

NAN FUNG TREASURY (III) LIMITED
(incorporated in the British Virgin Islands with limited liability)

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31ST MARCH 2022

INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF NAN FUNG TREASURY (III) LIMITED
(incorporated in the British Virgin Islands with limited liability)

Opinion

What we have audited

The financial statements of Nan Fung Treasury (III) Limited (the “Company”), which are set out on pages 6 to 24, comprise:

- the statement of financial position as at 31st March 2022;
- the statement of comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of cash flow for the year then ended; and
- the notes to the financial statements, which include significant accounting policies and other explanatory information.

Our opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31st March 2022, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (“ISAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (“IESBA Code”), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF NAN FUNG TREASURY (III) LIMITED
(CONTINUED)**
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Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter identified in our audit is the amount due from a fellow subsidiary company:

Amount due from a fellow subsidiary company

Refer to note 9 to the financial statements

As at 31st March 2022, the Company had an amount due from a fellow subsidiary company of HK\$3,837,815,085.

Our audit focused on the amount due from a fellow subsidiary company due to its size and the relative significance of our audit effort on such balance and also the inherent estimation uncertainty in respective recoverability assessment.

We have performed the following procedures in relation to amount due from a fellow subsidiary company:

- we understood management's controls and processes for recoverability assessment and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgements involved in determining assumptions to be applied.
- we obtained direct confirmation from the fellow subsidiary company to confirm the outstanding balance as at year end;
- we checked the principal amount to the agreements signed with the fellow subsidiary company;
- we assessed the reasonableness of the methodology and related parameters of expected credit loss assessment, including probability of default, loss given at default, risk exposure, and whether there was a significant increase in credit risk; and
- we assessed the forward-looking information used by management, including macroeconomic variables, assumptions and weightings of multiple macroeconomic scenarios.

Based on the work performed, we found the amount due from a fellow subsidiary company is supportable by available evidence.

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF NAN FUNG TREASURY (III) LIMITED
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Other Information

The directors are responsible for the other information. The other information comprises the information included in the appendix "Detailed statement of comprehensive income for the year ended 31st March 2022" but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors for the Financial Statements

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRSs, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF NAN FUNG TREASURY (III) LIMITED
(CONTINUED)**

(incorporated in the British Virgin Islands with limited liability)

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF NAN FUNG TREASURY (III) LIMITED
(CONTINUED)**

(incorporated in the British Virgin Islands with limited liability)

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Liao Weining.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 21st June 2022

NAN FUNG TREASURY (III) LIMITED
(incorporated in the British Virgin Islands with limited liability)

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31ST MARCH 2022**

		For the year ended 31st March 2022 HK\$	For the period from 27th February 2020 (date of incorporation) to 31st March 2021 HK\$
	Note		
Interest income		201,485,292	111,506,929
Interest expenses		(194,633,344)	(108,239,740)
Net interest income	5	6,851,948	3,267,189
Other loss	6	(1,812,921)	(412,293)
Change in fair value on perpetual capital securities		(38,986,535)	590,863,484
Other operating expenses	7	(1,433,809)	(44,097,769)
(Loss)/profit before income tax		(35,381,317)	549,620,611
Income tax (charge)/credit	8	(851,293)	6,740,472
(Loss)/profit for the year/period		(36,232,610)	556,361,083
Other comprehensive income/(loss)			
Items that may not be reclassified subsequently to profit or loss			
Change in fair value on perpetual capital securities attributable to the change in the credit risk		273,229,425	(642,817,514)
Other comprehensive income/(loss) for the year/period		273,229,425	(642,817,514)
Total comprehensive income/(loss) for the year/period		236,996,815	(86,456,431)

NAN FUNG TREASURY (III) LIMITED
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STATEMENT OF FINANCIAL POSITION
AS AT 31ST MARCH 2022

	Note	2022 HK\$	2021 HK\$
ASSETS			
Non-current assets			
Amount due from a fellow subsidiary company	9	3,837,815,085	3,837,815,085
Deferred income tax asset	15	5,889,179	6,740,472
		3,843,704,264	3,844,555,557
Current assets			
Amount due from a fellow subsidiary company	9	32,568,855	32,568,855
Amount due from immediate holding company		7,827	7,775
Cash and cash equivalents		274,651	272,174
		32,851,333	32,848,804
Total assets			
		3,876,555,597	3,877,404,361

NAN FUNG TREASURY (III) LIMITED
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STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31ST MARCH 2022

