic loss per share).

#### 11. INTERIM DIVIDEND

The directors of the Company do not recommend the payment of an interim dividend for the six months ended 30 September 2020 (six months ended 30 September 2019: Nil).

#### 10. 本公司普通股權持有人應佔每股虧損 (續)

##### (b) 每股攤薄虧損 (續)

並無就攤薄對截至二零二零年九月三十日止六個月呈列的每股基本虧損金額作出調整，原因是計算截至二零二零年九月三十日止六個月之每股攤薄虧損時，並未假設本公司之未行使購股權獲行使，原因為其對每股基本虧損並無攤薄影響（截至二零一九年九月三十日止六個月：並無就攤薄對截至二零一九年九月三十日止六個月呈列的每股基本虧損金額作出調整，原因是計算截至二零一九年九月三十日止六個月之每股攤薄虧損時，並未假設(i)轉換本公司的未償還可換股工具，原因是其對每股基本虧損具有反攤薄影響；及(ii)行使本公司的未行使購股權，原因是其對每股基本虧損並無攤薄影響）。

#### 11. 中期股息

本公司董事不建議派發截至二零二零年九月三十日止六個月之中期股息（截至二零一九年九月三十日止六個月：無）。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 12. PROPERTY, PLANT AND EQUIPMENT

### 12. 物業、廠房及設備

		30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
<b>Carrying amount</b>	<b>賬面值</b>		
At beginning of period/year	於期／年初	14,985	28,986
Additions (note)	添置 (附註)	8,372	3
Deconsolidation of subsidiaries (note 7)	取消綜合入賬附屬公司 (附註7)	-	(951)
Depreciation provided during the period/year	期／年內之折舊撥備	(3,470)	(13,254)
Disposal/written off (note)	出售／撇銷 (附註)	(11,695)	(40)
Exchange differences	匯兌差額	(204)	241
At end of period/year	於期／年末	<b>7,988</b>	<b>14,985</b>

Note: The Group had addition of right-of-use assets of HK\$7,550,000 during the six months ended 30 September 2020 (year ended 31 March 2020: HK\$22,853,000). Included in the disposal/written off during the six months ended 30 September 2020, disposal of right-of-use assets was HK\$10,004,000 (year ended 31 March 2020: Nil).

附註：截至二零二零年九月三十日止六個月，本集團添置使用權資產港幣7,550,000元（截至二零二零年三月三十一日止年度：港幣22,853,000元）。截至二零二零年九月三十日止六個月之出售／撇銷內，包括出售使用權資產港幣10,004,000元（截至二零二零年三月三十一日止年度：無）。

### 13. GOODWILL

### 13. 商譽

		30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
<b>Carrying amount</b>	<b>賬面值</b>		
At beginning of period/year	於期／年初	1,505	660,674
Deconsolidation of subsidiaries (note 7)	取消綜合入賬附屬公司 (附註7)	-	(659,169)
At end of period/year	於期／年末	<b>1,505</b>	<b>1,505</b>

Goodwill allocated to the cash generating unit of financial guarantee and finance leasing business in the PRC with carrying amount of HK\$659,169,000 was deconsolidated since 1 April 2019 as disclosed in notes 2 and 7. Balance represented the carrying amount of goodwill allocated to the cash generating unit of insurance and securities brokerage business in Hong Kong of HK\$1,505,000 as at 30 September 2020 and 31 March 2020.

如附註2及7所披露，分配至中國融資擔保及融資租賃業務的現金產生單位之商譽，賬面值港幣659,169,000元已自二零一九年四月一日起取消綜合入賬。於二零二零年九月三十日及二零二零年三月三十一日，餘額乃指分配至香港保險及證券經紀業務的現金產生單位的商譽賬面值港幣1,505,000元。



## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 14. INVESTMENTS IN ASSOCIATES

Nil equity of the associates was shared to the Group as at 30 September 2020 and 31 March 2020.

Particulars of the associates of the Group at 30 September 2020 and 31 March 2020 are as follows:

Name	Particulars of issued shares held	Place of incorporation and business	Proportion of effective ownership interest indirectly held by the Group		Principal activity
			本集團間接持有之實際所有權佔比	30 September 2020 二零二零年九月三十日	
FreeOpt Holdings Limited ("FreeOpt")	Ordinary share without par value	Republic of the Marshall Islands/Hong Kong	17.61	31.38	Investment holding
FreeOpt Holdings Limited (「FreeOpt」)	無面值之普通股	馬紹爾群島共和國／香港			投資控股
Imagination Holding Limited ("Imagination")	Ordinary share without par value	Republic of the Marshall Islands/Hong Kong	31.74	31.74	Investment holding
Imagination Holding Limited (「Imagination」)	無面值之普通股	馬紹爾群島共和國／香港			投資控股
Jocasta Ventures Ltd ("Jocasta")	Ordinary share without par value	BVI/Hong Kong	28.13	36.17	Investment holding
Jocasta Ventures Ltd (「Jocasta」)	無面值之普通股	英屬處女群島／香港			投資控股

The above investments are indirectly held by the Company and their financial results were accounted for using the equity method.

As at 31 March 2019, the Group held 15% equity interest in Huiyue Financial Leasing (Ningbo) Co. Ltd. ("Huiyue") of which 6.78% of the total paid-up capital of Huiyue was paid up. The Group was able to exercise significant influence over Huiyue because it had the power to appoint one out of three directors of that company under the Articles of Association of that company. Huiyue had still been in preliminary stage and intended to be engaged in finance leasing business, leasing business, acquisition of assets for leasing both in the PRC and overseas, repair and disposal of leased assets. The Group held 15% equity interest in Huiyue through a subsidiary of Wins Finance. As Wins Finance has been deconsolidated effective from 1 April 2019, the carrying value of HK\$23,387,000 was being deconsolidated (note 7) during the year ended 31 March 2020.

#### 14. 於聯營公司之投資

於二零二零年九月三十日及二零二零年三月三十一日，本集團概無分佔聯營公司股權。

於二零二零年九月三十日及二零二零年三月三十一日，本集團聯營公司之詳情如下：

Name	Particulars of issued shares held	Place of incorporation and business	Proportion of effective ownership interest indirectly held by the Group		Principal activity
			本集團間接持有之實際所有權佔比	30 September 2020 二零二零年九月三十日	
FreeOpt Holdings Limited ("FreeOpt")	Ordinary share without par value	Republic of the Marshall Islands/Hong Kong	17.61	31.38	Investment holding
FreeOpt Holdings Limited (「FreeOpt」)	無面值之普通股	馬紹爾群島共和國／香港			投資控股
Imagination Holding Limited ("Imagination")	Ordinary share without par value	Republic of the Marshall Islands/Hong Kong	31.74	31.74	Investment holding
Imagination Holding Limited (「Imagination」)	無面值之普通股	馬紹爾群島共和國／香港			投資控股
Jocasta Ventures Ltd ("Jocasta")	Ordinary share without par value	BVI/Hong Kong	28.13	36.17	Investment holding
Jocasta Ventures Ltd (「Jocasta」)	無面值之普通股	英屬處女群島／香港			投資控股

上述投資由本公司間接持有，其財務業績使用權益法入賬。

於二零一九年三月三十一日，本集團持有輝月融資租賃（寧波）有限公司（「輝月」）的15%股本權益，其中輝月已繳足股本總額的6.78%已繳足。本集團有能力對輝月具有重大影響，原因是根據該公司的組織章程細則，本集團有權力委任該公司三名董事中的一名。輝月仍處於發展初期，擬從事融資租賃業務；租賃業務；向國內外購買租賃財產；租賃財產的殘值處理及維修。本集團透過Wins Finance之附屬公司持有輝月之15%股權。由於Wins Finance已自二零一九年四月一日起取消綜合入賬，故賬面值港幣23,387,000元已於截至二零二零年三月三十一日止年度取消綜合入賬（附註7）。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 14. INVESTMENTS IN ASSOCIATES (Continued)

As at 30 September 2020 and 31 March 2020, the Group has no outstanding capital commitment to associates.

There is no sufficient financial information of all the associates for the period ended 30 September 2020 and the year ended 31 March 2020 available to the Group because the management of the associates refused to provide such required financial information to the Group. Based on assessment of the directors of the Company, the Group had fully impaired its investments in associates of approximately HK\$341,674,000 during the year ended 31 March 2020.

FreeOpt, Imagination and Jocasta and their subsidiaries are principally engaged in investment holding and money lending service. Based on the latest records available to the Company, the Group's shareholding interests in Jocasta and FreeOpt had been diluted to 28.13% and 17.61%, respectively during the period ended 30 September 2020. No result has been shared from associates for the six months ended 30 September 2020 after the investments in associates were fully impaired during the year ended 31 March 2020.

### 14. 於聯營公司之投 (續)

於二零二零年九月三十日及二零二零年三月三十一日，本集團對聯營公司並無未履行資本承擔。

本集團並無獲得所有聯營公司於截至二零二零年九月三十日止期間以及截至二零二零年三月三十一日止年度之充足財務資料，原因為該等聯營公司之管理層拒絕向本集團提供所要求之財務資料。根據本公司董事評估，本集團於截至二零二零年三月三十一日止年度已就其於聯營公司之投資悉數計提減值約港幣341,674,000元。

FreeOpt、Imagination、Jocasta及其附屬公司主要從事投資控股及借貸服務。根據本公司取得之最新記錄，截至二零二零年九月三十日止期間本集團於Jocasta及FreeOpt之股權已分別攤薄至28.13%及17.61%。於截至二零二零年三月三十一日止年度就於聯營公司之投資悉數減值之後，於截至二零二零年九月三十日止六個月並無分佔聯營公司之業績。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 15. OTHER FINANCIAL ASSETS

### 15. 其他金融資產

	30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
<b>Non-current:</b>		
Investments at fair value through other comprehensive income (non-recycling)		
– Unlisted equity investment in the PRC (note a)	800,573	660,301
– Listed equity investment in the Philippines (note b)	25,085	25,704
	<b>825,658</b>	<b>686,005</b>

Notes:

- (a) Balance represented 12.17% equity interest in a full-licensed securities company in China (Shanghai) Pilot Free Trade Zone (the "Securities Company") under the framework of the Closer Economic Partnership Arrangement between Mainland China and Hong Kong.
- (b) The listed equity investment in the Philippines was stated at fair value based on quoted market price in active markets as at the end of each of the reporting periods.
- (c) The Group had 15.20% (31 March 2020: 19.06%) equity interest in an investment holding company ("Entity A") which was acquired in April 2018. Due to the non-cooperation of the management of Entity A, the directors of the Company had been unable to obtain and access to the books and records and no sufficient financial information of Entity A as at and for the period ended 30 September 2020 and the year ended 31 March 2020 is available to the directors of Company. As such, the fair values of financial asset at fair value through other comprehensive income (non-recycling) of Entity A as at the end of the reporting periods ("FVOCI in Entity A") were estimated by the directors of the Company using the net asset value approach based on Entity A's unaudited management accounts as at 31 March 2020 and adjusted for the factors they considered might affect its fair value. The directors of the Company considered that the basis applied in the fair value assessment of the FVOCI in Entity A including the recognition of fair value loss of HK\$841,762,000 during the year ended 31 March 2020 represented their best estimate. There were no carrying amount of Entity A as at 30 September 2020 and 31 March 2020.
- (d) The Group's investment in wealth management products from financial institutions in the PRC were deconsolidated since 1 April 2019 as set out in note 7 to the condensed consolidated financial statements.

附註:

- (a) 該結餘指根據《內地與香港關於建立更緊密經貿關係的安排》框架下於中國(上海)自由貿易試驗區持有一家全牌照證券公司(「證券公司」)的12.17%股本權益。
- (b) 菲律賓上市股權投資按公平值(基於各報告期末活躍市場的市場報價)列賬。
- (c) 本集團於一間於二零一八年四月收購之投資控股公司(「實體A」)擁有15.20%(二零二零年三月三十一日:19.06%)股本權益。由於實體A管理層不合作,本公司董事無法獲得及查閱實體A於二零二零年九月三十日及截至該日止期間以及於二零二零年三月三十一日及截至該日止年度之賬簿及記錄以及本公司董事並無獲提供充足財務資料。因此,於報告期末透過其他全面收入以公平值列賬(「於實體A透過其他全面收入以公平值列賬」)之金融資產(不回收)之公平值乃由本公司董事根據實體A於二零二零年三月三十一日之未經審核管理賬目使用資產淨值法估計並就彼等認為可能影響其公平值之因素作調整。本公司董事認為,於實體A透過其他全面收入以公平值列賬之公平值評估所用基準(包括於截至二零二零年三月三十一日止年度確認公平值虧損港幣841,762,000元)為彼等之最佳估計。於二零二零年九月三十日及二零二零年三月三十一日,並無實體A之賬面值。
- (d) 如簡明綜合財務報表附註7所載,本集團於中國金融機構之財富管理產品的投資自二零一九年四月一日起取消綜合入賬。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 16. LOANS RECEIVABLE

### 16. 應收貸款

		30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Loans receivable	應收貸款	1,791,936	2,104,185
Less: Provision for impairment loss	減：減值虧損撥備	(1,791,936)	(1,961,145)
		-	143,040

As at 31 March 2020, loans receivable represented receivables arising from the provision of finance business of the Group, and bear interest at 8.5% per annum.

於二零二零年三月三十一日，應收貸款指本集團提供融資業務所產生之應收款項，按每年8.5厘之利率計息。

All the loans receivable as at 30 September 2020 and 31 March 2020 were unsecured.

於二零二零年九月三十日及二零二零年三月三十一日的所有應收貸款均無抵押。

On 21 September 2020, a wholly-owned subsidiary of the Company ("Subsidiary A") and an independent third party ("Assignee A") entered into a deed of assignment, pursuant to which, Subsidiary A agreed to sell certain loans receivable, and Assignee A agreed to purchase for a consideration of HK\$143 million. As at 30 September 2020, the amount receivable from Assignee A of HK\$143 million was included in "Prepayments, deposits and other receivables" in the condensed consolidated statement of financial position. On 29 October 2020, the full consideration amount was received.

於二零二零年九月二十一日，本公司之全資附屬公司（「附屬公司A」）與一名獨立第三方（「受讓人A」）訂立轉讓契據，據此，附屬公司A同意出售及受讓人A同意購買若干應收貸款，代價為港幣143,000,000元。於二零二零年九月三十日，應收受讓人A款項港幣143,000,000元計入簡明綜合財務狀況表「預付款項、按金及其他應收款項」。於二零二零年十月二十九日，本公司已收到全部代價款項。

Loans receivable, determined based on their age since the effective drawn down date of the loans, were all aged over one year, as at 30 September 2020 and 31 March 2020.

於二零二零年九月三十日及二零二零年三月二十一日，按自貸款實際提取日期起之賬齡釐定之應收貸款的賬齡均超過一年。

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 16. LOANS RECEIVABLE (Continued)

The movements in the provision for impairment loss of loans receivable are as follows:

At 30 September 2020 (unaudited)

#### 16. 應收貸款 (續)

應收貸款之減值虧損撥備的變動如下:

於二零二零年九月三十日 (未經審核)

		12-month expected credit loss ("ECL")	Lifetime ECL not credit -impaired	Lifetime ECL credit -impaired	Total
		12個月預期 信貸虧損 (「預期信貸 虧損」)	存續期預期 信貸虧損 無信貸減值	存續期預期 信貸虧損 已信貸減值	總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At beginning of period	於期初	–	–	1,961,145	1,961,145
Write-off of provision for impairment loss	撇銷減值虧損撥備	–	–	(169,209)	(169,209)
At end of period	於期末	–	–	1,791,936	1,791,936
ECL rate	預期信貸虧損率	N/A不適用	N/A不適用	100%	100%
At 31 March 2020 (audited)					
		12-month ECL	Lifetime ECL not credit -impaired	Lifetime ECL credit -impaired	Total
		12個月預期 信貸虧損	存續期預期 信貸虧損 無信貸減值	存續期預期 信貸虧損 已信貸減值	總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At beginning of year	於年初	2,244	107,502	1,585,314	1,695,060
Transfer to lifetime ECL credit -impaired	轉至存續期預期信貸虧損 已信貸減值	(2,244)	(107,502)	109,746	–
Net remeasurement of ECL arising from transfer	轉撥產生之預期信貸虧損重 新計量淨額	–	–	158,745	158,745
Other remeasurement of loss allowance	虧損撥備的其他重新計量	–	–	107,340	107,340
At end of year	於年末	–	–	1,961,145	1,961,145
ECL rate	預期信貸虧損率	N/A不適用	N/A不適用	93%	93%

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 17. FACTORING RECEIVABLES

### 17. 應收保理款項

		30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Factoring receivables	應收保理款項	300,414	299,079
Less: Provision for impairment loss	減：減值虧損撥備	(300,414)	(299,079)
		-	-

Factoring receivables, determined based on their age since the effective drawn down date of the loans, were all aged over one year, as at 30 September 2020 and 31 March 2020.

於二零二零年九月三十日及二零二零年三月三十一日，按自貸款實際提取日期起之賬齡釐定之應收保理款項之賬齡均超過一年。

The movements in the provision for impairment loss of factoring receivables are as follows:

應收保理款項之減值虧損撥備的變動如下：

At 30 September 2020 (unaudited)

於二零二零年九月三十日（未經審核）

		Lifetime ECL 12-month ECL 12個月預期 信貸虧損 HK\$'000 港幣千元	not credit -impaired 存續期預期 信貸虧損 無信貸減值 HK\$'000 港幣千元	Lifetime ECL credit -impaired 存續期預期 信貸虧損 已信貸減值 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At beginning of period	於期初	-	-	299,079	299,079
Exchange difference	匯兌差額	-	-	1,335	1,335
At end of period	於期末	-	-	300,414	300,414
ECL rate	預期信貸虧損率	N/A不適用	N/A不適用	100%	100%

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 17. FACTORING RECEIVABLES (Continued)

The movements in the provision for impairment loss of factoring receivables are as follows: (Continued)

At 31 March 2020 (audited)

#### 17. 應收保理款項 (續)

應收保理款項之減值虧損撥備的變動如下：(續)

於二零二零年三月三十一日 (經審核)

		12-month ECL	Lifetime ECL not credit-impaired	Lifetime ECL credit-impaired	Total
		存續期預期 信貨虧損	存續期預期 信貨虧損 無信貨減值	存續期預期 信貨虧損 已信貨減值	總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At beginning of year	於年初	1,550	-	-	1,550
Transfer to lifetime ECL credit-impaired	轉至存續期預期信貨虧損 已信貨減值	(1,550)	-	1,550	-
Net remeasurement of ECL arising from transfer	轉撥產生之預期 信貨虧損重新計量淨額	-	-	297,529	297,529
At end of year	於年末	-	-	299,079	299,079
ECL rate	預期信貨虧損率	N/A不適用	N/A不適用	100%	100%

#### 18. ACCOUNTS RECEIVABLE

#### 18. 應收賬款

		30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Accounts receivable arising from the ordinary course of business of:	於日常業務過程中產生之應收賬款：		
- Dealing in securities:	一證券買賣：		
Margin clients	孖展客戶	440,189	173,821
Clearing houses	結算所	6,190	5,743
- Insurance brokerage business	一保險經紀業務	364	223
- Futures brokerage business	一期貨經紀業務	13,618	-
		460,361	179,787
Less: Provision for impairment loss	減：減值虧損撥備	(159,182)	(157,782)
		301,179	22,005

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 18. ACCOUNTS RECEIVABLE (Continued)

As disclosed in note 2 to the condensed consolidated financial statements, the directors of the Company deconsolidated the accounts receivable of the Deconsolidated Subsidiaries from the consolidated financial statements of the Group since 1 April 2019.