	Note	2022 HK\$	2021 HK\$
EQUITY			
Share capital	10	7,793	7,793
Other reserve		(369,588,089)	(642,817,514)
Retained profit		520,128,473	556,361,083
Shareholder's equity/(deficit)		<u>150,548,177</u>	<u>(86,448,638)</u>
LIABILITIES			
Non-current liability			
Perpetual capital securities	11	<u>3,693,061,140</u>	<u>3,927,304,030</u>
Current liabilities			
Accrual		89,700	299,072
Interest payable	12	11,414,885	11,338,979
Amounts due to fellow subsidiary companies	13	<u>21,441,695</u>	<u>24,910,918</u>
		<u>32,946,280</u>	<u>36,548,969</u>
Total liabilities		<u>3,726,007,420</u>	<u>3,963,852,999</u>
Total equity and liabilities		<u>3,876,555,597</u>	<u>3,877,404,361</u>

On behalf of the Board

Berry Connie Charlotte
Director

Tang Chun Wai Nelson
Director

NAN FUNG TREASURY (III) LIMITED
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**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH 2022**

	Share capital HK\$	Other reserve HK\$	Retained profit HK\$	Total HK\$
At 27th February 2020 (date of incorporation)	-	-	-	-
Transaction with owner				
Issuance of shares (note 10)	7,793	-	-	7,793
Profit for the period	-	-	556,361,083	556,361,083
Other comprehensive loss				
Change in fair value on perpetual capital securities attributable to the change in the credit risk	-	(642,817,514)	-	(642,817,514)
Total comprehensive loss for the period	-	(642,817,514)	556,361,083	(86,456,431)
At 31st March 2021 and 1st April 2021	7,793	(642,817,514)	556,361,083	(86,448,638)
Loss for the year	-	-	(36,232,610)	(36,232,610)
Other comprehensive income				
Change in fair value on perpetual capital securities attributable to the change in the credit risk	-	273,229,425	-	273,229,425
Total comprehensive income for the year	-	273,229,425	(36,232,610)	236,996,815
At 31st March 2022	7,793	(369,588,089)	520,128,473	150,548,177

NAN FUNG TREASURY (III) LIMITED
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STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31ST MARCH 2022

		For the period from 27th February 2020 (date of incorporation) to 31st March 2021 HK\$
	Note	For the Year ended 31st March 2022 HK\$
Cash flows from operating activities		
(Loss)/profit before income tax		(35,381,317)
Interest income		(201,485,292)
Interest expenses		194,633,344
Change in fair value on perpetual capital securities		38,986,535
Net exchange loss		1,812,921
		(1,433,809)
Changes in working capital:		(44,097,769)
(Decrease)/increase in accrual		(209,372)
Increase in amount due from a fellow subsidiary company		-
(Decrease)/increase in amounts due to fellow subsidiary companies		(3,837,815,085)
		(5,282,196)
Increase in amount due from immediate holding company		24,498,625
		(7,775)
Net cash used in operating activities		(6,925,377)
Interest received		(3,857,122,932)
Interest paid		201,485,292
		78,938,074
		(194,557,438)
Net cash generated from/(used in) operating activities		(96,900,761)
		2,477
Cash flows from financing activities		
Proceeds from issuance of ordinary shares	10	-
Proceeds from issuance of perpetual capital securities	14	7,793
		3,875,350,000
Net cash generated from financing activities		-
		3,875,357,793
Net increase in cash and cash equivalents		2,477
Cash and cash equivalents at the beginning of the year/period		272,174
Cash and cash equivalents at the end of the year/period		274,651
		272,174

NAN FUNG TREASURY (III) LIMITED
(incorporated in the British Virgin Islands with limited liability)

NOTES TO THE FINANCIAL STATEMENTS

1 General information

Nan Fung Treasury (III) Limited (the “Company”) is a limited liability company incorporated in the British Virgin Islands. The address of the Company’s registered office is Commerce House, Wickhams Cay 1, P.O. Box 3140, Road Town, Tortola, British Virgin Islands. The principal activity of the Company is the provision of treasury services to group companies through the issuance of guaranteed senior perpetual capital securities.

The immediate holding company is NF Treasury Holdings Limited and the ultimate holding company is Chen’s Group International Limited, which is incorporated in the British Virgin Islands.

On 10th September 2020, the Company has issued US\$500 million 5% guaranteed senior perpetual capital securities (“perpetual capital securities”). The perpetual capital securities were issued for general corporate funding purposes and were guaranteed by Nan Fung International Holdings Limited (“NFIHL”), the intermediate holding company. Details of which are set out in note 11 to the financial statements.

These financial statements have been approved for issue by the Board of Directors on 21st June 2022.

2 Summary of significant accounting policies

The significant accounting policies adopted in the preparation of these financial statements are set out below.

(a) Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”). The financial statements have been prepared under the historical cost convention as modified by the revaluation of derivative financial instruments and perpetual capital securities, which are carried at fair value.

As at 31 March 2022, the Company had net current liabilities of HK\$94,947 (2021: HK\$3,700,165) and net assets of HK\$150,548,177 (2021: net liabilities of HK\$86,448,638). Nan Fung International Holdings Limited, the intermediate holding company, has confirmed its intention to provide continuing financial support to the Company so as to enable the Company to meet its liabilities when they fall due and continue its operation for foreseeable futures. Consequently, the directors have prepared the financial statements on a going concern basis.

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

(i) Amendments to standards adopted by the Company

The Company has adopted the following amendments to standards which are mandatory for the financial year beginning 1st April 2021 and are relevant to its operation.

IAS 39, IFRS 4, IFRS 7, IFRS 9 and IFRS 16 Interest Rate Benchmark Reform – Phase 2
(Amendments)

NAN FUNG TREASURY (III) LIMITED
(incorporated in the British Virgin Islands with limited liability)

NOTES TO THE FINANCIAL STATEMENTS

2 Summary of significant accounting policies (Continued)

(a) Basis of preparation (Continued)

(i) Amendments to standards adopted by the Company (Continued)

In addition, the Company has early adopted the following amendment to the accounting standard for the accounting period commencing 1st April 2021:

IFRS 16 (Amendments)	Covid-19-Related Rent Concessions beyond 30 June 2021
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The Company has assessed the impact of the adoption of these amendments to standards, there is neither significant impact on the Company's results and financial position nor any substantial changes in the Company's accounting policies and presentation of the financial statements.

(ii) New standard, amendments to standards and interpretation which are not yet effective for this financial year and have not been early adopted by the Company

The Company has not early adopted the following new standard, amendments to standards and interpretation that have been issued but are not yet effective for the year ended 31st March 2022:

		Effective for accounting periods beginning on or after
IAS 16 (Amendments)	Property, Plant and Equipment: Proceeds before Intended Use	1st January 2022
IAS 37 (Amendments)	Onerous Contracts—Cost of Fulfilling a Contract	1st January 2022
IFRS 3 (Amendments)	Reference to the Conceptual Framework	1st January 2022
Annual Improvements to IFRS (Amendments)	Annual Improvements 2018-2020 Cycle	1st January 2022
IAS 1 (Amendments)	Classification of Liabilities as Current or Non-current	1st January 2023
IAS 1 and IFRS Practice Statement 2 (Amendments)	Disclosure of Accounting Policies	1st January 2023
IAS 8 (Amendments)	Definition of Accounting Estimates	1st January 2023
IAS 12 (Amendments)	Deferred Tax related to Assets and Liabilities Arising from a Single Transaction	1st January 2023
IFRS 17 and IFRS 17 (Amendments)	Insurance contracts	1st January 2023
IFRS 10 and IAS 28 (Amendments)	Sale or contribution of assets between an investor and its Associate or Joint Venture	To be determined

The Company will adopt the above new standard, amendments to standards and interpretation as and when they become effective. The Company has already commenced the assessment of the impact of these amendments to standards to the Company, these amendments to standards would not be expected to have a material impact on the Company.

NAN FUNG TREASURY (III) LIMITED
(incorporated in the British Virgin Islands with limited liability)

NOTES TO THE FINANCIAL STATEMENTS

2 Summary of significant accounting policies (Continued)

(b) Foreign currency translation

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (the “functional currency”). The financial statements are presented in Hong Kong dollar, which is the Company’s functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

(c) Financial assets

(i) Classification of financial asset

The Company classifies its financial assets in the following categories: at fair value either through profit or loss or through other comprehensive income (“OCI”) or those to be measured at amortised cost.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. The classification of debt financial assets depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows. The Company reclassifies debt investments when and only when its business model for managing those assets changes. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (“FVOCI”).

(ii) Measurement of financial assets

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(1) Debt instruments

Subsequent measurement of debt instruments depends on the Company’s business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in interest income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in “other gains/(losses), net”, together with foreign exchange gains and losses and impairment losses.