The settlement terms of accounts receivable attributable to the dealing in securities transactions are two trading days after the trade date except for the balances with margin clients which are repayable on demand or according to agreed repayment schedules, and bearing interest ranging from 7% to 15% per annum as at 30 September 2020 (31 March 2020: 7% to 13.5% per annum). The trading terms with customers of the insurance brokerage business are mainly on credit. The credit period for customers of insurance brokerage business is generally 30 days, extended up to 90 days for major customers. The settlement terms of accounts receivable attributable to dealing in futures transactions are repayable on demand and generally up to 12 months, respectively.

An ageing analysis of the accounts receivable as at the end of the reporting period, based on the trade date, is as follows:

### 18. 應收賬款 (續)

誠如簡明綜合財務報表附註2所披露，本公司董事已自二零一九年四月一日起將取消綜合入賬附屬公司之應收賬款取消綜合計入本集團之綜合財務報表。

除孖展客戶之結餘須按要求或根據協定還款計劃償還及於二零二零年九月三十日按每年7%至15%之利率計息(二零二零年三月三十一日：每年7%至13.5%)外，證券買賣業務應佔之應收賬款結算期為交易日後兩個交易日。與保險經紀業務客戶的交易條款主要以記賬形式進行。一般而言，保險經紀業務客戶的信貸期為30日，而主要客戶則可延長至最多90日。期貨買賣業務應佔之應收賬款結算期分別為須按要求償還及一般最多12個月。

於報告期末的應收賬款基於交易日期之賬齡分析如下：

		30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within 90 days	90日內	298,537	17,760
Between 91 to 180 days	91至180日	-	3
Over one year	一年以上	161,824	162,024
		<b>460,361</b>	<b>179,787</b>



## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 18. ACCOUNTS RECEIVABLE (Continued)

An ageing analysis of the accounts receivable as at the end of reporting period based on past due, and net of loss allowance is as follows:

		30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Not past due	未逾期	301,179	21,903
Less than 1 month past due	逾期1個月內	–	95
1 to 3 months past due	逾期1至3個月	–	4
Over 3 months past due	逾期3個月以上	–	3
		<b>301,179</b>	<b>22,005</b>

As at 30 September 2020, except for margin loans receivable of HK\$181,253,000 (31 March 2020: HK\$173,821,000), which were secured by underlying equity securities amounted to approximately HK\$242,987,000 (31 March 2020: HK\$44,981,000), the Group did not hold any collateral or other credit enhancements over these balances.

Trading limits are set for margin clients. The Group seeks to maintain tight control over its outstanding accounts receivable in order to minimise the credit risk. Overdue balances are regularly monitored by management.

#### 18. 應收賬款 (續)

於報告期末，按逾期計算之應收賬款（扣除虧損撥備）之賬齡分析如下：

	30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Not past due	301,179	21,903
Less than 1 month past due	–	95
1 to 3 months past due	–	4
Over 3 months past due	–	3
	<b>301,179</b>	<b>22,005</b>

於二零二零年九月三十日，除港幣181,253,000元（二零二零年三月三十一日：港幣173,821,000元）之應收孖展貸款以金額約港幣242,987,000元（二零二零年三月三十一日：港幣44,981,000元）之相關股本證券作抵押品外，本集團並無就該等結餘持有任何抵押品或其他信用增強措施。

孖展客戶受買賣限額限制。本集團致力對其未收回應收賬款維持嚴謹之監控，以將信貸風險減至最低。管理層定期監察逾期結餘。

## Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 18. ACCOUNTS RECEIVABLE (Continued)

The movements in the provision for impairment loss of accounts receivable are as follows:

At 30 September 2020 (unaudited)

### 18. 應收賬款 (續)

應收賬款之減值虧損撥備的變動如下：

於二零二零年九月三十日 (未經審核)

		12-month ECL	Lifetime ECL not credit -impaired	Lifetime ECL credit -impaired	Simplified approach	Total
		12個月預期 信貸虧損 HK\$'000 港幣千元	存續期預期 信貸虧損 無信貸減值 HK\$'000 港幣千元	存續期預期 信貸虧損 已信貸減值 HK\$'000 港幣千元	簡化法 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At beginning of period	於期初	80	-	157,701	1	157,782
Other remeasurement of loss allowance	虧損撥備的其他 重新計量	1,400	-	-	-	1,400
At end of period	於期末	<b>1,480</b>	<b>-</b>	<b>157,701</b>	<b>1</b>	<b>159,182</b>
Arising from:	因以下各項產生：					
- Margin clients	- 孖展客戶	1,412	-	157,701	-	159,113
- Other accounts receivables	- 其他應收賬款	68	-	-	1	69
		<b>1,480</b>	<b>-</b>	<b>157,701</b>	<b>1</b>	<b>159,182</b>
ECL rate	預期信貸虧損率					
- Margin clients	- 孖展客戶	0.5%	N/A不適用	100%	N/A不適用	N/A不適用

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 18. ACCOUNTS RECEIVABLE (Continued)

The movements in the provision for impairment loss of accounts receivable are as follows: (Continued)

At 31 March 2020 (audited)

#### 18. 應收賬款 (續)

應收賬款之減值虧損撥備的變動如下：  
(續)

於二零二零年三月三十一日 (經審核)

		12-month ECL	Lifetime ECL not credit -impaired	Lifetime ECL credit -impaired	Simplified approach	Total
		12個月預期 信貸虧損	存續期預期 信貸虧損 無信貸減值	存續期預期 信貸虧損 已信貸減值	簡化法	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At beginning of year	於年初	130	–	157,701	142	157,973
Other remeasurement of loss allowance	虧損撥備的其他 重新計量	(50)	–	–	(141)	(191)
At end of year	於年末	80	–	157,701	1	157,782
Arising from:	因以下各項產生：					
– Margin clients	– 孖展客戶	80	–	157,701	–	157,781
– Other accounts receivables	– 其他應收賬款	–	–	–	1	1
		80	–	157,701	1	157,782
ECL rate	預期信貸虧損率					
– Margin clients	– 孖展客戶	0.5%	N/A不適用	100%	N/A不適用	N/A不適用

No credit loss allowance has been provided for clearing house receivables as the related credit loss allowances were immaterial.

未就應收結算所款項作出信貸虧損撥備，原因是相關信貸虧損撥備不大。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 19. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 19. 透過損益以公平值列賬之投資

	30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Listed equity investments, at market value 上市股權投資，按市值	14,577	3,071

The investments as at 30 September 2020 and 31 March 2020 were classified as held for trading. The listed equity investments were stated at fair values based on quoted market prices in active market. As at 30 September 2020, the Group's investments at fair value through profit or loss with an aggregate carrying value of approximately HK\$14,324,000 (31 March 2020: HK\$2,865,000) were pledged to secure a borrowing provided to the Group.

於二零二零年九月三十日及二零二零年三月三十一日之投資分類為持作買賣類別。上市股權投資乃根據活躍市場上之市場報價按公平值列賬。於二零二零年九月三十日，本集團透過損益以公平值列賬之投資之賬面總值約為港幣14,324,000元（二零二零年三月三十一日：港幣2,865,000元），已予抵押以擔保本集團之借貸。

### 20. CASH AND BANK BALANCES

### 20. 現金及銀行結餘

	30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Cash and bank balances 現金及銀行結餘	156,366	149,605

As disclosed in note 2 to these condensed consolidated financial statements, the directors of the Company deconsolidated the cash and bank balances of the Deconsolidated Subsidiaries from the consolidated financial statements of the Group since 1 April 2019.

誠如該等簡明綜合財務報表附註2所披露，本公司董事已自二零一九年四月一日起將取消綜合入賬附屬公司之現金及銀行結餘取消綜合計入本集團之綜合財務報表。

The Group maintains trust accounts with authorised institutions in respect of clients' monies arising from the course of securities brokerage, futures brokerage and insurance brokerage businesses. As at 30 September 2020, HK\$44,600,000 (31 March 2020: HK\$93,330,000) was held by the Group on behalf of the clients in the trust accounts. The client monies as at 30 September 2020 and 31 March 2020 were not included in the Group's cash and bank balances.

本集團於獲授權機構設立託管賬戶，存放於證券經紀、期貨經紀及保險經紀業務過程中產生之客戶款項。於二零二零年九月三十日，本集團代表客戶於託管賬戶持有港幣44,600,000元（二零二零年三月三十一日：港幣93,330,000元）。於二零二零年九月三十日及二零二零年三月三十一日的客戶款項並無計入本集團之現金及銀行結餘。

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 20. CASH AND BANK BALANCES (Continued)

As at 30 September 2020 and 31 March 2020, there are no bank deposit were pledged to secure the bank borrowings provided to the Group.

As at 30 September 2020, HK\$56,000,000 (31 March 2020: Nil) was held by the Provisional Liquidators as a custodian of the Company under permission of the High Court in a financial institution in Hong Kong.

#### 21. ACCOUNTS PAYABLE

The balances as at 30 September 2020 and 31 March 2020, based on the trade date, were generally aged within 90 days.

#### 22. OTHER PAYABLES AND ACCRUALS

Accrued expenses	應計開支
Interest payables	應付利息
Other payables	其他應付款項

As disclosed in note 2 to the condensed consolidated financial statements, the directors of the Company deconsolidated the other payables and accruals of the Deconsolidated Subsidiaries from the consolidated financial statements of the Group since 1 April 2019.

#### 20. 現金及銀行結餘 (續)

於二零二零年九月三十日及二零二零年三月三十一日，並無抵押銀行存款以擔保提供予本集團的銀行借貸。

於二零二零年九月三十日，經高等法院批准，臨時清盤人（作為本公司之託管人）於一家香港金融機構持有港幣56,000,000元（二零二零年三月三十一日：無）。

#### 21. 應付賬款

於二零二零年九月三十日及二零二零年三月三十一日，按交易日計算的結餘之賬齡通常為90日內。

#### 22. 其他應付款項及應計費用

30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
31,622	18,000
952,830	638,897
13,618	7,955
<b>998,070</b>	<b>664,852</b>

誠如簡明綜合財務報表附註2所披露，本公司董事已自二零一九年四月一日起將取消綜合入賬附屬公司之其他應付款項及應計費用取消綜合計入本集團之綜合財務報表。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 23. BORROWINGS

### 23. 借貸

		30 September 2020 二零二零年九月三十日			31 March 2020 二零二零年三月三十一日		
		Effective interest rate (%) p.a. 實際年利率 (%)	Maturity 到期日	(Unaudited) (未經審核) HK\$'000 港幣千元	Effective interest rate (%) p.a. 實際年利率 (%)	Maturity 到期日	(Audited) (經審核) HK\$'000 港幣千元
<b>Current:</b>	<b>流動：</b>						
Other borrowings	其他借貸						
- secured (note a)	- 有抵押 (附註a)	8.20	-	702,000	8.20	-	702,000
- secured (note b)	- 有抵押 (附註b)	7.12	-	593,443	7.12	-	593,443
- secured (note c)	- 有抵押 (附註c)	18.10	-	772,200	18.10	-	772,200
- secured (note d)	- 有抵押 (附註d)	17.93	-	429,197	17.93	-	429,197
- secured (note e)	- 有抵押 (附註e)	14.43	-	185,847	14.43	-	185,847
- unsecured (note f)	- 無抵押 (附註f)	8.66	2019-2021	43,000	8.66	2019-2021	43,000
- unsecured (note g)	- 無抵押 (附註g)	3.25	2020	50,665	-	-	-
- unsecured (note g)	- 無抵押 (附註g)	3.40	2020	18,098	-	-	-
- unsecured (note g)	- 無抵押 (附註g)	3.50	2020	99,998	-	-	-
- unsecured (note h)	- 無抵押 (附註h)	N/A 不適用	2021	60,000	-	-	-
Bank borrowings	銀行借貸						
- unsecured (note i)	- 無抵押 (附註i)	2.10	2020	50,039	-	-	-
- unsecured (note i)	- 無抵押 (附註i)	1.90	2020	30,000	-	-	-
				<b>3,034,487</b>			<b>2,725,687</b>
<b>Non-current:</b>	<b>非流動：</b>						
Other borrowings	其他借貸						
- unsecured (note j)	- 無抵押 (附註j)	4.97	2022	10,000	4.97	2022	10,000
- unsecured (note k)	- 無抵押 (附註k)	4.97	2023	20,000	4.97	2023	20,000
				<b>30,000</b>			<b>30,000</b>

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 23. BORROWINGS (Continued)

Notes:

- (a) In March 2017, the Company obtained a loan facility of United States Dollars ("US\$") 90,000,000 (equivalent to approximately HK\$702,000,000) repayable in March 2020 and secured by the shares in the capital of certain wholly-owned subsidiaries of the Company, 20% equity interest of Wins Finance held by the Group and personal guarantees given by Mr. Zhang Yongdong ("Mr. Zhang") and his spouse.

During the year ended 31 March 2019, certain covenants of the borrowing were breached. The breach of the covenants constituted events of default under the loan agreement, which caused the relevant borrowing becoming immediately repayable. The loan bore default interest at a compounding rate of 18% per annum. In December 2019, the borrower assigned absolutely all rights of the remaining balance of the borrowing to an independent third party.

- (b) In March 2018, the Company issued two notes payable with principal amounts of US\$30,000,000 (equivalent to approximately HK\$234,987,000) ("Note A") and US\$70,000,000 (equivalent to approximately HK\$548,304,000) ("Note B" and collectively with Note A referred to as the "Notes"). The Notes bore interest at 7% per annum and were secured by certain listed securities held by the Group, certain shares in the capital of a wholly-owned subsidiary of the Company, approximately 17.26% equity interest of Wins Finance held by the Group, certain shares of the Company held by Mr. Zhang and personal guarantees given by Mr. Zhang and his spouse. Note A was repayable in March 2019 and Note B was repayable in March 2020. Note B with principal amount of approximately US\$23,827,000 (equivalent to approximately HK\$185,847,000) was repaid during the year ended 31 March 2019.

During the year ended 31 March 2019, certain covenants of the notes payable were breached. The breach of the covenants constituted events of default under the note agreements, which caused the relevant notes payable becoming immediately repayable. The outstanding principal of the notes payable bore interest at an additional annual interest rate of 20%.

- (c) The remaining principal of the expired convertible bonds issued on 14 June 2017 of US\$99,000,000 (equivalent to approximately HK\$772,200,000) was classified as other borrowings under current liabilities upon maturity. The expired convertible bonds bore interest at 4% per annum and default interest at 16% per annum. The expired convertible bonds were secured by 30% equity interest of Wins Finance held by the Group to the subscriber, a subsidiary of China Huarong Asset Management Co., Ltd and a guarantee given by an independent third party.

#### 23. 借貸 (續)

附註:

- (a) 於二零一七年三月，本公司取得一筆金額為90,000,000美元（「美元」）（相當於約港幣702,000,000元）的貸款融資，該貸款融資須於二零二零年三月償還，以本公司若干全資附屬公司股本中的股份、本集團持有的Wins Finance的20%股本權益及張永東先生（「張先生」）及其配偶作出的個人擔保抵押。

截至二零一九年三月三十一日止年度，借貸的若干契諾被違反。違反契諾構成貸款協議下違約事件，可能導致相關借貸須立即償還。該貸款按複合利率每年18厘計算罰息。於二零一九年十二月，借款人已將該借貸餘額的所有權利全權轉讓予一名獨立第三方。

- (b) 於二零一八年三月，本公司發行兩份應付票據，本金額分別為30,000,000美元（相當於約港幣234,987,000元）（「票據A」）及70,000,000美元（相當於約港幣548,304,000元）（「票據B」，與票據A統稱「票據」）。票據按每年7厘計息，以本集團持有的若干上市證券、本公司一間全資附屬公司股本中若干股份、本集團持有Wins Finance的約17.26%股本權益、張先生持有的若干本公司股份以及張先生及其配偶作出的個人擔保抵押。票據A須於二零一九年三月償還，票據B須於二零二零年三月償還。票據B的本金額約23,827,000美元（相當於約港幣185,847,000元）已於截至二零一九年三月三十一日止年度償還。

截至二零一九年三月三十一日止年度，應付票據的若干契諾被違反。違反契諾構成票據協議下違約事件，可能導致相關應付票據須立即償還。應付票據的未償還本金額按額外年利率20厘計息。

- (c) 於二零一七年六月十四日發行的已到期可換股債券之餘下本金額99,000,000美元（相當於約港幣772,200,000元）於到期後分類為流動負債下其他借貸。已到期可換股債券按每年4厘計息以及罰息為每年16厘。已到期可換股債券以本集團持有的Wins Finance 30%股本權益及一名獨立第三方作出的擔保抵押予認購人（中國華融資產管理股份有限公司之附屬公司）。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 23. BORROWINGS (Continued)

Notes: (Continued)

- (d) The remaining principal of the expired convertible bonds issued on 12 September 2017 of HK\$429,197,000 was classified as other borrowings under current liabilities upon maturity. The expired outstanding convertible bonds balance bore default interest at 20% per annum. The expired convertible bonds were secured by 12.17% equity interest of the Securities Company, an other financial asset held by the Group to the subscriber, a wholly-owned subsidiary of Huarong Investment Stock Corporation Limited.
- (e) The remaining principal of the expired convertible notes issued on 24 October 2018 of HK\$185,847,000 was classified as other borrowings under current liabilities upon maturity. The expired convertible notes bore interest at 7% per annum and default interest at 20% per annum. The expired convertible notes were secured by certain listed securities held by the Group, certain shares in the capital of a wholly-owned subsidiary of the Company, approximately 17.26% equity interest of Wins Finance held by the Group, certain shares of the Company held by Mr. Zhang and personal guarantee given by Mr. Zhang and his spouse to the subscriber, an indirect wholly-owned special vehicle of CCB International (Holdings) Limited.
- (f) In February 2018, the Company obtained an unsecured banking facility of HK\$93,000,000 bearing interest at Hong Kong Dollar Prime Rate plus 3% per annum and repayable by instalments in three years. In August 2019, the bank transferred all rights in respect of the remaining balance of the borrowing of HK\$43,000,000 to an independent third party and the borrowing was classified as other borrowing.
- (g) In September 2020, a subsidiary of the Company obtained three unsecured loan facilities of HK\$50,665,000, HK\$18,098,000 and HK\$99,998,000 bearing interests at 3.25%, 3.4% and 3.5% per annum respectively and repayable in October 2020.

### 23. 借貸 (續)

附註：(續)

- (d) 於二零一七年九月十二日發行的已到期可換股債券之餘下本金額港幣429,197,000元於到期後分類為流動負債下其他借貸。已到期尚未償還可換股債券餘額按每年20厘計算罰息。已到期可換股債券以本集團持有的另一項金融資產(證券公司的12.17%股本權益)抵押予認購人(華融投資股份有限公司之全資附屬公司)。
- (e) 於二零一八年十月二十四日發行的已到期可換股票據之餘下本金額港幣185,847,000元於到期後分類為流動負債下其他借貸。已到期可換股票據按每年7厘計息，罰息為每年20厘。已到期可換股票據以本集團持有的若干上市證券、本公司全資附屬公司股本中的若干股份、本集團持有的Wins Finance的約17.26%股本權益、張先生持有的本公司若干股份及張先生及其配偶作出的個人擔保抵押予認購人(建銀國際(控股)有限公司間接全資特殊公司)。
- (f) 於二零一八年二月，本公司取得一筆無抵押銀行融資港幣93,000,000元，按港幣最優惠利率加每年3厘計息，須於三年內分期償還。於二零一九年八月，銀行將借貸餘額港幣43,000,000元的所有權利轉讓予一名獨立第三方，借貸分類為其他借貸。
- (g) 於二零二零年九月，本公司一家附屬公司取得三筆無抵押貸款融資分別約港幣50,665,000元、港幣18,098,000元及港幣99,998,000元，按每年3.25厘、3.4厘及3.5厘計息，須於二零二零年十月償還。



## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 23. BORROWINGS (Continued)

Notes: (Continued)

- (h) In September 2020, the Company obtained the First Loan and Second Loan of HK\$50,000,000 and HK\$10,000,000 respectively from the Investor, which are interest-free and the maturity dates are subject to the terms and conditions pursuant to the First Loan Agreement and Second Loan Agreement respectively.
- (i) In September 2020, a subsidiary of the Company obtained unsecured banking facilities of HK\$50,039,000 and HK\$30,000,000 bearing interests at 2.1% and 1.9% per annum respectively and repayable in October 2020.
- (j) In June 2015, the Company issued an unsecured note with a principal amount of HK\$10,000,000 to an independent third party, bearing interest at 5% per annum payable annually in arrears. The note is repayable in June 2022.
- (k) In May 2016, the Company issued two unsecured notes with a principal amount of HK\$10,000,000 each to two independent third parties, bearing interest at 5% per annum payable annually in arrears. Both notes are repayable in May 2023.
- (l) As disclosed in note 2 to the condensed consolidated financial statements, the directors of the Company deconsolidated the borrowings of the Deconsolidated Subsidiaries from the consolidated financial statements of the Group since 1 April 2019.

#### 24. DEFERRED TAX LIABILITY

Under the EIT Law of the PRC, withholding tax is payable for dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the condensed consolidated financial statements in respect of temporary differences attributable to the accumulated taxable profits of the PRC subsidiaries.

As disclosed in note 2 to the condensed consolidated financial statements, the directors of the Company deconsolidated the deferred tax liability of the Deconsolidated Subsidiaries from the consolidated financial statements of the Group since 1 April 2019.

#### 23. 借貸 (續)

附註：(續)

- (h) 於二零二零年九月，本公司分別自投資者取得金額為港幣50,000,000元及港幣10,000,000元之第一份貸款及第二份貸款，該等貸款為不計息且到期日分別受第一份貸款協議及第二份貸款協議之條款及條件所限。
- (i) 於二零二零年九月，本公司一家附屬公司取得無抵押銀行融資港幣50,039,000元及港幣30,000,000元，分別按每年2.1厘及1.9厘計息，須於二零二零年十月償還。
- (j) 於二零一五年六月，本公司向一名獨立第三方發行本金額為港幣10,000,000元之無抵押票據，按每年5厘計息，須於每年期末支付。該票據須於二零二二年六月償還。
- (k) 於二零一六年五月，本公司向兩名獨立第三方發行本金額各自為港幣10,000,000元之兩批無抵押票據，利率為每年5厘，須於每年期末支付。兩批票據均須於二零二三年五月償還。
- (l) 如簡明綜合財務報表附註2所披露，本公司董事自二零一九年四月一日起將取消綜合入賬附屬公司之借貸於本集團之綜合財務報表取消綜合入賬。

#### 24. 遞延稅項負債

根據中國企業所得稅法，須就中國附屬公司自二零零八年一月一日起賺取的溢利所宣派的股息繳納預扣稅。概無就中國附屬公司累計應課稅溢利應佔之暫時差額於簡明綜合財務報表作出遞延稅項撥備。

如簡明綜合財務報表附註2所披露，本公司董事自二零一九年四月一日起將取消綜合入賬附屬公司之遞延稅項負債於本集團之綜合財務報表取消綜合入賬。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 25. SHARE CAPITAL

### 25. 股本

		30 September 2020 二零二零年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2020 二零二零年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Authorised:	法定：		
500,000,000,000	500,000,000,000股		
(31 March 2020: 500,000,000,000)	(二零二零年三月三十一日：		
ordinary shares of HK\$0.01	500,000,000,000股)每股面值		
(31 March 2020: HK\$0.01) each	港幣0.01元(二零二零年		
	三月三十一日：港幣0.01元)		
	之普通股	5,000,000	5,000,000
Issued and fully paid:	已發行及繳足：		
1,868,176,188	1,868,176,188股		
(31 March 2020: 1,868,176,188)	(二零二零年三月三十一日：		
ordinary shares of HK\$0.01	1,868,176,188股)每股面值		
(31 March 2020: HK\$0.01) each	港幣0.01元(二零二零年		
	三月三十一日：港幣0.01元)		
	之普通股	18,682	18,682

A summary of the movements of the Company's issued capital and share premium account is as follows:

本公司已發行股本及股份溢價賬之變動概述如下：

		Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$'000 港幣千元	Share premium account 股份溢價賬 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2019 (audited)	於二零一九年四月一日(經審核)	1,568,176,188	15,682	2,735,292	2,750,974
Issue of new shares (note)	發行新股份(附註)	300,000,000	3,000	40,500	43,500
At 31 March 2020 (audited) and 1 April 2020 (audited)	於二零二零年三月三十一日 (經審核)及二零二零年四月一日 (經審核)	1,868,176,188	18,682	2,775,792	2,794,474
Cancellation of share premium	註銷股份溢價	-	-	(2,775,792)	(2,775,792)
At 30 September 2020 (unaudited)	於二零二零年九月三十日 (未經審核)	1,868,176,188	18,682	-	18,682

Note: In August 2019, the Company allotted and issued 300,000,000 ordinary shares of HK\$0.01 each to an independent third party at a subscription price of HK\$0.145 per share, giving rise to an increase of HK\$3,000,000 and HK\$40,500,000 for share capital and share premium, respectively.

附註：於二零一九年八月，本公司以認購價每股港幣0.145元向一名獨立第三方配發及發行300,000,000股每股面值港幣0.01元的普通股，令股本及股份溢價分別增加港幣3,000,000元及港幣40,500,000元。

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### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 26. SHARE OPTION SCHEME

The Company adopted the share option scheme on 31 August 2012 (the "2012 Scheme") with a term of ten years commencing from 31 August 2012.

The following share options were outstanding under the 2012 Scheme during the six months ended 30 September:

	Number of shares issuable** 可予發行之股份數目**				Date of grant of share options*	Exercise period of share options	Exercise price of share options** 購股權行使價** HK\$ per share 每股港幣
	At 1 April 2020 (Audited) 於二零二零年四月一日 (經審核) '000 千股	Granted/ exercised/ cancelled during the period 期內授出/ 行使/註銷 '000 千股	Lapsed during the period 期內失效 '000 千股	At 30 September 2020 (Unaudited) 於二零二零年九月三十日 (未經審核) '000 千股			
<b>2020 二零二零年</b>							
<b>Directors 董事</b>							
In aggregate 總計	36,068	-	(31,364)	4,704	6-8-2018 二零一八年八月六日	6-8-2018 to 5-8-2028 二零一八年八月六日至 二零二八年八月五日	1.02****
Weighted average exercise price 加權平均行使價	HK\$1.02 港幣1.02元	- -	HK\$1.02 港幣1.02元	HK\$1.02 港幣1.02元			
<b>Employees 僱員</b>							
In aggregate 總計	21,000	-	-	21,000	6-8-2018 二零一八年八月六日	6-8-2018 to 5-8-2028 二零一八年八月六日至 二零二八年八月五日	1.02****
Weighted average exercise price 加權平均行使價	HK\$1.02 港幣1.02元	- -	- -	HK\$1.02 港幣1.02元			
<b>Non-employees 非僱員</b>							
In aggregate 總計	58,828	-	-	58,828	23-4-2015 二零一五年 四月二十三日	23-4-2015 to 22-4-2025 二零一五年 四月二十三日至 二零二五年四月二十二日	4.90***
Weighted average exercise price 加權平均行使價	HK\$4.90 港幣4.90元	- -	- -	HK\$4.90 港幣4.90元			

#### 26. 購股權計劃

本公司於二零一二年八月三十一日採納購股權計劃(「二零一二年計劃」)，由二零一二年八月三十一日起計十年期間內有效。

截至九月三十日止六個月期間二零一二年計劃項下未行使之購股權如下：

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 26. SHARE OPTION SCHEME (Continued)

The following share options were outstanding under the 2012 Scheme during the six months ended 30 September: (Continued)

### 26. 購股權計劃 (續)

截至九月三十日止六個月期間二零一二年計劃項下未行使之購股權如下：(續)

	Number of shares issuable** 可予發行之股份數目**				Date of grant of share options*	Exercise period of share options	Exercise price of share options** 購股權行使價** HK\$ per share 每股港幣
	At 1 April 2019 (Audited) 於二零一九年 四月一日 (經審核) '000 千股	Granted/ exercised/ cancelled during the period 期內授出/ 行使/註銷 '000 千股	Lapsed during the period 期內失效 '000 千股	At 30 September 2019 (Unaudited) 於二零一九年 九月三十日 (未經審核) '000 千股			
<b>2019 二零一九年</b>							
<b>Directors 董事</b>							
In aggregate 總計	10,000	-	(10,000)	-	23-4-2015 二零一五年 四月二十三日	23-4-2015 to 22-4-2025 二零一五年四月二十三日 二零二五年四月二十二日	4.90***
In aggregate 總計	74,000	-	(22,249)	51,751	6-8-2018 二零一八年八月六日	6-8-2018 to 5-8-2028 二零一八年八月六日至 二零二八年八月五日	1.02****
Total 總額	84,000	-	(32,249)	51,751			
Weighted average exercise price 加權平均行使價	HK\$1.48 港幣1.48元	-	HK\$2.22 港幣2.22元	HK\$1.02 港幣1.02元			
<b>Employees 僱員</b>							
In aggregate 總計	37,000	-	-	37,000	6-8-2018 二零一八年八月六日	6-8-2018 to 5-8-2028 二零一八年八月六日至 二零二八年八月五日	1.02****
Total 總額	37,000	-	-	37,000			
Weighted average exercise price 加權平均行使價	HK\$1.02 港幣1.02元	-	-	HK\$1.02 港幣1.02元			
<b>Non-employees 非僱員</b>							
In aggregate 總計	58,828	-	-	58,828	23-4-2015 二零一五年 四月二十三日	23-4-2015 to 22-4-2025 二零一五年四月二十三日至 二零二五年四月二十二日	4.90***
In aggregate 總計	15,681	-	-	15,681	6-8-2018 二零一八年八月六日	6-8-2018 to 5-8-2028 二零一八年八月六日至 二零二八年八月五日	1.02****
Total 總額	74,509	-	-	74,509			
Weighted average exercise price 加權平均行使價	HK\$4.08 港幣4.08元	-	-	HK\$4.08 港幣4.08元			

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### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

#### 26. SHARE OPTION SCHEME (Continued)

- \* The vesting period of the share options was from the date of grant until the commencement of the exercise period.
- \*\* The exercise price and the number of the shares options are subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- \*\*\* At the date of grant, the exercise price of the share options was HK\$0.490 per share. The exercise price was adjusted to HK\$4.90 per share following the share consolidation became effective on 12 November 2018.
- \*\*\*\* At the date of grant, the exercise price of the share options was HK\$0.102 per share. The exercise price was adjusted to HK\$1.02 per share following the share consolidation became effective on 12 November 2018.

During the six months ended 30 September 2020, no share option was granted, exercised or cancelled and 31,363,522 number of share options were lapsed under the 2012 Scheme. No share option was granted, exercised or cancelled and 32,249,937 number of share options were lapsed during the six months ended 30 September 2019.

As at the end of the reporting period, the Company had 84,532,110 (30 September 2019: 163,259,158) shares issuable under outstanding options granted under 2012 Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 84,532,110 (30 September 2019: 163,259,158) additional ordinary shares of the Company and additional share capital of approximately HK\$845,000 (30 September 2019: HK\$1,633,000) and share premium of approximately HK\$313,628,000 (30 September 2019: HK\$393,143,000).

In December 2020, notices were given to each existing share option holder according to the terms of the 2012 Scheme to exercise their share options until close of business on 15 January 2021. As at close of business on 15 January 2021, no share options were exercised and thus all share options granted under the 2012 Scheme have lapsed and are not exercisable.

#### 26. 購股權計劃 (續)

- \* 此等購股權之歸屬期由授出日期起計至行使期開始為止。
- \*\* 倘進行供股或紅股發行，或本公司股本有其他類似變動，此等購股權之行使價及數目可予調整。
- \*\*\* 於授出日期，購股權的行使價為每股港幣0.490元。於二零一八年十一月十二日股份合併生效後，行使價調整為每股港幣4.90元。
- \*\*\*\* 於授出日期，購股權的行使價為每股港幣0.102元。於二零一八年十一月十二日股份合併生效後，行使價調整為每股港幣1.02元。

截至二零二零年九月三十日止六個月，概無購股權授出、獲行使或註銷及31,363,522份購股權已根據二零一二年計劃失效。截至二零一九年九月三十日止六個月，概無購股權授出、獲行使或註銷及32,249,937份購股權已失效。

於報告期末，本公司根據二零一二年計劃項下未行使購股權可發行84,532,110股股份（二零一九年九月三十日：163,259,158股股份）。根據本公司現有資本架構，倘尚未行使之購股權獲全面行使，將導致額外發行84,532,110股（二零一九年九月三十日：163,259,158股）本公司普通股，新增股本約港幣845,000元（二零一九年九月三十日：港幣1,633,000元）及股份溢價約港幣313,628,000元（二零一九年九月三十日：港幣393,143,000元）。

於二零二零年十二月，根據二零一二購股權計劃之條款已向各現有購股權持有人發出通知，以於二零二一年一月十五日營業時間結束之前行使彼等之購股權。於二零二一年一月十五日營業時間結束，概無購股權獲行使，因此根據二零一二計劃授出之購股權均已失效及不可行使。

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## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 27. RELATED PARTY TRANSACTIONS

- (a) Saved as the transactions and arrangements disclosed elsewhere in these condensed consolidated financial statements, the Group had no other material transactions with related parties during the six months ended 30 September 2020 and 2019.
- (b) Compensation of key management personnel of the Group:

### 27. 關連方交易

- (a) 除該等簡明財務報表其他部分所披露之交易及安排外，本集團於截至二零二零年及二零一九年九月三十日止六個月與關連方並無其他重大交易。
- (b) 本集團主要管理人員之薪酬：

		For the six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 (Unaudited) (未經審核) HK\$'000 港幣千元	2019 二零一九年 (Unaudited) (未經審核) HK\$'000 港幣千元
Fees	袍金	360	566
Short-term employee benefits	短期僱員福利	6,020	9,556
Post-employment payments	退休福利	9	51
Total compensation paid to key management personnel	已向主要管理人員支付之總薪酬	6,389	10,173

### 28. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

#### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 *Fair Value Measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations: Fair value measured using only Level 1 inputs, that is, unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 valuations: Fair value measured using Level 2 inputs, that is, observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

Level 3 valuations: Fair value measured using significant unobservable inputs.

### 28. 金融工具之公平值及公平值層級

#### 公平值層級

下表呈報於報告期末本集團按持續基準計量的金融工具之公平值（分為香港財務報告準則第13號公平值計量界定的三級公平值層級）。公平值計量分類的級別乃參考估值技術使用的輸入數據之可觀察性及重大性，按以下方式釐定：

第一層估值：僅使用第一層輸入數據（即於計量日期活躍市場上相同資產或負債的未調整報價）計量的公平值。

第二層估值：僅使用第二層輸入數據（即不符合第一層計量的可觀察輸入數據），不使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據指無市場數據的輸入數據。

第三層估值：使用重大不可觀察輸入數據計量的公平值。

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### 簡明綜合財務報表附註

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#### 28. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

##### Fair value hierarchy (Continued)

The Group uses independent valuers to perform valuations of financial instruments which are categorised into Level 3 of the fair value hierarchy. Valuation reports with analysis of changes in fair value measurement are prepared by the independent valuers and are reviewed and approved by the directors of the Company. Discussion of the valuation process and results with the directors of the Company is held to coincide with the reporting dates.

Assets measured at fair value:

#### 28. 金融工具之公平值及公平值層級 (續)

##### 公平值層級 (續)

本集團利用獨立估值師對分類至公平值層級第三層的金融工具進行估值。含有公平值計量變動分析的估值報告由獨立估值師編製，並由本公司董事審閱及批准。每年於報告日期與本公司董事討論估值程序及結果。

按公平值計量的資產：

		Fair value measurement using 使用以下各項之公平值計量			
		Quoted prices in active markets (Level 1) 活躍 市場報價 (第一層) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
As at 30 September 2020: (unaudited)	於二零二零年九月三十日： (未經審核)				
Other financial assets	其他金融資產	25,085	-	800,573	825,658
Investments at fair value through profit or loss	透過損益以公平值列賬之投資	14,577	-	-	14,577
		<b>39,662</b>	<b>-</b>	<b>800,573</b>	<b>840,235</b>
As at 31 March 2020: (audited)	於二零二零年三月三十一日： (經審核)				
Other financial assets	其他金融資產	25,704	-	660,301	686,005
Investments at fair value through profit or loss	透過損益以公平值列賬之投資	3,071	-	-	3,071
		<b>28,775</b>	<b>-</b>	<b>660,301</b>	<b>689,076</b>

The Group did not have any financial liabilities measured at fair value as at 30 September 2020 and 31 March 2020.

During the six months ended 30 September 2020, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and liabilities (31 March 2020: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於二零二零年九月三十日及二零二零年三月三十一日，本集團並無任何按公平值計量的金融負債。

截至二零二零年九月三十日止六個月，金融資產及負債的第一層與第二層之間公平值計量並無轉撥，亦並無轉入或轉出第三層（二零二零年三月三十一日：無）。本集團之政策為於出現公平值層級之間轉撥之報告期末確認該等轉撥。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

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### 28. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

#### Fair value hierarchy (Continued)

##### Information about Level 3 fair value measurements

Unlisted equity investment is measured using valuation techniques based on inputs that can be observed in the markets in addition to unobservable inputs such as company specific financial information.