NAN FUNG TREASURY (III) LIMITED
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NOTES TO THE FINANCIAL STATEMENTS

2 Summary of significant accounting policies (Continued)

(c) Financial assets (Continued)

(ii) Measurement of financial assets (Continued)

(1) Debt instruments (Continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in "other gains/(losses), net". Interest income from these financial assets is included in interest income using the effective interest rate method. Foreign exchange gains and losses and impairment expenses are presented in "other gains/(losses), net".
- FVTPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of comprehensive income within "other gains/(losses), net" in the period in which it arises. Interest income is recognised in the profit or loss.

(2) Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in the profit or loss when the Company's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognised in "other gains/(losses), net" in the statement of comprehensive income as applicable.

(ii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit loss ("ECL") associated with its financial assets measured at amortised cost and debt instruments at FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition.

Impairment on debt instruments at amortised cost and FVOCI are measured as either 12-month ECL or lifetime ECL, depending on whether there has been a significant increase in credit risk since initial recognition.

(iii) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

NAN FUNG TREASURY (III) LIMITED
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NOTES TO THE FINANCIAL STATEMENTS

2 Basis of preparation and summary of significant accounting policies (Continued)

(d) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposit held at call with banks and other short term highly liquid investments with original maturities of three months or less.

(e) Other payable

Other payable is recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(f) Financial liabilities at fair value through profit or loss

Financial liabilities shall be classified as subsequently measured at amortised cost. At initial recognition, the Company may irrevocably designate a financial liability as measured at FVTPL. The perpetual capital securities of the Company are designated as at FVTPL. Changes in the fair value of the perpetual capital securities designated as at FVTPL are recognised in profit or loss except for the change in fair value of the perpetual capital securities attributable to the changes in the credit risk of the financial liabilities designated as at FVTPL. Fair value change attributable to the changes in the credit risk of the financial liabilities designated as at FVTPL shall be presented in other comprehensive income.

(g) Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(h) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

NAN FUNG TREASURY (III) LIMITED
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NOTES TO THE FINANCIAL STATEMENTS

3 Financial risk management

(a) Financial risk factors

The Company's activities expose it to various types of financial risk which include credit risk, foreign exchange risk and liquidity risk. The Company's overall risk management programme seeks to minimise the potential adverse effects it may have on the Company's financial performance.

(i) Credit risk

At each end of reporting period, the Company's maximum exposure to credit risk in the event of the counterparties failure to discharge their obligations are in relation to each class of recognised financial assets as stated in the statement of financial position.

The Company's financial assets which are potentially subject to credit risk consist principally of the amounts due from a fellow subsidiary company, immediate holding company and cash and cash equivalents. The exposures to these credit risks are closely monitored on an ongoing basis by established credit control procedures.

The directors of the Company consider the probability of default upon initial recognition of asset and whether there has been significant increase in credit risk on an ongoing basis during the period. To assess whether there is a significant increase in credit risk the Company compares risk of a default occurring on the assets as at the end of the reporting period with the risk of default as at the date of initial recognition. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in business, financial economic conditions that are expected to cause a significant change to the company's ability to meet its obligations;
- actual or expected significant changes in the operating results of the company; and
- significant changes in the expected performance and behavior of the company, including changes in the payment status of the third party.

With respect to credit risk arising on the amounts due from a fellow subsidiary company and immediate holding company, managements regularly assess credit risk for these amounts and consider the Company's credit risk arising from intercompany balances to be minimal.

With respect to credit risk arising on cash and cash equivalents, the Company has limited its credit exposure by restricting their selection of financial institutions and banks with good credit rating.

Management considers amounts due from a fellow subsidiary company, immediate holding company and cash and cash equivalents as low credit risk as counterparties have a strong capacity to meet its contractual cash flow obligations in the near future. The Company has assessed that the financial assets are performing without significant increase in credit risk. Hence, ECL is assessed based on 12-month ECL method. The impairment provision recognised for these balances is close to zero.

(ii) Foreign exchange risk

The Company does not expose to foreign exchange risk as most of the transactions are denominated in Hong Kong dollars and United States dollars. Cash and cash equivalents, interest payable, accrual, perpetual capital securities, balances with fellow subsidiary companies are mainly denominated in Hong Kong dollars and United States dollars. In view of the fact that Hong Kong dollars is pegged to United States dollars, the foreign currency risk on United States dollars transactions and balances is minimal.