The Group uses the key inputs of market comparable companies, which include such valuation multiple and recent transaction price, to determine the fair value of the unlisted equity investment as at 30 September 2020 and 31 March 2020. The unobservable inputs are valuation multiple, marketability discount and minority discount. Valuation multiple represents price-to-book ratio. The higher the valuation multiple, the lower the discounts for lack of marketability or minority, the higher the fair value.

No sensitivity analysis is disclosed for the impact of changes in the relevant unobservable data as the directors of the Company considers that the exposure is insignificant to the Group.

The movements during the period in the balance of the Level 3 fair value measurement are as follows:

#### Unlisted equity investments

At the beginning of the period	於期初		
Net unrealised gains/(losses) recognised in other comprehensive income during the period	期內於其他全面收入確認的未變現收益／(虧損)淨額		

At the end of the period

於期末

Any gain or loss arising from the remeasurement of the Group's unlisted equity investments held for strategic purposes are recognised in the investment revaluation reserve (non-recycling) in other comprehensive income. Upon disposal of the equity investments, the amount accumulated in other comprehensive income/loss is transferred directly to accumulated losses.

### 28. 金融工具之公平值及公平值層級 (續)

#### 公平值層級 (續)

##### 第三層公平值計量之資料

非上市股權投資基於市場上可觀察到的輸入數據，以及公司特定財務資料等不可觀察輸入數據，使用估值技術計量。

本集團使用市場可資比較公司的關鍵輸入數據（包括估值倍數及近期交易價格）釐定非上市股權投資於二零二零年九月三十日及二零二零年三月三十一日之公平值。不可觀察輸入數據為估值倍數、市場流通性折讓及少數股權折讓。估值倍數指市賬率。估值倍數越高，缺乏市場流通性或少數股權的折讓越低，公平值越高。

並無就相關不可觀察數據變動的影響披露敏感度分析，原因是本公司董事認為該風險對本集團而言並不重大。

第三層公平值計量結餘之期內變動如下：

#### 非上市股權投資

For the six months ended  
30 September

截至九月三十日止六個月

	2020	2019
	二零二零年	二零一九年
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)
	HK\$'000	HK\$'000
	港幣千元	港幣千元

		660,301	1,573,493
		140,272	(195,754)
		800,573	1,377,739

本集團持作策略用途之非上市股權投資重新計量產生之收益或虧損於其他全面收入中的投資重估儲備（不回收）內確認。於出售股權投資後，其他全面收入／虧損內之累計款項直接轉入累計虧損。



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#### 28. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

##### Fair value of financial assets and financial liabilities that are not measured at fair value

The carrying amounts of financial instruments carried at amortised cost in the condensed consolidated financial statements are not materially different from their fair values as at 30 September 2020 and 31 March 2020.

#### 29. CONTINGENT LIABILITIES AND LITIGATION

(a) Wins Finance was a deconsolidated subsidiary of the Group and certain of its executive officers were named as defendants in two civil securities lawsuits filed in two U.S. District Courts (the "Lawsuit A" and the "Lawsuit B", collectively referred to as the "Lawsuits") in April 2017. Both Lawsuits were putative class action lawsuits where plaintiffs' counsels sought to represent the entire class of shareholders who acquired Wins Finance's securities between 29 October 2015 and 29 March 2017. Both Lawsuits asserted the same statutory violations under the U.S. Securities Exchange Act, alleged, in sum and substance, that the defendants made false and misleading statements, or failed to disclose material facts, in Wins Finance's prospectuses, press releases, and filings with the U.S. Securities and Exchange Commission (the "SEC") in connection with its growth, business prospects and the adequacy of its internal controls. The Lawsuits also alleged that Wins Finance misrepresented the location of its principal executive office in the SEC filings. The Lawsuits further alleged that Wins Finance's stock price fell when the alleged misstatements or omissions became known to investors. The plaintiffs sought unspecified monetary damages, including interest, costs and attorney's fees and other relief as the court deemed just.

In July 2017, the plaintiffs of Lawsuit A filed a notice to the U.S. District Court declaring that Lawsuit A is voluntarily dismissed, without prejudice and without costs to any party, and the court subsequently terminate Lawsuit A. Accordingly, the directors of Wins Finance considered no contingent liabilities would arise from Lawsuit A.

#### 28. 金融工具之公平值及公平值層級 (續)

##### 未按公平值計量之金融資產及金融負債之公平值

於二零二零年九月三十日及二零二零年三月三十一日，簡明綜合財務報表內按攤銷成本列賬之金融工具之賬面值與其公平值並無重大不同。

#### 29. 或然負債及訴訟

(a) 於二零一七年四月，Wins Finance (為本集團之一間取消綜合入賬附屬公司)及其若干執行人員於兩個美國地區法院提出的兩宗民事證券訴訟(「訴訟A」及「訴訟B」，統稱為「該等訴訟」)中被列為被告。該等訴訟均為推定集體訴訟，原告律師尋求代表於二零一五年十月二十九日至二零一七年三月二十九日期間購買了Wins Finance證券的全體股東。該等訴訟均主張《美國證券交易法》項下的相同法定違規行為，總而言之指稱被告在Wins Finance的招股章程、新聞稿及向美國證券交易委員會(「美國證監會」)提交的文件中作出了有關其增長、業務前景及內控充足性的虛假及誤導性陳述，或未能披露相關重大事實。該等訴訟亦指稱，Wins Finance在提交予美國證監會的文件中虛假陳述了其主要執行人員的地點。該等訴訟進一步指稱，當相關錯誤陳述或遺漏被投資者知悉後，Wins Finance的股價下跌。原告尋求金額未定的損害賠償，包括利息、成本、律師費及法院認為正當的其他濟助。

於二零一七年七月，訴訟A的原告向美國地區法院提交通知，自願中止訴訟A，任何一方不受影響，亦毋須承擔任何訴費，法院隨後終止訴訟A。因此，Wins Finance董事認為，訴訟A不會產生或然負債。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 29. CONTINGENT LIABILITIES AND LITIGATION

(Continued)

(a) (Continued)

In June 2017, the court issued an order appointing lead plaintiffs and lead counsel for Lawsuit B. In August 2017, lead plaintiffs of Lawsuit B filed an amended class action complaint. The amended complaint claimed against Wins Finance for securities fraud purportedly arising from alleged misrepresentations concerning its principal executive offices (which alleged misrepresentations resulted in Wins Finance being added to, and then removed from, the Russell 2000 index). In October 2017, Wins Finance moved to dismiss the amended complaint for failure to state a claim against it. In March 2018, the court issued an order to deny Wins Finance's motion to dismiss. Thus, Lawsuit B proceeded to the fact gathering stage. In June 2018, counsel for the parties appeared before the court for an initial scheduling conference and the court entered a schedule for discovery and additional motions. In July 2018, the plaintiffs filed with the court proof of summons and amended complaint against certain individual defendants and in August 2018, such individual defendants moved to dismiss the amended complaint for failure to state a claim against them. In September 2018, the lead plaintiffs filed a motion seeking class certification. In that motion, the lead plaintiffs did not specify the amount of alleged class-wide damages, nor did they provide any methodology for the calculation of the same. Wins Finance's opposition to that motion was due in December 2018. In October 2018, the court issued an order dismissing the action against an individual defendant without prejudice, for the lead plaintiffs' failure to timely serve such individual defendant with the summons and amended complaint.

As a result of a private mediation conducted in November 2018, Wins Finance agreed in principle to settle the class action, on behalf of all remaining defendant parties. The Court granted preliminary approval of the settlement by order entered in March 2019, and has rescheduled a final settlement approval hearing on 18 May 2020.

As disclosed in note 2 to these condensed consolidated financial statements, control over Wins Finance was deemed to have lost since 1 April 2019. Accordingly, the directors of the Company have been unable to obtain sufficient documentary information regarding the Lawsuits.

### 29. 或然負債及訴訟 (續)

(a) (續)

於二零一七年六月，法院頒佈命令，就訴訟B委任首席原告及首席律師。於二零一七年八月，訴訟B的首席原告提交經修訂集體訴訟起訴書。經修訂起訴書指稱有關Wins Finance的主要行政人員的虛假陳述為證券欺詐提出索償（所指稱虛假陳述導致Wins Finance被列入羅素2000指數，後被剔除出該指數）。於二零一七年十月，Wins Finance動議因未能對其說明索償而駁回經修訂起訴書。於二零一八年三月，法院頒佈命令，拒絕Wins Finance的駁回動議。因此，訴訟B進行收集事實階段。於二零一八年六月，各方律師參加法院的初步時間表規劃會議，法院已就文件披露及額外動議決定時間表。於二零一八年七月，原告針對若干個人被告人向法院提交傳喚證明及經修訂起訴書，於二零一八年八月，該等個人被告人動議因未能對其說明索償而駁回經修訂起訴書。於二零一八年九月，首席原告提交動議，尋求集體認證。在該動議中，首席原告未說明指稱集體損害總金額，亦未提出任何相關計算方法。Wins Finance於二零一八年十二月提出對該動議的異議。於二零一八年十月，法院頒佈一項命令，駁回對一名個人被告人的訴訟，無損權利，理由是首席原告未能即時向該個人被告人送達傳訊令狀及經修訂起訴書。

由於二零一八年十一月進行庭外調解，Wins Finance已代表所有餘下被告人原則上同意和解該集體訴訟。法院已於二零一九年三月頒佈命令，初步批准和解，並重新計劃於二零二零年五月十八日舉行最終和解批准聆訊。

如該等簡明綜合財務報表附註2所披露，對Wins Finance之控制權已視為自二零一九年四月一日起失去。因此，本公司董事無法取得有關該等訴訟之充足文件資料。

## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

## 29. CONTINGENT LIABILITIES AND LITIGATION

(Continued)

(b) The hearing of the Petition was adjourned to 19 April 2021. At this stage, there is no information to suggest and hence may be premature for the Group to predict the outcome of this hearing as well as any potential loss (if any) that may arise.

## 30. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in these condensed consolidated financial statements, the following significant events of the Group occurred after the end of the reporting period:

### Proposed Restructuring

References are made to the announcements of the Company dated 13 August 2020, 27 August 2020, 17 November 2020, 23 November 2020, 27 November 2020, 30 December 2020, 22 January 2021, 5 February 2021 and 26 February 2021.

On 21 October 2020, SFC has approved the Investor to become a substantial shareholder of the Licensed Corporations.

On 17 November 2020 and 18 December 2020, the Company, the Provisional Liquidators and the Investor entered into the first supplemental deed and the second supplemental deed respectively, pursuant to which the parties agreed to further amend the terms of the Restructuring Deed and/or the First Loan Agreement.

On 24 December 2020, upon application made by the Provisional Liquidators, the High Court and the Grand Court have approved the convening of the Scheme Meetings.

On 22 January 2021, the resolution to approve the Scheme was duly passed at the Scheme Meetings.

On 2 February 2021 (Hong Kong time) and 3 February 2021 (Cayman Islands time), the High Court and the Grand Court have sanctioned without modification the Hong Kong ListCo Scheme under Hong Kong law and the Grand Court has sanctioned without modification the Cayman Islands ListCo Scheme under the Laws of Cayman Islands, respectively.

## 29. 或然負債及訴訟 (續)

(b) 呈請聆訊延期至二零二一年四月十九日舉行。現時本集團並無資料(亦可能為時過早)預測本次聆訊的結果及可能導致的任何潛在損失(如有)。

## 30. 報告期後事項

除該等簡明綜合財務報表其他地方所披露者外,本集團於報告期末後發生以下重大事件:

### 建議之重組

茲提述本公司日期為二零二零年八月十三日、二零二零年八月二十七日、二零二零年十一月十七日、二零二零年十一月二十三日、二零二零年十一月二十七日、二零二零年十二月三十日、二零二一年一月二十二日、二零二一年二月五日及二零二一年二月二十六日之公佈。

於二零二零年十月二十一日,證監會已批准投資者成為持牌公司的主要股東。

於二零二零年十一月十七日及二零二零年十二月十八日,本公司、臨時清盤人及投資者分別訂立第一份補充契據及第二份補充契據,據此訂約各方同意進一步修訂重組契據及/或第一份貸款協議之條款。

於二零二零年十二月二十四日,待臨時清盤人提出申請後,高等法院及大法院已同意召開計劃會議。

於二零二一年一月二十二日,批准計劃之決議案於計劃會議上已獲正式通過。

於二零二一年二月二日(香港時間)及二零二一年二月三日(開曼群島時間),高等法院及大法院已根據香港法例於並無作出修訂的情況下批准香港上市公司計劃以及大法院已根據開曼群島法律於並無作出修訂的情況下批准開曼群島上市公司計劃。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 30. EVENTS AFTER THE REPORTING PERIOD

(Continued)

#### Others

- (a) In March 2020, after the appointment of Provisional Liquidators to the Company, two of the key operating subsidiaries of the Group, namely Freeman Securities Limited (“FSL”) and Freeman Commodities Limited (“FCL”) are facing practical difficulties and challenges in maintaining sufficient level of operations, primarily due to various restrictions imposed by and/or agreed with the Stock Exchange and/or the SFC on their business operations, which include, among others, (i) prohibiting FSL and FCL from on-boarding new clients; and (ii) restricting FCL from transacting on behalf of its clients trades over a certain level of volume by the Stock Exchange, etc.

In November and December 2020, restriction (i) above has been uplifted and restriction (ii) above has been partially uplifted.

- (b) On 10 November 2020, FSL, the Provisional Liquidators, the Jiangsu Shagang Group Company Limited\* (江蘇沙鋼集團有限公司) (the “SSCL Purchaser”) and Cheery Plus Limited (the “SSCL Secured Creditor”) entered into a term sheet, pursuant to which FSL conditionally agreed to sell, and the SSCL Purchaser conditionally agreed to acquire, 12.17% of shareholding interest in the Securities Company at the consideration of Renminbi (“RMB”)600 million.

On 9 February 2021, FSL, the Provisional Liquidators, the SSCL Purchaser and the SSCL Secured Creditor entered into the SSCL Disposal Supplemental Term Sheet, pursuant to which the parties agreed to amend and supplement the terms of the SSCL Disposal Term Sheet. On the same date, FSL, the Provisional Liquidators and the SSCL Purchaser entered into the SSCL Share Transfer Agreement, pursuant to which FSL conditionally agreed to sell, and the SSCL Purchaser conditionally agreed to acquire, the SSCL Interest at the consideration of RMB600 million.

\* for identification purpose only

### 31. COMPARATIVE FIGURES

The comparative information for the six months ended 30 September 2019 presented in these condensed consolidated financial statements is restated to reflect the deconsolidation of the Deconsolidated Subsidiaries. The prior period condensed consolidated financial statements have not been revised, but the corresponding figures have been properly restated and/or appropriate disclosures have been made in the current period condensed consolidated financial statements.

### 30. 報告期後事項 (續)

#### 其他

- (a) 於二零二零年三月，於委任本公司之臨時清盤人後，本集團之兩間主要運營附屬公司，即民眾證券有限公司（「民眾證券」）及民眾期貨有限公司（「民眾期貨」），在保持足夠的業務水準方面面臨實際困難和挑戰，主要由於聯交所及／或證監會對其業務運營施加及／或同意之多項限制，包括（其中包括）(i)禁止民眾證券及民眾期貨接收新客戶；及(ii)聯交所限制民眾期貨代表客戶交易超過一定額度的交易。

於二零二零年十一月及十二月，上述第(i)項限制已獲解除及上述第(ii)項限制已獲部分解除。

- (b) 於二零二零年十一月十日，民眾證券、臨時清盤人、江蘇沙鋼集團有限公司（「申港證券買方」）及添樂有限公司（「申港證券有抵押債權人」）訂立條款書，據此，民眾證券有條件同意出售及申港證券買方有條件同意收購證券公司之12.17%股權，代價為人民幣（「人民幣」）600,000,000元。

於二零二一年二月九日，民眾證券、臨時清盤人、申港證券買方及申港證券有抵押債權人訂立申港證券出售事項補充條款書，據此訂約各方同意修訂及補充申港證券出售事項條款書之條款。於同日，民眾證券、臨時清盤人及申港證券買方訂立申港證券股份轉讓協議，據此民眾證券有條件同意出售，而申港證券買方有條件同意收購申港證券權益，代價為人民幣600,000,000元。

### 31. 比較數字

該等簡明綜合財務報表所呈列之截至二零一九年九月三十日止六個月之比較資料已重列以反映取消綜合入賬附屬公司之取消綜合入賬。先前期間簡明綜合財務報表未經修訂，但於本期簡明綜合財務報表內已妥為重列相應數字及／或作出適當披露。

## Management Discussion and Analysis 管理層討論及分析

### INTERIM DIVIDEND

The directors of Freeman FinTech Corporation Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") do not recommend the payment of an interim dividend for the six months ended 30 September 2020 (six months ended 30 September 2019: Nil).

### BUSINESS AND FINANCIAL REVIEW

#### BUSINESS REVIEW

The Company is an investment holding company whose subsidiaries are principally engaged in the provision of financial services in Hong Kong and the People's Republic of China (the "PRC"). As at the date of this report, the Group continues to carry out, amongst others, (i) provision of securities and futures brokerage services; (ii) provision of placing, underwriting and margin financing services; and (iii) provision of insurance brokerage and financial planning services.

The consolidated net loss for the six months ended 30 September 2020 (the "Period") of the Group was HK\$352 million (corresponding period in 2019: HK\$3,088 million, as restated). The consolidated net liabilities of the Group increased from HK\$2,331 million as at 31 March 2020 to HK\$2,544 million as at 30 September 2020. The consolidated net loss was mainly attributable to finance costs of HK\$316 million.

#### APPOINTMENT OF THE JOINT AND SEVERAL PROVISIONAL LIQUIDATORS AND WINDING-UP OF THE COMPANY

References are made to the announcements of the Company dated 14 May 2019, 27 February 2020, 28 February 2020, 6 April 2020, 27 May 2020, 27 August 2020, 27 November 2020, 1 December 2020 and 26 February 2021.

On 10 May 2019, the Petitioner filed the Petition against the Company with the High Court of Hong Kong Special Administrative Region (the "High Court").

On 27 February 2020, the Company received a Summons taken out by the Petitioner for the appointment of the joint and several provisional liquidators of the Company. At the direction of the High Court, the Summons was fixed for hearing before the High Court on 28 February 2020.

### 中期股息

民眾金融科技控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）董事不建議派發截至二零二零年九月三十日止六個月之中期股息（截至二零一九年九月三十日止六個月：無）。

### 業務及財務回顧

#### 業務回顧

本公司為一間投資控股公司，其附屬公司主要在香港及中華人民共和國（「中國」）從事提供金融服務。於本報告日期，本集團繼續開展（其中包括）(i)提供證券及期貨經紀服務；(ii)提供配售、包銷及孖展融資服務；及(iii)提供保險經紀及理財策劃服務。

本集團於截至二零二零年九月三十日止六個月（「本期間」）之綜合淨虧損為港幣352,000,000元（二零一九年同期：港幣3,088,000,000元，經重列）。本集團之綜合負債淨值由二零二零年三月三十一日之港幣2,331,000,000元增加至二零二零年九月三十日之港幣2,544,000,000元。綜合虧損淨額主要因融資成本港幣316,000,000元。

#### 委任共同及個別臨時清盤人及本公司清盤

茲提述本公司日期為二零一九年五月十四日、二零二零年二月二十七日、二零二零年二月二十八日、二零二零年四月六日、二零二零年五月二十七日、二零二零年八月二十七日、二零二零年十一月二十七日、二零二零年十二月一日及二零二一年二月二十六日之公佈。

於二零一九年五月十日，呈請人於香港特別行政區高等法院（「高等法院」）提出針對本公司之呈請。

於二零二零年二月二十七日，本公司接獲一份呈請人發出之傳票，乃有關委任本公司的共同及個別臨時清盤人。按高等法院之指示，傳票的聆訊定於二零二零年二月二十八日於高等法院進行。

## APPOINTMENT OF THE JOINT AND SEVERAL PROVISIONAL LIQUIDATORS AND WINDING-UP OF THE COMPANY (Continued)

On 28 February 2020, the High Court ordered that Messrs. Lai Kar Yan (Derek) and Ho Kwok Leung Glen of Deloitte Touche Tohmatsu be appointed as provisional liquidators (the “Provisional Liquidators”) of the Company with power to act jointly and severally until the determination of the Petition (or further order of the High Court). Pursuant to the PL Appointment Order, the Provisional Liquidators are empowered to, amongst others, take possession and control of assets of the Group, ascertain and investigate the affairs of the Group, and to carry on/close/cease the Group’s business operations (in so far for the purpose of protecting the assets).

On 26 March 2020, upon application made by the Provisional Liquidators, the High Court granted an order to extend the Provisional Liquidators’ power such that the Provisional Liquidators are empowered, *inter alia*, to consider and, if thought to be in the best interests of creditors of the Company, to enter into discussions and/or negotiations for and on behalf of the Company, for the purpose of, but not limited to, restructuring of the Company’s business and operations, and/or restructuring or rescheduling the Company’s indebtedness, or for the sale of its assets, provided that any such proposed restructuring, rescheduling or sale shall not be binding on the Company unless and until approved by the High Court.

On 4 November 2020, upon application made by the Provisional Liquidators, the Grant Court issued an order, which, among other things, recognised the PL Appointment Order and the Provisional Liquidators presenting and prosecuting a petition in the Grand Court in respect of the Scheme in furtherance of the proposed rescue and restructuring of the Company and its debts.

On 26 November 2020, the Provisional Liquidators and the Petitioner jointly applied to the High Court requesting to vacate the next adjourned hearing of the Petition to be fixed on 14 December 2020 and to adjourn it for 4 months to 19 April 2021. On 30 November 2020, the High Court has approved to adjourn the hearing of the Petition to 19 April 2021.

## 委任共同及個別臨時清盤人及本公司清盤 (續)

於二零二零年二月二十八日，高等法院頒令，德勤•關黃陳方會計師行之黎嘉恩先生及何國樑先生獲委任為本公司的共同及各別臨時清盤人（「臨時清盤人」），直至呈請獲裁定（或高等法院另行頒令）為止。根據臨時清盤人委任令，臨時清盤人有權（其中包括）佔有及控制本集團資產，確定及調查本集團事務以及進行／關閉／終止本集團業務運營（就此保護資產）。

於二零二零年三月二十六日，待臨時清盤人提出申請後，高等法院頒令，以向臨時清盤人授予額外的權力，其中包括但不限於考慮及在其認為符合本公司債權人最佳利益之情況下為及代表本公司進行討論及／或磋商，以（但不限於）重組本公司之業務及營運及／或重組或重訂本公司債務之償還，或出售其資產，惟除非及直至高等法院批准，任何有關建議重組、重訂本公司債務之償還或出售均對本公司不具有約束力。

於二零二零年十一月四日，待臨時清盤人提出申請後，大法院頒令，內容包括（其中包括），認可臨時清盤人委任令及臨時清盤人的委任以允許臨時清盤人向大法院陳述並提交有關計劃的呈請，以促進本公司及其債務的建議拯救和重組。

於二零二零年十一月二十六日，臨時清盤人及呈請人共同向高等法院申請取消二零二零年十二月十四日的呈請聆訊並延期四個月至二零二一年四月十九日。於二零二零年十一月三十日，高等法院已同意將呈請聆訊延期至二零二一年四月十九日進行。

## Management Discussion and Analysis 管理層討論及分析

### RESTRUCTURING OF THE COMPANY

References are made to the announcements of the Company dated 19 March 2020, 13 August 2020, 27 August 2020, 17 November 2020, 23 November 2020, 27 November 2020, 30 December 2020, 22 January 2021, 5 February 2021 and 26 February 2021.

#### Suspension of trading in shares of the Company

Trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has been suspended with effect from 1:12 p.m. on 28 February 2020.

#### Resumption Guidance

On 19 March 2020, the Company received a letter from the Stock Exchange, in which, *inter alia*, the Stock Exchange set out the following Resumption Guidance for the Company:

1. demonstrate the Company’s compliance with Rule 13.24 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”);
2. have the winding-up petition(s) withdrawn or dismissed and the joint and several provisional liquidators discharged; and
3. inform the market of all material information for the Company’s shareholders and other investors to appraise the Group’s position.

On 30 June 2020, the Company received a letter from the Stock Exchange, in which the Stock Exchange set out the following additional resumption guidance for the Company:

4. publish all outstanding financial results and address any audit modification(s).

Under Rule 6.01A(1) of the Listing Rules, it may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 27 August 2021. The Stock Exchange advised that if the Company fails to remedy the issues causing its trading suspension, fulfil the resumption guidance and fully comply with the Listing Rules to the Stock Exchange’s satisfaction, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company’s listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

### 本公司重組

茲提述本公司日期為二零二零年三月十九日、二零二零年八月十三日、二零二零年八月二十七日、二零二零年十一月十七日、二零二零年十一月二十三日、二零二零年十一月二十七日、二零二零年十二月三十日、二零二一年一月二十二日、二零二一年二月五日及二零二一年二月二十六日之公佈。

#### 本公司股份暫停買賣

本公司股份自二零二零年二月二十八日下午一時十二分起於香港聯合交易所有限公司（「聯交所」）暫停買賣。

#### 復牌指引

於二零二零年三月十九日，本公司收到一封聯交所信函，內容有關（其中包括）聯交所對本公司提出的復牌指引：

1. 證明本公司遵守聯交所證券上市規則（「上市規則」）第13.24條規定；
2. 撤回或撤銷本公司清盤呈請，以及解除共同及各別臨時清盤人的委任；及
3. 通知市場所有重要資訊，以供本公司股東及其他投資者評估本集團的狀況。

於二零二零年六月三十日，本公司收到一封聯交所信函，內容有關聯交所對本公司附加新一項復牌指引：

4. 發布所有未完成的財務結果，並處理任何審計的調整。

根據上市規則第6.01A(1)條，任何證券暫停買賣持續十八個月期間則可能被取消其上市。就本公司而言，該十八個月期間將於二零二一年八月二十七日屆滿。聯交所告知，倘本公司無法糾正導致其暫停買賣之問題、達成復牌指引並全面遵守上市規則以令聯交所信納，則上市科將建議上市委員會展開取消本公司上市地位之程序。根據上市規則第6.01及6.10條，聯交所亦有權給予較短之特定補救期（倘適用）。

## RESTRUCTURING OF THE COMPANY (Continued)

### Resumption Guidance (Continued)

The Company will take appropriate steps to fully comply with the Listing Rules to the Stock Exchange's satisfaction in order to have trading in the Company's shares resumed. The Company will keep the public informed of developments in this regard by making further announcements as and when appropriate.

### Proposed Restructuring of the Group

On 13 August 2020, the Company, the Provisional Liquidators and Radiant Alliance Limited (the "Investor") entered into the Term Sheet, setting out the key commercial terms of the proposed restructuring of the Company.

On 2 September 2020, the Provisional Liquidators obtained the sanction from the High Court for entering into, among others, the Term Sheet and all requisite agreements arising therefrom in order to implement the proposed Restructuring.

On 10 September 2020, the Company, the Provisional Liquidators and the Investor entered into the Restructuring Deed, pursuant to which the Company, the Provisional Liquidators and the Investor agreed on the principal terms of the Restructuring which shall include, among others, (a) the provision of the First Loan and the Second Loan by the Investor; (b) the Subscription; (c) the Share Premium Cancellation; (d) the Resumption; (e) if the Resumption is not approved by the Stock Exchange, the Acquisition; and (f) the Schemes.

The Investor is a limited liability company incorporated in the British Virgin Islands (the "BVI"), which is wholly-owned by Divine Artemis Limited and is in turn wholly-owned by Dr. Cheng Chi-Kong, Adrian. Dr. Cheng is the executive vice-chairman and chief executive officer of New World Development Company Limited; executive director of NWS Holdings Limited, New World Department Store China Limited and Chow Tai Fook Jewellery Group Limited; and a non-executive director of Giordano International Limited and New Century Healthcare Holding Co. Limited, all being listed public companies in Hong Kong.

Pursuant to the First Loan Agreement, the Investor has paid HK\$161,174,982, being an amount equivalent to the LC Agreed Consideration, to the Designated Account for the purpose of repayment to the LC Secured Lender upon all relevant conditions set out therein being satisfied.

## 本公司重組 (續)

### 復牌指引 (續)

本公司將採取適當措施以全面遵守上市規則令聯交所信納以恢復本公司之股份買賣。就上述事宜，本公司將於適當時候刊發進一步公佈，使公眾瞭解事態發展。

### 本集團建議重組

於二零二零年八月十三日，本公司、臨時清盤人及Radiant Alliance Limited (「投資者」)訂立條款書，載列本公司建議重組之主要商業條款。

於二零二零年九月二日，臨時清盤人已獲得高等法院批准，以訂立(其中包括)條款書以及為實施建議重組所產生之所有必要協議。

於二零二零年九月十日，本公司、臨時清盤人及投資者訂立重組契據，據此，本公司、臨時清盤人及投資者協定重組之主要條款，將包括以下各項(其中包括)：(a)投資者提供第一筆貸款及第二筆貸款；(b)認購事項；(c)註銷股份溢價；(d)復牌；(e)收購事項(倘復牌未獲聯交所批准)；及(f)該等計劃。

投資者為一間於英屬處女群島(「英屬處女群島」)註冊成立之有限公司，由Divine Artemis Limited全資擁有，且由鄭志剛博士全資擁有。鄭博士為新世界發展有限公司執行副主席兼行政總裁，新創建集團有限公司、新世界百貨中國有限公司及周大福珠寶集團有限公司之執行董事；以及佐丹奴國際有限公司及新世紀醫療控股有限公司之非執行董事，該等公司均為香港上市公司。

根據第一份貸款協議，投資者已經向指定賬戶支付港幣161,174,982元，即等於持牌公司協定代價之金額，旨在於所有相關條件獲達成後向持牌公司有抵押貸款人還款。



## Management Discussion and Analysis 管理層討論及分析

### RESTRUCTURING OF THE COMPANY *(Continued)*

#### Proposed Restructuring of the Group *(Continued)*

On 21 October 2020, the Securities and Futures Commission of Hong Kong (the "SFC") has approved the Investor to become a substantial shareholder of the Licensed Corporations.

As part of the Schemes, the Group will undergo a group reorganisation pursuant to which the Company will transfer all its right, title and interest in and to the Excluded Subsidiaries to a nominee of the Scheme Administrators at a nominal value. After such transfer, proceeds from the realisation of any existing assets of the Excluded Subsidiaries will be distributed for the benefit of the Scheme Creditors. Upon completion of the proposed Restructuring (subject to a number of conditions precedent being fulfilled or waived), the Retained Subsidiaries, namely Freeman Securities Limited ("FSL"), Freeman Commodities Limited ("FCL"), Freeman Corporate Finance Limited, Freeman Prestige Wealth Management Limited, People Securities Company Limited, Freeman Trustee Limited and the Turnbridge Companies will remain in the Retained Group.

On 24 December 2020, upon application made by the Provisional Liquidators, the Grand Court and the High Court have approved the convening of the Scheme Meetings.

On 22 January 2021, the resolution to approve the Scheme was duly passed at the Scheme Meetings.

On 2 February 2021 (Hong Kong time) and 3 February 2021 (Cayman Islands time), the High Court and the Grand Court have sanctioned without modification the Hong Kong ListCo Scheme under Hong Kong law and the Grand Court has sanctioned without modification the Cayman Islands ListCo Scheme under the Laws of Cayman Islands, respectively.

Upon Resumption, if so approved by the Stock Exchange, the Investor shall hold approximately 75% of the enlarged issued share capital of the Company upon completion of the First Loan Conversion, the Subscription, the issue of the Scheme Shares, the Placing Down and the Second Loan Conversion.

### 本公司重組 *(續)*

#### 本集團建議重組 *(續)*

於二零二零年十月二十一日，香港證券及期貨事務監察委員會（「證監會」）已批准投資者成為持牌公司的主要股東。

作為該等計劃之一部分，本集團將進行集團重組，據此，本公司將按名義價值將其於除外附屬公司之所有權利、所有權及權益轉讓予計劃管理人之代名人。於轉讓後，變現除外附屬公司任何現有資產之收益將分配予計劃債權人。於建議重組完成後（受多項先決條件獲達成或豁免所規限），保留附屬公司（即民眾證券有限公司（「民眾證券」）、民眾期貨有限公司（「民眾期貨」）、民眾企業融資有限公司、民眾卓越財富管理有限公司、萬眾證券有限公司、民眾信託有限公司及Turnbridge公司）將仍屬保留集團旗下公司。

於二零二零年十二月二十四日，待臨時清盤人提出申請後，大法院及高等法院均已同意召開計劃會議。

於二零二一年一月二十二日，批准計劃之決議案於計劃會議上已獲正式通過。

於二零二一年二月二日（香港時間）及二零二一年二月三日（開曼群島時間），高等法院及大法院已分別根據香港法例於並無作出修訂的情況下批准香港上市公司計劃以及根據開曼群島法律於並無作出修訂的情況下批准開曼群島上市公司計劃。

於復牌（倘聯交所批准）後，投資者將於完成第一筆貸款轉換、認購事項、發行計劃股份、配售減持及第二筆貸款轉換後持有本公司經擴大已發行股本之約75%。

## INVESTMENTS IN ASSOCIATES

As at 30 September 2020 and 31 March 2020, the Group held investments in associates with no value as the financial information of all the associates for the reporting periods are not available to the Group, representing (i) 31.74% (31 March 2020: 31.74%) effective shareholding interests in Imagination Holding Limited (“Imagination”), (ii) 28.13% (31 March 2020: 36.17%) shareholding interests in Jocasta Ventures Ltd (“Jocasta”), and (iii) 17.61% (31 March 2020: 31.38%) shareholding interests in FreeOpt Holdings Limited (“FreeOpt”).

Imagination is a company incorporated in the Republic of the Marshall Islands and an investment holding company. Its subsidiaries are principally engaged in the provision of money lending service and investment holding.

Jocasta is a company incorporated in the BVI and an investment holding Company. Its subsidiary is principally engaged in the provision of money lending service.

FreeOpt is a company incorporated in the Republic of the Marshall Islands and an investment holding company. Its subsidiaries are principally engaged in the provision of money lending service.

15% shareholding interest in Huiyue Financial Leasing (Ningbo) Co., Ltd.\* (輝月融資租賃(寧波)有限公司) held by the Group through Wins Finance Holdings Inc. (“Wins Finance”) has been deconsolidated effective from 1 April 2019, no such investment was recorded as at 30 September 2020 and 31 March 2020.

The Group accounted for the investments in associates using the equity method.

## 於聯營公司之投資

於二零二零年九月三十日及二零二零年三月三十一日，由於本集團無法獲得所有聯營公司於報告期間之財務資料，故本集團於聯營公司投資並無價值，相當於(i)Imagination Holding Limited (「Imagination」)的31.74%實際股權(二零二零年三月三十一日：31.74%)，(ii)Jocasta Ventures Ltd (「Jocasta」)的28.13%股權(二零二零年三月三十一日：36.17%)，及(iii)FreeOpt Holdings Limited (「FreeOpt」)的17.61%股權(二零二零年三月三十一日：31.38%)。

Imagination為於馬紹爾群島共和國註冊成立之公司及一間投資控股公司。其附屬公司主要從事提供借貸服務及投資控股。

Jocasta為於英屬處女群島註冊成立之公司及一間投資控股公司。其附屬公司主要從事提供借貸服務。

FreeOpt為於馬紹爾群島共和國註冊成立之公司及一間投資控股公司。其附屬公司主要從事提供借貸服務。

本集團透過Wins Finance Holdings Inc. (「Wins Finance」)持有輝月融資租賃(寧波)有限公司之15%股權已自二零一九年四月一日起取消綜合入賬，因此於二零二零年九月三十日及二零二零年三月三十一日並無錄得該投資。

本集團使用權益法將於聯營公司之投資入賬。

\* for identification purpose only

## Management Discussion and Analysis

### 管理層討論及分析

#### OTHER FINANCIAL ASSETS

As at 30 September 2020, the Group recorded non-current other financial assets of HK\$826 million (31 March 2020: HK\$686 million), representing (i) an unlisted equity investment with 12.17% (31 March 2020: 12.17%) equity interest in Shengang Securities Company Limited (the "Securities Company"), a full-licensed securities company in China (Shanghai) Pilot Free Trade Zone of the Closer Economic Partnership Arrangement between Mainland China and Hong Kong of HK\$801 million (31 March 2020: HK\$660 million) (with an original investment cost of Renminbi ("RMB") 525 million as at the end of both reporting periods), representing 52.1% (31 March 2020: 58.9%) of the total assets of the Group of HK\$1,537 million (31 March 2020: HK\$1,120 million); and (ii) listed securities of The Philippine Stock Exchange, Inc. ("PSE", whose shares are listed on The Philippine Stock Exchange, Inc., symbol: PSE) with a carrying amount of HK\$25 million (31 March 2020: HK\$26 million) (with an original investment cost of Philippines Peso ("PHP") 252 million as at the end of both reporting periods), representing 1.6% (31 March 2020: 2.3%) of the total assets of the Group, representing 1.2% (31 March 2020: 1.2%) of PSE's total issued shares.