NAN FUNG TREASURY (III) LIMITED
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NOTES TO THE FINANCIAL STATEMENTS

3 Financial risk management (Continued)

(a) Financial risk factors (Continued)

(iii) Liquidity risk

In order to maintain liquidity, the Company obtains funding from its group companies.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Within 1 year HK\$	Perpetual HK\$
At 31st March 2021		
Interest payable	11,338,979	-
Amounts due to fellow subsidiary companies	24,910,918	-
Perpetual capital securities (Note)	-	3,887,650,000
	<u>36,249,897</u>	<u>3,887,650,000</u>
At 31st March 2022		
Interest payable	11,414,885	-
Amounts due to fellow subsidiary companies	21,441,695	-
Perpetual capital securities	-	3,913,675,000
	<u>32,856,580</u>	<u>3,913,675,000</u>

Note:

Assuming the perpetual capital securities will be redeemed on the first call date, 10 September 2023, the interest accruing and payable will be as below:

	Within 1 year HK\$	1 to 2 years HK\$	Over 2 years HK\$
At 31st March 2021			
Interest payable on perpetual capital securities	<u>195,683,750</u>	<u>195,683,750</u>	<u>87,387,538</u>
At 31st March 2022			
Interest payable on perpetual capital securities	<u>195,683,750</u>	<u>87,387,538</u>	<u>-</u>

(b) Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company obtains funding from issuance of perpetual capital securities and obtains funding from its group companies.

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NOTES TO THE FINANCIAL STATEMENTS

3 Financial risk management (Continued)

(c) Fair value estimation

The fair value of financial liabilities is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

The carrying amounts of cash and cash equivalents, interest payable, amounts due from/to fellow subsidiary companies and immediate holding company and accrual approximate their fair values due to the short-term maturities of these assets and liabilities.

The financial instruments are measured in the statement of financial position at fair value in accordance with IFRS 13. This requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table represents the Company's financial instruments measured at fair value:

	Valuation hierarchy			Total HK\$
	Level 1 HK\$	Level 2 HK\$	Level 3 HK\$	
At 31st March 2021				
Perpetual capital securities	3,927,304,030	-	-	3,927,304,030
At 31st March 2022				
Perpetual capital securities	3,693,061,140	-	-	3,693,061,140

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial liabilities held by the Company is the current ask price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to estimate the fair value of an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There is no significant reclassification of financial assets during the period.

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NOTES TO THE FINANCIAL STATEMENTS

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Recoverability of amounts due from a fellow subsidiary company

Management regularly assesses the loss allowances for amounts due from a fellow subsidiary company based on assumptions about risk of default and expected loss rates. Management uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the counterparty's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

5 Net interest income

	For the year ended 31st March 2022 HK\$	For the period from 27th February 2020 (date of incorporation) to 31st March 2021 HK\$
Interest income from a fellow subsidiary company	201,485,292	111,506,929
Interest expenses on perpetual capital securities	(194,633,344)	(108,239,740)
	<u>6,851,948</u>	<u>3,267,189</u>

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NOTES TO THE FINANCIAL STATEMENTS

6 Other loss

	For the period from 27th February 2020 (date of incorporation) to 31st March 2021 HK\$	For the year ended 31st March 2022 HK\$
Net exchange loss	(412,293)	(1,812,921)

7 Other operating expenses

	For the period from 27th February 2020 (date of incorporation) to 31st March 2021 HK\$	For the year ended 31st March 2022 HK\$
Auditor's remuneration	61,472	39,528
Issuance cost of perpetual capital securities	41,271,433	-
Legal and professional fees	2,189,328	107,973
Registration fee	22,936	26,992
Preliminary expense	28,818	-
Administrative costs recharged by a fellow subsidiary company	501,880	1,258,434
Bank service charges	10,037	632
Sundry expenses	11,865	250
	44,097,769	1,433,809

8 Income tax charged/(credited)

No provision for Hong Kong profits tax has been made as the Company has no assessable profits for the year/period.

The amount of income tax charged/(credited) to the statement of comprehensive income represents:

	For the period from 27th February 2020 (date of incorporation) to 31st March 2021 HK\$	For the year ended 31st March 2022 HK\$
Deferred income tax charged/(credited)	(6,740,472)	851,293

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8 Income tax charged/(credited)(Continued)

The tax on the Company's (loss)/profit before income tax differs from the theoretical amount that would arise using the profits tax rate of Hong Kong, the principal place where the Company operates, as follows:

	For the year ended 31st March 2022 HK\$	For the period from 27th February 2020 (date of incorporation) to 31st March 2021 HK\$
(Loss)/profit before income tax	(35,381,317)	549,620,611
Calculated at a tax rate of 16.5% (For the period from 27th February 2020 (date of incorporation) to 31st March 2021: 16.5%)	(5,837,917)	90,687,400
Income not subject to tax	-	(99,521,975)
Expenses not deductible for tax purposes	6,689,210	2,094,103
Income tax charged /(credited)	851,293	(6,740,472)

9 Amounts due from a fellow subsidiary company

The balances are denominated in Hong Kong dollars. As at 31st March 2022, the balance of HK\$3,837,815,085 (2021: HK\$3,837,815,085) bears interest at a rate of 5.25% (2021: 5.25%) per annum and is not expected to be repaid in one year or less. The remaining balance is unsecured, interest free and has no fixed terms of repayment.