##### i. Securities Company

The Securities Company is principally engaged in securities brokerage, securities underwriting and sponsoring, securities trading and securities asset management related businesses in China. Based on the unaudited management accounts of Securities Company for the nine months ended 30 September 2020, Securities Company recorded revenue of RMB1,054 million (equivalent to HK\$1,169 million), profit for the period of RMB278 million (equivalent to HK\$308 million), total assets of RMB9,572 million (equivalent to HK\$10,900 million) and net assets of RMB4,354 million (equivalent to HK\$4,958 million).

Based on the audited financial statements of the Securities Company for the year ended 31 December 2019, the Securities Company recorded revenue of RMB785 million (equivalent to HK\$890 million), net profit for the year of RMB75 million (equivalent to HK\$82 million), total assets of RMB9,475 million (equivalent to HK\$10,587 million) and net assets of RMB4,076 million (equivalent to HK\$4,555 million).

#### 其他金融資產

於二零二零年九月三十日，本集團錄得非流動其他金融資產港幣826,000,000元（二零二零年三月三十一日：港幣686,000,000元），指(i)於申港證券股份有限公司（「證券公司」，為《內地與香港關於建立更緊密經貿關係的安排》框架下於中國（上海）自由貿易試驗區的全牌照證券公司）12.17%（二零二零年三月三十一日：12.17%）股本權益的非上市股權投資港幣801,000,000元（二零二零年三月三十一日：港幣660,000,000元）（於兩個報告期末的初始投資成本為人民幣（「人民幣」）525,000,000元），佔本集團總資產港幣1,537,000,000元（二零二零年三月三十一日：港幣1,120,000,000元）的52.1%（二零二零年三月三十一日：58.9%）；及(ii)The Philippine Stock Exchange, Inc.（「PSE」，其股份於The Philippine Stock Exchange, Inc.上市，股份代號：PSE）的上市證券，賬面值港幣25,000,000元（二零二零年三月三十一日：港幣26,000,000元）（於兩個報告期末的初始投資成本為252,000,000菲律賓比索（「菲律賓比索」）），佔本集團總資產的1.6%（二零二零年三月三十一日：2.3%），相當於PSE已發行股份總數的1.2%（二零二零年三月三十一日：1.2%）。

##### i. 證券公司

證券公司主要在中國從事證券經紀、證券承銷與保薦、證券交易及證券資產管理相關業務。根據證券公司截至二零二零年九月三十日止九個月的未經審核管理賬目，證券公司錄得營業收入人民幣1,054,000,000元（相當於港幣1,169,000,000元）、期內溢利人民幣278,000,000元（相當於港幣308,000,000元）、總資產人民幣9,572,000,000元（相當於港幣10,900,000,000元）及資產淨值人民幣4,354,000,000元（相當於港幣4,958,000,000元）。

根據證券公司截至二零一九年十二月三十一日止年度的經審核財務報表，證券公司錄得營業收入人民幣785,000,000元（相當於港幣890,000,000元）、年內純利人民幣75,000,000元（相當於港幣82,000,000元）、總資產人民幣9,475,000,000元（相當於港幣10,587,000,000元）及資產淨值人民幣4,076,000,000元（相當於港幣4,555,000,000元）。

## OTHER FINANCIAL ASSETS (Continued)

### i. Securities Company (Continued)

References are made to the announcements of the Company dated 17 November 2020 and 10 February 2021. On 10 November 2020, FSL, an indirect wholly-owned subsidiary of the Company, the Provisional Liquidators, Jiangsu Shagang Group Company Limited\* (江蘇沙鋼集團有限公司) (the "SSCL Purchaser") and Cheery Plus Limited (the "SSCL Secured Creditor") entered into a term sheet, pursuant to which FSL conditionally agreed to sell, and the SSCL Purchaser conditionally agreed to acquire, 12.17% of shareholding interest in the Securities Company at the consideration of RMB600 million.

On 9 February 2021, FSL, the Provisional Liquidators, the SSCL Purchaser and the SSCL Secured Creditor entered into the SSCL Disposal Supplemental Term Sheet, pursuant to which the parties agreed to amend and supplement the terms of the SSCL Disposal Term Sheet. On the same date, FSL, the Provisional Liquidators and the SSCL Purchaser entered into the SSCL Share Transfer Agreement, pursuant to which FSL conditionally agreed to sell, and the SSCL Purchaser conditionally agreed to acquire, the SSCL Interest at the consideration of RMB600 million.

The SSCL Purchaser has paid RMB90 million to the Provisional Liquidators as deposit. As at the date of this report, the Securities Company did not have material impact on the earnings of the Group.

### ii. PSE

PSE and its subsidiaries are principally engaged in the provision of trading, clearing, depository and information services for the equity market in the Philippines. The stock price of the listed securities of PSE as at 30 September 2020 amounted to PHP157 (equivalent to HK\$25) per share (31 March 2020: PHP169 (equivalent to HK\$26) per share). Based on the third quarterly report of PSE for the nine months ended 30 September 2020, PSE and its subsidiaries recorded revenue of PHP889 million (equivalent to HK\$138 million), profit for the nine months of PHP377 million (equivalent to HK\$58 million), total assets of PHP6,640 million (equivalent to HK\$1,061 million) and net assets of PHP5,197 million (equivalent to HK\$830 million).

\* for identification purpose only

## 其他金融資產 (續)

### i. 證券公司 (續)

茲提述本公司日期為二零二零十一月十七日及二零二一年二月十日之公佈。於二零二零年十一月十日，民眾證券(本公司之間接全資附屬公司)、臨時清盤人、江蘇沙鋼集團有限公司(「申港證券買方」)及添樂有限公司(「申港證券有抵押債權人」)訂立條款書，據此，民眾證券有條件同意出售及申港證券買方有條件同意收購證券公司之12.17%股權，代價為人民幣600,000,000元。

於二零二一年二月九日，民眾證券、臨時清盤人、申港證券買方及申港證券有抵押債權人訂立申港證券出售事項補充條款書，據此訂約各方同意修訂及補充申港證券出售事項條款書之條款。於同日，民眾證券、臨時清盤人及申港證券買方訂立申港證券股份轉讓協議，據此民眾證券有條件同意出售，而申港證券買方有條件同意收購申港證券權益，代價為人民幣600,000,000元。

申港證券買方已向臨時清盤人支付人民幣90,000,000元作為按金。於本報告日期，證券公司對本集團的盈利並無重大影響。

### ii. PSE

PSE及其附屬公司主要從事為菲律賓股票市場提供交易、結算、存託及資訊服務。PSE上市證券於二零二零年九月三十日的股價為每股157菲律賓比索(相當於港幣25元)(二零二零年三月三十一日：每股169菲律賓比索(相當於港幣26元))。根據PSE截至二零二零年九月三十日止九個月的第三季度報告，PSE及其附屬公司錄得收益889,000,000菲律賓比索(相當於港幣138,000,000元)、九個月溢利377,000,000菲律賓比索(相當於港幣58,000,000元)、總資產6,640,000,000菲律賓比索(相當於港幣1,061,000,000元)及資產淨值5,197,000,000菲律賓比索(相當於港幣830,000,000元)。

## Management Discussion and Analysis

### 管理層討論及分析

#### OTHER FINANCIAL ASSETS (Continued)

##### ii. PSE (Continued)

Based on the annual report of PSE for the financial year ended 31 December 2019, PSE and its subsidiaries recorded revenue of PHP1,291 million (equivalent to HK\$196 million), profit for the year of PHP679 million (equivalent to HK\$103 million), total assets of PHP6,289 million (equivalent to HK\$966 million) and net assets of PHP4,817 million (equivalent to HK\$740 million). As at the date of this report, PSE did not have material impact on the earnings of the Group.

##### iii. Entity A

At the end of the Period, the Company had an unlisted equity investment with 15.20% (31 March 2020: 19.06%) equity interest in an investment holding Company ("Entity A"), with an original investment cost of HK\$600 million. For the year ended 31 March 2020, due to the non-cooperation of the management of Entity A, the directors of the Company (the "Directors") had been unable to obtain and access to the books and records and no sufficient financial information of Entity A as at and for the Period and the year ended 31 March 2020 is available to the Directors. As at 31 March 2019, the carrying amount of Entity A was HK\$842 million. There was a fair value loss of investment in Entity A of HK\$842 million recorded for the year ended 31 March 2020 and there were no carrying amount of Entity A as at 30 September 2020 and 31 March 2020.

#### INVESTMENT AT FAIR VALUE THROUGH PROFIT OR LOSS

Investment at fair value through profit or loss carries value less than 5% of the Group's total assets as at 30 September 2020 and 31 March 2020.

The Group recorded net unrealised gains of investments at fair value through profit or loss of HK\$11 million (corresponding period in 2019: net losses of HK\$10 million) for the Period.

The Group realised its investments in listed securities with a carrying value of HK\$120,000 (corresponding period in 2019: HK\$33,000) for aggregate gross proceeds of HK\$99,000 (corresponding period in 2019: Nil), resulting net realised losses of investments at fair value through profit or loss of HK\$21,000 (corresponding period in 2019: HK\$33,000) for the Period.

#### 其他金融資產 (續)

##### ii. PSE (續)

根據PSE截至二零一九年十二月三十一日止財政年度的年報，PSE及其附屬公司錄得收益1,291,000,000菲律賓比索（相當於港幣196,000,000元）、年內溢利679,000,000菲律賓比索（相當於港幣103,000,000元）、總資產6,289,000,000菲律賓比索（相當於港幣966,000,000元）及資產淨值4,817,000,000菲律賓比索（相當於港幣740,000,000元）。於本報告日期，對本集團的盈利並無重大影響。

##### iii. 實體A

於本期間末，本公司擁有非上市股權投資，即於一家投資控股公司（「實體A」）之15.20%（二零二零年三月三十一日：19.06%）股權，原投資成本為港幣600,000,000元。截至二零二零年三月三十一日止年度，由於實體A管理層並不合作，本公司董事（「董事」）無法獲得及查閱實體A於本期間及二零二零年三月三十一日及截至二零二零年三月三十一日止年度之賬簿及記錄以及董事並無獲提供充足財務資料。於二零一九年三月三十一日，實體A之賬面值為港幣842,000,000元。於截至二零二零年三月三十一日止年度錄得於實體A投資之公平值虧損港幣842,000,000元。於二零二零年九月三十日及二零二零年三月三十一日，並無實體A之賬面值。

#### 透過損益以公平值列賬之投資

於二零二零年九月三十日及二零二零年三月三十一日，透過損益以公平值列賬之投資之賬面值佔本集團總資產少於5%。

本期間內，本集團錄得透過損益以公平值列賬之投資的未變現收益淨額港幣11,000,000元（二零一九年同期：虧損淨額港幣10,000,000元）。

本期間內，本集團變現其賬面值港幣120,000元（二零一九年同期：港幣33,000元）的上市證券投資，所得款項總額為港幣99,000元（二零一九年同期：無），產生透過損益以公平值列賬之投資的已變現虧損淨額港幣21,000元（二零一九年同期：港幣33,000元）。

## FINANCIAL REVIEW DECONSOLIDATION OF COMPANIES LOST CONTROL

Since the books and records of some of the Company's subsidiaries (i.e. Wins Finance and its subsidiaries) are not available to the Provisional Liquidators and the Directors, the Directors cannot ascertain the financial position of those subsidiaries after 31 March 2019. Together with the fact that the Company has lost control over those subsidiaries, the Directors are of the view that those subsidiaries should be deconsolidated from the Group with effect from 1 April 2019.

## REVENUE AND PROFIT

For the Period, the Group's consolidated revenue was HK\$7 million (corresponding period in 2019: HK\$45 million, as restated), consolidated net loss was HK\$352 million (corresponding period in 2019: HK\$3,088 million, as restated). The consolidated net loss for the Period was mainly attributable to finance costs of HK\$316 million. Income from securities and futures brokerage, placing, underwriting and margin financing services was HK\$6 million, representing a decrease of 76.0% as compared to HK\$25 million in the corresponding period in 2019 due to adverse publicity surrounding the Group. Insurance brokerage income significantly decreased by 50.0% to HK\$2 million as compared to HK\$4 million in the corresponding period in 2019 due to the outbreak of COVID-19 and travel restrictions. The Group had no interest income from provision of finance for the Period as compared to HK\$15 million in the same corresponding period in 2019 as the Group had not engaged into new loan contracts for the Period. There was no corporate finance advisory fee for the Period (corresponding period in 2019: Nil). The Group had not recorded any factoring interest income for the Period as compared to HK\$907,000 for the same period in 2019 as the collectability of factoring interest receivable was considered not probable. There were also no commissions and fees from financial guarantee services or finance lease interest income for the Period and the same period in 2019 as the Group had deconsolidated these businesses since 1 April 2019.

## 財務回顧 取消綜合入賬失去控制權之公司

由於臨時清盤人及董事未能取得本公司若干附屬公司（即Wins Finance及其附屬公司）之賬簿及記錄，故董事未能確該等附屬公司於二零一九年三月三十一日後之財務狀況。加之本公司已失去對該等附屬公司之控制權，董事認為該等附屬公司應自二零一九年四月一日起取消於本集團綜合入賬。

## 收益及溢利

於本期間，本集團錄得綜合收益港幣7,000,000元（二零一九年同期：港幣45,000,000元，經重列），綜合淨虧損港幣352,000,000元（二零一九年同期：港幣3,088,000,000元，經重列）。本期間綜合虧損淨額主要歸因於融資成本港幣316,000,000元。證券及期貨經紀、配售、包銷及孖展融資服務的收入為港幣6,000,000元，較二零一九年同期的港幣25,000,000元減少76.0%，乃由於本集團的負面宣傳。保險經紀收入較二零一九年同期的港幣4,000,000元大幅減少50.0%至港幣2,000,000元，原因是爆發COVID-19及旅行限制。於本期間本集團並無錄得提供融資之利息收入，而二零一九年同期則為港幣15,000,000元，原因為本集團於本期間並無訂立新貸款合約。於本期間並無錄得企業融資顧問費（二零一九年同期：無）。本集團於本期間並無錄得任何保理利息收入，而二零一九年同期則為港幣907,000元，原因是收回應收保理利息的可能性不大。本期間及二零一九年同期並無錄得融資擔保服務的佣金及費用或融資租賃利息收入，因為本集團自二零一九年四月一日起已將該等業務取消綜合入賬。

## Management Discussion and Analysis

### 管理層討論及分析

#### REVENUE AND PROFIT (Continued)

The Group recorded an allowance for expected credit losses as provision for impairment loss of accounts receivable of HK\$1 million for the Period for its significant accounts receivable balance arising from the margin clients of the Group at the end of the reporting period. The Group had made no provision for impairment losses for loans receivable and factoring receivables for the Period (corresponding period in 2019: HK\$253 million and HK\$243 million, respectively) based on the ageing of the overdue balances, borrowers' creditworthiness and historical write-off experience, and represented the allowance provided for the estimated loss arising from the inability of third party borrowers to make required repayments to the Group as at 30 September 2020. The Group continued to follow up with other third party borrowers including convening litigations and arranging settlements.

The accumulated provision for impairment loss of loans receivable of HK\$1,792 million represented the allowance provided for the estimated loss in relation to certain third party borrowers that the Group believes that will not be able to fully collect the overdue balances.

The accumulated provision for impairment loss of factoring receivables of HK\$300 million represented the allowance provided for the estimated loss in relation to certain third parties that the Group has not received any repayment of the overdue factoring receivables.

The Group recorded loss on deconsolidation of subsidiaries of HK\$2,092 million for the six months ended 30 September 2019, as restated, as books and records could not be accessed and the Company has lost control of Wins Finance and its subsidiaries since 1 April 2019.

Finance costs of HK\$316 million for the Period (corresponding period in 2019: HK\$385 million, as restated) were mainly due to interest accrued due to default and cross-default on certain loans.

Other income and gains substantially increased to HK\$7 million for the Period (corresponding period in 2019: HK\$902,000, as restated). During the Period, the Group obtained government grants in Hong Kong of HK\$2 million under Employment Support Scheme and financial support in PRC of RMB2 million (equivalent to HK\$2 million) under Special Fund for Financial Services Development in Sino-Singapore Tianjin Eco-city\* (中新天津生態城金融服務產業發展專項資金) (corresponding period in 2019: Nil).

\* for identification purpose only

#### 收益及溢利 (續)

本集團於本期間就應收賬款減值虧損撥備港幣1,000,000元錄得預期信貸虧損撥備，因於報告期末其重大應收賬款結餘產生自本集團之孖展客戶。於本期間，本集團基於已逾期結餘的賬齡、借款人的信譽及過往撇銷經驗，並無計提應收貸款及應收保理款項之減值虧損撥備（二零一九年同期：分別為港幣253,000,000元及港幣243,000,000元），指於二零二零年九月三十日就因第三方借款人無法向本集團作出規定還款而產生的估計虧損作出的撥備。本集團繼續跟進其他第三方借款人，包括提起訴訟及安排和解。

應收貸款之減值虧損之累計撥備港幣1,792,000,000元，指就有關若干第三方借款人的估計虧損作出的撥備，本集團認為無法悉數收回其逾期結餘。

應收保理款項之減值虧損之累計撥備港幣300,000,000元，指就有關若干第三方借款人的估計虧損作出的撥備，本集團並未收到逾期應收保理款項的任何還款。

由於無法評估賬簿及記錄以及本公司自二零一九年四月一日起已失去Wins Finance及其附屬公司之控制權，故本集團於截至二零一九年九月三十日止六個月錄得取消綜合入賬附屬公司之虧損港幣2,092,000,000元（經重列）。

本期間融資成本港幣316,000,000元（二零一九年同期：港幣385,000,000元，經重列），乃主要由於拖欠及交叉拖欠若干貸款產生利息所致。

本期間其他收入及收益大幅增加至港幣7,000,000元（二零一九年同期：港幣902,000元，經重列）。於本期間，本集團根據保就業計劃獲得香港政府補助港幣2,000,000元及根據中新天津生態城金融服務產業發展專項資金於中國獲得財務支援人民幣2,000,000元（相當於港幣2,000,000元）（二零一九年同期：無）。

## REVENUE AND PROFIT (Continued)

The Group recorded a net unrealised gain on investments at fair value through profit or loss of HK\$11 million for the Period (corresponding period in 2019: net loss of HK\$10 million). No result has been shared from associates for the Period after the investments in associates were fully impaired during the year ended 31 March 2020 (corresponding period in 2019: shared loss of HK\$29 million).

Cost saving is a continuous aim in monitoring daily operations by the Group. This Period, general and administrative expenses amounted to HK\$41 million, representing a decrease of 32.8% as compared to HK\$61 million in the corresponding period in 2019 which was mainly due to a decrease in staff costs and legal and professional fees. Total employee benefit expenses (excluding directors' remuneration) amounted to HK\$16 million for the Period (corresponding period in 2019: HK\$18 million, as restated). Legal and professional fees amounted to HK\$3 million (corresponding period in 2019: HK\$8 million, as restated) were incurred for the Period mainly for the Petition with details as stated under the paragraphs headed "Contingent Liabilities" and for the legal proceedings against certain borrowers and margin clients with overdue balances.

Net loss attributable to shareholders of the Company ("Shareholders") for the Period was HK\$352 million (corresponding period in 2019: HK\$3,088 million, as restated). Basic and diluted loss per share was HK\$0.19 (corresponding period in 2019: HK\$1.86 per share, as restated).

## 收益及溢利 (續)

於本期間，本集團錄得透過損益以公平值列賬之投資之未變現收益淨額港幣11,000,000元（二零一九年同期：虧損淨額港幣10,000,000元）。於截至二零二零年三月三十一日止年度於聯營公司投資悉數減值後，於本期間並無分佔聯營公司之業績（二零一九年同期：應佔虧損港幣29,000,000元）。

節省成本為本集團監督日常經營之持續目標。本期間，一般及行政開支為港幣41,000,000元，較二零一九年同期的港幣61,000,000元減少32.8%，主要是由於員工成本與法律及專業費用減少所致。本期間僱員福利開支總額（不包括董事酬金）為港幣16,000,000元（二零一九年同期：港幣18,000,000元，經重列）。本期間主要就呈請（詳情如「或然負債」等段所述）及針對擁有逾期結餘之若干借款人及孖展客戶提出的法律訴訟產生法律及專業費用港幣3,000,000元（二零一九年同期：港幣8,000,000元，經重列）。

本期間內，本公司股東（「股東」）應佔虧損淨額為港幣352,000,000元（二零一九年同期：港幣3,088,000,000元，經重列）。每股基本及攤薄虧損為港幣0.19元（二零一九年同期：每股港幣1.86元，經重列）。



## Management Discussion and Analysis 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 September 2020, the Group had total assets of HK\$1,537 million (31 March 2020: HK\$1,120 million) and total liabilities of HK\$4,081 million (31 March 2020: HK\$3,451 million). The net liabilities of the Group as at 30 September 2020 were HK\$2,544 million (31 March 2020: HK\$2,331 million). As at 30 September 2020, net current liabilities of the Group amounted to HK\$3,363 million (31 March 2020: HK\$3,019 million) with cash and bank balances of HK\$156 million (31 March 2020: HK\$150 million) and the current ratio (current assets/current liabilities) was 0.17 (31 March 2020: 0.12). The Group had secured borrowings of HK\$2,683 million (31 March 2020: HK\$2,683 million) and unsecured borrowings of HK\$382 million (31 March 2020: HK\$73 million). Gearing ratio, calculated on the basis of the Group's borrowings divided by the equity attributable to ordinary equity holders of the Company were not available as at 30 September 2020 and 31 March 2020 as the Group had net deficits in its equities. The borrowings of the Group carried floating interest rates calculated by reference to the Hong Kong Dollar Prime Rate or lender's costs of funds were made in Hong Kong dollar and United States ("US") dollar. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Hong Kong dollar and US dollar. As Hong Kong dollar is pegged to US dollar, the foreign exchange risk exposures are considered limited. The Group did not have any financial instruments used for hedging purpose.

During the Period, the entire amount standing to the credit of the share premium account of the Company of HK\$2.78 billion had been cancelled, pursuant to the Restructuring Deed dated 10 September 2020. The credit arising from the cancellation of the share premium had applied towards offsetting the accumulated deficit of the Company.

As at 30 September 2020 and 31 March 2020, the Company has no capital commitments. As at 30 September 2020, the Group had net deficiencies in assets of HK\$2,544 million (31 March 2020: HK\$2,331 million).

### 流動資金、財務資源及資本架構

於二零二零年九月三十日，本集團總資產達港幣1,537,000,000元（二零二零年三月三十一日：港幣1,120,000,000元），及總負債達港幣4,081,000,000元（二零二零年三月三十一日：港幣3,451,000,000元）。於二零二零年九月三十日，本集團的負債淨值達港幣2,544,000,000元（二零二零年三月三十一日：港幣2,331,000,000元）。於二零二零年九月三十日，本集團的流動負債淨值達港幣3,363,000,000元（二零二零年三月三十一日：港幣3,019,000,000元），現金及銀行結餘為港幣156,000,000元（二零二零年三月三十一日：港幣150,000,000元），流動比率（流動資產／流動負債）為0.17（二零二零年三月三十一日：0.12）。於二零二零年九月三十日，本集團之有抵押借貸為港幣2,683,000,000元（二零二零年三月三十一日：港幣2,683,000,000元）及無抵押借貸為港幣382,000,000元（二零二零年三月三十一日：港幣73,000,000元）。由於本集團之股本出現虧絀，故並未提供於二零二零年九月三十日及二零二零年三月三十一日之借貸比率（按本集團的借貸除以本公司普通股權持有人應佔權益計算）。本集團之借貸參考港幣最優惠利率或貸款人的資金成本，按浮動利率計息，並以港幣及美元（「美元」）借入。本集團面臨因各種貨幣產生的外匯風險，主要與港幣及美元有關。由於港幣與美元掛鈎，外匯風險被認為有限。本集團並無任何用於對沖目的之金融工具。

於本期間，根據日期為二零二零年九月十日之重組契據，本公司股份溢價賬內之全部進賬額港幣27.8億元已註銷。註銷股份溢價產生之進賬已用於抵銷本公司之累計虧絀。

於二零二零年九月三十日及二零二零年三月三十一日，本公司並無資本承擔。於二零二零年九月三十日，本集團資產虧絀淨值為港幣2,544,000,000元（二零二零年三月三十一日：港幣2,331,000,000元）。

## PLEDGE OF ASSETS

As at 30 September 2020 and 31 March 2020, US\$90 million (equivalent to HK\$702 million) of borrowings were secured by the shares in the capital of certain wholly-owned subsidiaries of the Company, 20% equity interest of Wins Finance held by the Group, and personal guarantees given by Mr. Zhang Yongdong (“Mr. Zhang”, a substantial shareholder of the Company) and his spouse.

As at 30 September 2020 and 31 March 2020, US\$76 million (equivalent to HK\$593 million) and HK\$185 million of borrowings were secured by certain shares in the capital of a wholly-owned subsidiary of the Company, 17.26% equity interest of Wins Finance held by the Group, 63,660,000 shares of Pak Wing Group (Holdings) Limited (currently known as Quantong Holdings Limited) (Stock Code: 8316), certain shares held by Mr. Zhang and personal guarantees given by Mr. Zhang and his spouse.

As at 30 September 2020 and 31 March 2020, US\$99 million (equivalent to HK\$772 million) of borrowings were secured by 30% equity interest of Wins Finance held by the Group.

As at 30 September 2020 and 31 March 2020, HK\$429 million of borrowings were secured by 12.17% equity interest of the Securities Company held by the Group.

## EVENTS AFTER THE REPORTING PERIOD

### Proposed Restructuring

References are made to the announcements of the Company dated 13 August 2020, 27 August 2020, 17 November 2020, 23 November 2020, 27 November 2020, 30 December 2020, 22 January 2021, 5 February 2021 and 26 February 2021.

On 21 October 2020, SFC has approved the Investor to become a substantial shareholder of the Licensed Corporations.

On 17 November 2020 and 18 December 2020, the Company, the Provisional Liquidators and the Investor entered into the first supplemental deed and the second supplemental deed respectively, pursuant to which the parties agreed to further amend the terms of the Restructuring Deed and/or the First Loan Agreement.

On 24 December 2020, upon application made by the Provisional Liquidators, the High Court and the Grand Court have approved the convening of the Scheme Meetings.

## 資產抵押

於二零二零年九月三十日及二零二零年三月三十一日，借貸90,000,000美元（相當於港幣702,000,000元）以本公司若干全資附屬公司股本中的股份、本集團持有的Wins Finance的20%股本權益以及張永東先生（「張先生」，本公司之一名主要股東）及其配偶作出的個人擔保抵押。

於二零二零年九月三十日及二零二零年三月三十一日，76,000,000美元（相當於港幣593,000,000元）及港幣185,000,000元之借貸以本公司一間全資附屬公司股本中的若干股份、本集團持有的Wins Finance的17.26%股本權益、柏榮集團（控股）有限公司（現稱為全通控股有限公司）（股份代號：8316）的63,660,000股股份、張先生持有的若干股份以及張先生及其配偶作出的個人擔保抵押。

於二零二零年九月三十日及二零二零年三月三十一日，借貸99,000,000美元（相當於港幣772,000,000元）以本集團持有的Wins Finance的30%股本權益作抵押。

於二零二零年九月三十日及二零二零年三月三十一日，借貸港幣429,000,000元以本集團持有的證券公司的12.17%股本權益抵押。

## 報告期後事項

### 建議之重組

茲提述本公司日期為二零二零年八月十三日、二零二零年八月二十七日、二零二零年十一月十七日、二零二零年十一月二十三日、二零二零年十一月二十七日、二零二零年十二月三十日、二零二一年一月二十二日、二零二一年二月五日及二零二一年二月二十六日之公佈。

於二零二零年十月二十一日，證監會已批准投資者成為持牌公司的主要股東。

於二零二零年十一月十七日及二零二零年十二月十八日，本公司、臨時清盤人及投資者分別訂立第一份補充契據及第二份補充契據，據此訂約各方同意進一步修訂重組契據及／或第一份貸款協議之條款。

於二零二零年十二月二十四日，待臨時清盤人提出申請後，高等法院及大法院已同意召開計劃會議。

## Management Discussion and Analysis 管理層討論及分析

### EVENTS AFTER THE REPORTING PERIOD

(Continued)

#### Proposed Restructuring (Continued)

On 22 January 2021, the resolution to approve the Scheme was duly passed at the Scheme Meetings.

On 2 February 2021 (Hong Kong time) and 3 February 2021 (Cayman Islands time), the High Court and the Grand Court have sanctioned without modification the Hong Kong ListCo Scheme under Hong Kong law and the Grand Court has sanctioned without modification the Cayman Islands ListCo Scheme under the Laws of Cayman Islands, respectively.

#### Others

(a) In March 2020, after the appointment of Provisional Liquidators to the Company, two of the key operating subsidiaries of the Group, namely FSL and FCL are facing practical difficulties and challenges in maintaining sufficient level of operations, primarily due to various restrictions imposed by and/or agreed with the Stock Exchange and/or the SFC on their business operations, which include, among others, (i) prohibiting FSL and FCL from on-boarding new clients; and (ii) restricting FCL from transacting on behalf of its clients trades over a certain level of volume by the Stock Exchange, etc.

In November and December 2020, restriction (i) above has been uplifted and restriction (ii) above has been partially uplifted.

(b) On 21 September 2020, a wholly-owned subsidiary of the Company ("Subsidiary A") and an independent third party ("Assignee A") entered into a deed of assignment, pursuant to which, Subsidiary A agreed to sell certain loans receivable, and Assignee A agreed to purchase for a consideration of HK\$143 million. On 29 October 2020, the full consideration amount was received.

### 報告期後事項 (續)

#### 建議之重組 (續)

於二零二一年一月二十二日，批准計劃之決議案於計劃會議上已獲正式通過。

於二零二一年二月二日（香港時間）及二零二一年二月三日（開曼群島時間），高等法院及大法院已分別根據香港法例於並無作出修訂的情況下批准香港上市公司計劃以及根據開曼群島法律於並無作出修訂的情況下批准開曼群島上市公司計劃。

#### 其他

(a) 於二零二零年三月，於委任本公司之臨時清盤人後，本集團之兩間主要運營附屬公司，即民眾證券及民眾期貨，在保持足夠的業務水準方面面臨實際困難和挑戰，主要由於聯交所及／或證監會對其業務運營施加及／或同意之多項限制，包括（其中包括）(i)禁止民眾證券及民眾期貨接收新客户；及(ii)聯交所限制民眾期貨代表客戶交易超過一定額度的交易。

於二零二零年十一月及十二月或前後，上述第(i)項限制已獲解除及上述第(ii)項限制已獲部分解除。

(b) 於二零二零年九月二十一日，本公司之全資附屬公司（「附屬公司A」）與一名獨立第三方（「受讓人A」）訂立轉讓契據，據此，附屬公司A同意出售及受讓人A同意購買若干應收貸款，代價為港幣143,000,000元。於二零二零年十月二十九日，本公司已收到全部代價款項。

## EVENTS AFTER THE REPORTING PERIOD

(Continued)

### Others (Continued)

(c) On 10 November 2020, FSL, the Provisional Liquidators, the SSCL Purchaser and the SSCL Secured Creditor entered into a term sheet, pursuant to which FSL conditionally agreed to sell, and the SSCL Purchaser conditionally agreed to acquire, 12.17% of shareholding interest in the Securities Company at the consideration of RMB600 million.

On 9 February 2021, FSL, the Provisional Liquidators, the SSCL Purchaser and the SSCL Secured Creditor entered into the SSCL Disposal Supplemental Term Sheet, pursuant to which the parties agreed to amend and supplement the terms of the SSCL Disposal Term Sheet. On the same date, FSL, the Provisional Liquidators and the SSCL Purchaser entered into the SSCL Share Transfer Agreement, pursuant to which FSL conditionally agreed to sell, and the SSCL Purchaser conditionally agreed to acquire, the SSCL Interest at the consideration of RMB600 million.

## CONTINGENT LIABILITIES

On 10 May 2019, the Petitioner filed the Winding-up Petition against the Company with the High Court. The next adjourned hearing is scheduled on 19 April 2021. As of the date of this report, the amount of total loss is uncertain.

Save as disclosed elsewhere in this report, the Group is not aware of other material contingent liabilities as at 30 September 2020 and 31 March 2020.

## EMPLOYEES' REMUNERATION POLICY AND RETIREMENT BENEFITS SCHEME

As at 30 September 2020, the Group employed 53 staff members including the Directors (30 September 2019: 83 staff members, as restated). Staff costs incurred for the Period, including directors' remuneration, were HK\$22 million (corresponding period in 2019: HK\$28 million, as restated). The Company has adopted a share option scheme and the Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme under the Mandatory Provident Fund Schemes Ordinance for its employees. During the Period, no share options were granted, cancelled or exercised, and 31,363,522 share options lapsed. Subsequent to the reporting Period, no share options were granted, cancelled or exercised, and all outstanding 84,532,110 share options lapsed.

## 報告期後事項 (續)

其他 (續)

(c) 於二零二零年十一月十日，民眾證券、臨時清盤人、申港證券買方及申港證券有抵押債權人訂立條款書，據此，民眾證券有條件同意出售及申港證券買方有條件同意收購證券公司之12.17%股權，代價為人民幣600,000,000元。

於二零二一年二月九日，民眾證券、臨時清盤人、申港證券買方及申港證券有抵押債權人訂立申港證券出售事項補充條款書，據此訂約各方同意修訂及補充申港證券出售事項條款書之條款。於同日，民眾證券、臨時清盤人及申港證券買方訂立申港證券股份轉讓協議，據此民眾證券有條件同意出售，而申港證券買方有條件同意收購申港證券權益，代價為人民幣600,000,000元。

## 或然負債

於二零一九年五月十日，呈請人於高等法院針對本公司提出清盤呈請。下一個聆訊日期訂為二零二一年四月十九日。於本報告日期，總虧損金額尚未確定。

除本報告其他章節所披露者外，本集團並不知悉於二零二零年九月三十日及二零二零年三月三十一日之其他重大或然負債。

## 僱員薪酬政策及退休福利計劃

於二零二零年九月三十日，本集團僱用53名員工，當中包括董事（二零一九年九月三十日：83名員工，經重列）。本期間包括董事酬金在內之僱員成本為港幣22,000,000元（二零一九年同期：港幣28,000,000元，經重列）。本公司已採納一項購股權計劃，而本集團已根據強制性公積金計劃條例，為僱員設立一項定額供款強制性公積金退休福利計劃。於本期間，概無授出、註銷或行使任何購股權，31,363,522份購股權已失效。隨報告期後，概無授出、註銷或行使任何購股權，以及所有尚未行使之84,532,110份購股權已失效。

## Management Discussion and Analysis

### 管理層討論及分析

#### PROSPECTS

References are made to the announcements of the Company dated 17 November 2020, 23 November 2020 and 27 November 2020. The Company has entered into a Restructuring Deed with the Investor where the principal terms of the Restructuring which shall include, among others, (a) the provision of the First Loan and the Second Loan by the Investor; (b) the Subscription; (c) the Share Premium Cancellation; (d) the Resumption; (e) if the Resumption is not approved by the Stock Exchange, the Acquisition; and (f) the Schemes. Upon completion of the proposed Restructuring (subject to a number of conditions precedent being fulfilled or waived), the Company's right, title and interest in and to the Excluded Subsidiaries will be transferred to a nominee of the Scheme Administrators and the Excluded Subsidiaries will cease to be subsidiaries of the Company. All the claims against the Company by the creditors will be discharged and compromised in full, the financial and liquidity position of the Retained Group will be substantially improved.

The Directors are confident that upon completion of the proposed Restructuring and coupled with the support from the Investor, the Retained Group's business will be improved and the Retained Group will have sufficient level of operations to maintain its listing status.

#### 前景

茲提述本公司日期為二零二零年十一月十七日、二零二零年十一月二十三日及二零二零年十一月二十七日之公佈。本公司已與投資者訂立重組契據，其中，重組之主要條款將包括（其中包括）：(a)投資者提供第一筆貸款及第二筆貸款；(b)認購事項；(c)註銷股份溢價；(d)復牌；(e)收購事項（倘復牌未獲聯交所批准）；及(f)該等計劃。於建議重組完成後（受多項先決條件獲達成或豁免所規限），本公司於除外附屬公司之權利、所有權及權益將轉讓予計劃管理人之代名人，且除外附屬公司將不再是本公司之附屬公司。債權人對本公司提出之所有索償將悉數解除及和解，保留集團之財務及流動資金狀況將大幅改善。

董事相信，於建議重組完成後並在投資者支持下，保留集團之業務將得到改善，且保留集團將擁有足夠營運水平來維持其上市地位。

## Disclosure of Other Information 其他資料之披露

### SHARE OPTION SCHEME

The share option scheme was adopted by Freeman FinTech Corporation Limited (the "Company") on 31 August 2012 (the "2012 Scheme") with a term of ten years.

Movements on the number of share options outstanding during the period are as follows:

### 購股權計劃

購股權計劃由民眾金融科技控股有限公司（「本公司」）於二零一二年八月三十一日採納（「二零一二年計劃」），有效期為十年。

期內未行使購股權數目之變動如下：

Date of grant	授出日期	Balance as at 01-04-2020 於二零二零年 四月一日之餘額	Forfeited/ lapsed during the period 期內沒收／ 失效	Balance as at 30-09-2020 於二零二零年 九月三十日之 餘額	Approximate percentage of the issued share capital (Note 1) 佔已發行股本之 概約百分比 (附註1)
23-04-2015	二零一五年四月二十三日	58,827,582	-	58,827,582	3.15%
06-08-2018	二零一八年八月六日	57,068,050	(31,363,522)	25,704,528	1.38%
Total	總計	115,895,632	(31,363,522)	84,532,110	4.53%

Note 1: The percentage is calculated based on the total number of issued shares of the Company as at 30 September 2020 (i.e. 1,868,176,188 shares).

附註1：該百分比基於本公司於二零二零年九月三十日之已發行股份總數（即1,868,176,188股）計算。

During the six months ended 30 September 2020, no share options were granted, cancelled or exercised, 31,363,522 share options lapsed. As at 30 September 2020, there were 84,532,110 (31 March 2020: 115,895,632) share options outstanding under the 2012 Scheme.

截至二零二零年九月三十日止六個月，概無購股權獲授出、取消或獲行使，31,363,522份購股權已失效。於二零二零年九月三十日，二零一二年計劃項下84,532,110份購股權（二零二零年三月三十一日：115,895,632份）尚未行使。

## Disclosure of Other Information

### 其他資料之披露

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2020, based on the register kept by the Company, the interests of the Directors and chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company or any of its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO") or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

#### 董事於股份及相關股份之權益及淡倉

於二零二零年九月三十日，據本公司存置之登記冊所載列，董事及本公司主要行政人員以及彼等之聯繫人於本公司或其任何相聯法團之股份、相關股份及債權證中，擁有須記入本公司根據證券及期貨條例（「證券及期貨條例」）第352條須存置之登記冊內，或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益如下：

Name of Directors	Capacity	Number of shares and underlying shares held	Deemed interests in number of shares and underlying shares	Total	Approximate percentage of the issued share capital
董事名稱	身份	所持股份及相關股份數目	視作於股份及相關股份數目中擁有權益	總計	佔已發行股本概約百分比
Mr. An Dong 安東先生	Beneficial owner 實益擁有人	–	1,568,176(L) (Note 1) (附註1)	1,568,176(L)	0.08%(L)
Mr. Fung Tze Wa 馮子華先生	Beneficial owner 實益擁有人	–	1,568,176(L) (Note 1) (附註1)	1,568,176(L)	0.08%(L)
Mr. Wu Keli 巫克力先生	Beneficial owner 實益擁有人	–	1,568,176(L) (Note 1) (附註1)	1,568,176(L)	0.08%(L)

(L): Long position

(L): 好倉

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Note 1: These share options were granted on 6 August 2018 by the Company under the 2012 Scheme. In December 2020, notices were given to each existing share option holder according to the terms of the 2012 Scheme to exercise their share options until close of business on 15 January 2021. As at close of business on 15 January 2021, no share options were exercised and thus all share options granted under the 2012 Scheme have lapsed and are not exercisable.

The interests stated above represent the Directors' interests in the shares of the Company (the "Shares"). Save as disclosed above and based on the register kept by the Company, as at 30 September 2020, none of the Directors, chief executives nor their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the above section headed "DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES" and note 26 to the condensed consolidated financial statements headed "Share Option Scheme", at no time during the six months ended 30 September 2020 was the Company or any of its subsidiaries a party to any arrangements 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, and none of the Directors, or their spouses or children under the age of eighteen, had any right to subscribe for the securities of the Company, or had exercised any such rights during the period ended 30 September 2020.

## 董事於股份及相關股份之權益及淡倉 (續)

附註1：該等購股權由本公司於二零一八年八月六日根據二零一二年計劃授出。於二零二零年十二月，根據二零一二購股權計劃之條款已向各現有購股權持有人發出通知，以於二零二一年一月十五日營業時間結束之前行使彼等之購股權。於二零二一年一月十五日營業時間結束，概無購股權獲行使，因此根據二零一二計劃授出之購股權均已失效及不可行使。

上文所述之權益指董事於本公司股份（「股份」）之權益。除上文所披露者外及據本公司存置之登記冊所載列，於二零二零年九月三十日，概無董事、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之股份、相關股份及債權證中，擁有須記入根據證券及期貨條例第352條須存置之登記冊內，或根據上市規則須知會本公司及聯交所之任何權益或淡倉。

## 董事購買股份或債權證之權利

除上文「董事於股份及相關股份之權益及淡倉」一節及簡明綜合財務報表附註26「購股權計劃」所披露者外，於截至二零二零年九月三十日止六個月期間任何時間，本公司或其任何附屬公司並無訂立任何安排，使董事可藉購買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）而獲得利益，且並無任何董事或其配偶或未滿十八歲子女擁有任何認購本公司證券之權利，或已於截至二零二零年九月三十日止期間行使任何該等權利。



## Disclosure of Other Information

### 其他資料之披露

#### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2020, based on the register kept by the Company, the following persons have interests or short position in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, as known to the Company or recorded in the register maintained by the Company pursuant to Section 336 of the SFO:

Name of substantial shareholders	Capacity	Total	Approximate percentage of the issued share capital
主要股東名稱	身份	總計	佔已發行股本概約百分比
Mr. Zhang Yongdong (Note 1) 張永東先生(附註1)	Beneficial owner 實益擁有人	100,076,600 (L) 159,574,600 (S)	5.35% (L) 8.54% (S)
InterGlobal Trust Limited (Note 2) 平盛信託有限公司(附註2)	Interest in controlled corporation 於受控制法團的權益	300,000,000 (L)	16.05% (L)

(L): Long Position

(S): Short Position

(L): 好倉

(S): 淡倉

Note 1: These shares were held by Galaxy Strategic Investment Co. Ltd., a company wholly-owned by Mr. Zhang Yongdong.

附註1: 該等股份由Galaxy Strategic Investment Co. Ltd. (張永東先生全資擁有之公司)持有。

Note 2: InterGlobal Trust Limited is the sole trustee for Win Faith Trust whose sole beneficiary is Mr. Liang Yahong.

附註2: 平盛信託有限公司為Win Faith Trust的唯一受託人, Win Faith Trust的唯一受益人為梁亞宏先生。

Save as disclosed above and based on the register kept by the Company, the Company had not been notified by any persons who had interests or short positions in the shares and underlying shares of the Company at 30 September 2020 as recorded in the register of the Company required to be kept under Section 336 of the SFO.

除上文所披露者外以及據本公司存置之登記冊所載列,於二零二零年九月三十日,本公司並未獲任何人士知會,其於本公司股份及相關股份中擁有須記入根據證券及期貨條例第336條存置之本公司登記冊之權益或淡倉。

#### 主要股東及其他人士於股份及相關股份之權益

於二零二零年九月三十日,據本公司存置之登記冊所載列,就本公司所知,或本公司根據證券及期貨條例第336條存置之登記冊所記錄,以下人士持有於本公司股份及相關股份之權益或淡倉,為本公司已發行股本5%或以上:

## **SHARE CAPITAL AND SHARE OPTIONS**

Details of the movement in the share capital and share options of the Company during the six months ended 30 September 2020 are set out in notes 25 and 26 to the condensed consolidated financial statements respectively.

During the six months ended 30 September 2020, no share options were granted, cancelled or exercised, 31,363,522 share options lapsed. As at 30 September 2020, there were 84,532,110 (31 March 2020: 115,895,632) share options outstanding under the 2012 Scheme. In December 2020, notices were given to each existing share option holder according to the terms of the 2012 Scheme to exercise their share options until close of business on 15 January 2021. As at close of business on 15 January 2021, no share options were exercised and thus all share options granted under the 2012 Scheme have lapsed and are not exercisable.

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

During the period ended 30 September 2020, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the listed securities of the Company.

## **CHANGES IN DIRECTORS' INFORMATION**

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in Directors' information since the date of 2019/2020 Annual Report of the Company are set out below:

- Mr. Ye Ye resigned as Chairman of the Board and Executive Director of the Company with effect from 1 July 2020.
- Mr. Yang Haoying resigned as Executive Director of the Company with effect from 1 July 2020.
- Mr. Fung Tze Wa, an Independent Non-executive Director of the Company, has been appointed as an independent non-executive director of China Wood International Holding Co., Limited (Stock Code: 1822, whose shares are listed on the Main Board of the Stock Exchange) since 15 May 2020. He resigned as independent non-executive director of Sheng Yuan Holdings Limited (Stock Code: 851), Citychamp Watch & Jewellery Group Limited (Stock Code: 256) and China Wood International Holding Co., Limited (Stock Code: 1822) with effect from 19 June 2020, 1 September 2020 and 31 December 2020 respectively.

## **股本及購股權**

截至二零二零年九月三十日止六個月，本公司股本及購股權變動詳情分別載於簡明綜合財務報表附註25及附註26。

截至二零二零年九月三十日止六個月，概無購股權獲授出、取消或獲行使，31,363,522份購股權失效。於二零二零年九月三十日，二零一二計劃項下84,532,110（二零二零年三月三十一日：115,895,632）份購股權未獲行使。於二零二零年十二月，根據二零一二購股權計劃之條款已向各現有購股權持有人發出通知，以於二零二一年一月十五日營業時間結束之前行使彼等之購股權。於二零二一年一月十五日營業時間結束，概無購股權獲行使，因此根據二零一二計劃授出之購股權均已失效及不可行使。

## **購買、出售或贖回本公司之上市證券**

於截至二零二零年九月三十日止期間，本公司及其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

## **董事資料變動**

根據上市規則第13.51B(1)條，自本公司二零一九／二零二零年年報日期起，董事資料變動載列如下：

- 叶燁先生自二零二零年七月一日起辭任董事會主席及本公司執行董事。
- 楊浩英先生自二零二零年七月一日起辭任本公司執行董事。
- 本公司獨立非執行董事馮子華先生自二零二零年五月十五日起獲委任為中木國際控股有限公司（股份代號：1822，股份於聯交所主板上市）獨立非執行董事。彼分別自二零二零年六月十九日、二零二零年九月一日及二零二零年十二月三十一日起辭任盛源控股有限公司（股份代號：851）、冠城鐘錶珠寶集團有限公司（股份代號：256）及中木國際控股有限公司（股份代號：1822）之獨立非執行董事。

## Disclosure of Other Information

### 其他資料之披露

#### CHANGES IN DIRECTORS' INFORMATION

(Continued)

- Mr. An Dong, an Independent Non-executive Director of the Company, resigned as an independent non-executive director of Sheng Yuan Holdings Limited (Stock Code: 851) with effect from 19 June 2020.
- Mr. Yau Pak Yue, an Executive Director of the Company, has been appointed as a non-executive director of Daisho Microline Holdings Limited (Stock Code: 567, whose shares are listed on the Main Board of the Stock Exchange) and an independent non-executive director of Fullsun International Holdings Group Co., Limited (Stock Code: 627, whose shares are listed on the Main Board of the Stock Exchange), since 3 September 2020 and 14 December 2020 respectively.
- Mr. Choi Wai Hong, Clifford, an Executive Director of the Company, has been appointed as an independent non-executive director of Samson Paper Holdings Limited (Provisional Liquidators Appointed) (Stock Code: 731, whose shares are listed on the Main Board of the Stock Exchange) and Bolina Holding Co., Ltd. (In liquidation) (Stock Code: 1190, whose shares were listed on the Main Board of the Stock Exchange until 9 March 2021) since 16 July 2020 and 13 January 2021 respectively.

#### AUDIT COMMITTEE

The condensed consolidated financial statements of the Company for the six months ended 30 September 2020 have not been audited, but have been reviewed by the Company's external auditor, Crowe (HK) CPA Limited in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the Hong Kong Institute of Certified Public Accountants. The Audit Committee of the Company comprises three Independent Non-executive Directors (the "INEDs"). Following the appointment of the Provisional Liquidators on 28 February 2020, (a) the powers of the Directors have been transferred to and assumed by the Provisional Liquidators; (b) the Provisional Liquidators have the power to authorise any Director as they think fit to assist them in managing the affairs of the Company and only the current Executive Directors and Non-executive Directors, namely Mr. Yau Pak Yue, Mr. Choi Wai Hong, Clifford, Ms. Ang Mei Lee Mary and Mr. Chung Wai Man (the "Authorised Directors") have been so authorised; and (c) no current INEDs has been involved in any affairs of the Company, thus, the Audit Committee has not been maintained as required by the Listing Rules and has not reviewed the interim results. Appropriate personnel will be appointed as members of Audit Committee before the resumption of the trading in the shares of the Company on the Stock Exchange.

#### 董事資料變動 (續)

- 本公司獨立非執行董事安東先生自二零二零年六月十九日起辭任盛源控股有限公司 (股份代號: 851) 之獨立非執行董事。
- 本公司執行董事邱伯瑜先生自二零二零年九月三日及二零二零年十二月十四日起分別獲委任為大昌微綫集團有限公司 (股份代號: 567, 其股份於聯交所主板上市) 之非執行董事及福晟國際控股集團有限公司 (股份代號: 627, 其股份於聯交所主板上市) 之獨立非執行董事。
- 本公司執行董事蔡偉康先生自二零二零年七月十六日及二零二一年一月十三日起分別獲委任為森信紙業集團有限公司 (已委任臨時清盤人) (股份代號731, 其股份於聯交所主板上市) 及航標控股有限公司 (清盤中) (股份代號1190, 其股份於聯交所主板上市直至二零二一年三月九日) 之獨立非執行董事。

#### 審核委員會

本公司截至二零二零年九月三十日止六個月的簡明綜合財務報表並未審核, 但已由本公司外部核數師國富浩華 (香港) 會計師事務所有限公司根據香港會計師公會頒佈的香港審閱工作準則第2410號由實體的獨立核數師執行中期財務資料審閱進行審閱。本公司之審核委員會由三名獨立非執行董事 (「獨立非執行董事」) 組成。於二零二零年二月二十八日委任臨時清盤人後, (a) 董事權力已移交臨時清盤人, 並由彼等承擔; (b) 臨時清盤人有權授權任何彼等認為合適之董事協助彼等管理本公司之事務, 且只有現有執行董事及非執行董事 (即邱伯瑜先生、蔡偉康先生、洪美莉女士及鍾衛民先生) (「授權董事」) 已獲此授權; 及 (c) 現有獨立非執行董事概無參與本公司之任何事務, 因此並未按上市規則規定維持審核委員會及審閱中期業績。本公司將於本公司股份於聯交所恢復買賣前委任合適人選擔任審核委員會成員。

## **REMUNERATION COMMITTEE**

The Remuneration Committee comprises three INEDs. Following the appointment of the Provisional Liquidators on 28 February 2020, (a) the powers of the Directors have been transferred to and assumed by the Provisional Liquidators; (b) the Provisional Liquidators have the power to authorise any Director as they think fit to assist them in managing the affairs of the Company and only the Authorised Directors have been so authorised; and (c) no current INEDs has been involved in any affairs of the Company, thus, the Remuneration Committee has not been maintained as required by the Listing Rules. Appropriate personnel will be appointed as members of Remuneration Committee before the resumption of the trading in the shares of the Company on the Stock Exchange.

## **NOMINATION COMMITTEE**

The Nomination Committee comprises three INEDs. Following the appointment of the Provisional Liquidators on 28 February 2020, (a) the powers of the Directors have been transferred to and assumed by the Provisional Liquidators; (b) the Provisional Liquidators have the power to authorise any Director as they think fit to assist them in managing the affairs of the Company and only the Authorised Directors have been so authorised; and (c) no current INEDs has been involved in any affairs of the Company, thus, the Nomination Committee has not been maintained as required by the Listing Rules. Appropriate personnel will be appointed as members of Nomination Committee before the resumption of the trading in the shares of the Company on the Stock Exchange.

## **CORPORATE GOVERNANCE PRACTICES**

The Company has adopted the code provisions of the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules as its own code on corporate governance practices. During the period ended 30 September 2020, the Company appeared to comply, based on the limited information available to the Directors, with the code provisions as set out in the CG Code, except for the following:

- Section F of the CG Code – since the Company has no company secretary from 6 March 2020, the Company was unable to comply with relevant code provisions under Section F.

## **薪酬委員會**

薪酬委員會由三名獨立非執行董事組成。於二零二零年二月二十八日委任臨時清盤人後(a)董事權力已移交臨時清盤人，並由彼等承擔；(b)臨時清盤人有權授權任何彼等認為合適之董事協助彼等管理本公司之事務且只有授權董事獲此授權；及(c)現有獨立非執行董事概無參與本公司之任何事務，因此並未按上市規則規定維持薪酬委員會。本公司將於本公司股份於聯交所恢復買賣前委任合適人選擔任薪酬委員會成員。

## **提名委員會**

提名委員會由三名獨立非執行董事組成。於二零二零年二月二十八日委任臨時清盤人後(a)董事權力已移交臨時清盤人，並由彼等承擔；(b)臨時清盤人有權授權任何彼等認為合適之董事協助彼等管理本公司之事務且只有授權董事獲此授權；及(c)現有獨立非執行董事概無參與本公司之任何事務，因此並未按上市規則規定維持提名委員會。本公司將於本公司股份於聯交所恢復買賣前委任合適人選擔任提名委員會成員。

## **企業管治常規**

本公司已採納上市規則附錄十四所載企業管治守則（「企業管治守則」）的守則條文為其自身的企業管治常規守則。除以下各項，於截至二零二零年九月三十日止期間，本公司已根據向董事提供之有限資料遵守企業管治守則所載守則條文：

- 企業管治守則第F條—由於本公司自二零二零年三月六日起並無公司秘書，故本公司未能遵守第F條項下之相關守則條文。

## Disclosure of Other Information

### 其他資料之披露

#### CORPORATE GOVERNANCE PRACTICES (Continued)

- Section L of the CG Code – Following the appointment of the Provisional Liquidators on 28 February 2020, (a) the powers of the Directors have been transferred to and assumed by the Provisional Liquidators; (b) the Provisional Liquidators have the power to authorise any Director as they think fit to assist them in managing the affairs of the Company and only the Authorised Directors have been so authorised; and (c) no current INEDs has been involved in any affairs of the Company, thus, the Audit Committee, Remuneration Committee and Nomination Committee have not been maintained.

#### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry with all Directors, the Company confirmed that in respect of the six months ended 30 September 2020, all Directors have complied with the required standards set out in the Model Code.

On behalf of the Board  
Freeman FinTech Corporation Limited  
(Provisional Liquidators Appointed)

Choi Wai Hong, Clifford  
Executive Director

Hong Kong, 10 March 2021

#### 企業管治常規 (續)

- 企業管治守則第L條—於二零二零年二月二十八日委任臨時清盤人後，(a)董事權力已移交臨時清盤人，並由彼等承擔；(b)臨時清盤人有權授權任何彼等認為合適之董事協助彼等管理本公司之事務，且只有授權董事已獲此授權；及(c)現有獨立非執行董事概無參與本公司之任何事務，故審核委員會、薪酬委員會及提名委員會並未維持。

#### 董事進行證券交易

本公司已採納上市規則附錄十所載之標準守則，作為其本身就董事進行證券交易之行為守則。經向全體董事作出特定查詢後，本公司確認全體董事於截至二零二零年九月三十日止六個月期間一直遵守標準守則所載之規定標準。

代表董事會  
民眾金融科技控股有限公司  
(已委任臨時清盤人)

執行董事  
蔡偉康

香港，二零二一年三月十日

**FREEMAN FINTECH**  
**民眾金融科技**  
[www.freeman279.com](http://www.freeman279.com)