10 Share capital

	Number of shares	Share capital HK\$
Ordinary shares at US\$1 each issued:		
At 31st March 2021 and 2022	1,000	7,793

The Company was incorporated on 27th February 2020 with an authorised share capital of 50,000 ordinary shares at US\$1 each. 1,000 shares were issued on 27th February 2020.

NAN FUNG TREASURY (III) LIMITED
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NOTES TO THE FINANCIAL STATEMENTS

11 Perpetual capital securities

			As at 31st March 2022	As at 31st March 2021
	Fixed interest yield per annum	Principal amount (million)	Fair value HK\$	Fair value HK\$
Perpetual capital securities				
- Listed on Singapore Exchange Securities Trading Limited	5%	US\$500	3,693,061,140	3,927,304,030

As described in note 1 to the financial statements, the Company has issued perpetual capital securities on 10th September 2020. The perpetual capital securities bear interests at 5% which are repayable semi-annually in arrear from 10th March 2021 and the coupon payment can be deferred at the discretion of the Company and there is no limit as to the number of times of deferral of coupon payment. The perpetual capital securities are guaranteed by NFIHL ("Guarantor") which is an intermediate holding company of the Company. When the Guarantor and the Company elect to declare dividends to their ordinary shareholders, the Company shall make distribution to the holders of perpetual securities at the distribution rates as defined in the subscription agreement. The perpetual capital securities have no fixed maturity and are redeemable at Company's option on or after 10th September 2023 at their principal amounts together with any accrued, unpaid or deferred distributions. It is designated as financial liabilities at fair value through profit or loss.

12 Interest payable

The balance represents interest payable on perpetual capital securities and is denominated in United States dollars.

13 Amounts due to fellow subsidiary companies

The balance is unsecured, interest free, has no fixed terms of repayment and is denominated in Hong Kong dollars and United States dollars.

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NOTES TO THE FINANCIAL STATEMENTS

14 Reconciliation of liability arising from financing activities

	Perpetual capital securities HK\$
At 27th February 2020 (date of incorporation)	-
Cash flows	3,875,350,000
Non-cash changes:	
Change in fair value on perpetual capital securities other than those attributable to credit risk	(590,863,484)
Change in fair value on perpetual capital securities attributable to credit risk	642,817,514
At 31st March 2021	3,927,304,030
Non-cash changes:	
Change in fair value on perpetual capital securities other than those attributable to credit risk	38,986,535
Change in fair value on perpetual capital securities attributable to credit risk	(273,229,425)
At 31st March 2022	3,693,061,140

15 Deferred income tax asset

Deferred income tax is calculated in full on temporary differences under the liability method using a tax rate of 16.5%. The movement of the deferred income tax assets are as follows:

	Tax losses HK\$
At 27th February 2020 (date of incorporation)	-
Credited to statement of comprehensive income (note 8)	6,740,472
At 31st March 2021	6,740,472
Charged to statement of comprehensive income (note 8)	(851,293)
At 31st March 2022	5,889,179

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NOTES TO THE FINANCIAL STATEMENTS

16 Related party transactions

Other than those disclosed elsewhere in the financial statement, significant related party transactions which were carried out in the normal course of the Company's business during the year/period were as follows:

	For the year ended 31st March 2022 HK\$	For the period from 27th February 2020 (date of incorporation) to 31st March 2021 HK\$
Interest income from a fellow subsidiary company (note i)	201,485,292	111,506,929
Administrative costs recharged by a fellow subsidiary company (note ii)	1,258,434	501,880
	<u>201,485,292</u>	<u>111,506,929</u>

Notes:

- i. Interest receivable from a fellow subsidiary company as at 31st March 2022 was HK\$32,568,855 (Interest receivable from a fellow subsidiary company as at 31st March 2021 was HK\$32,568,855). The terms of advance to the fellow subsidiary company are set out in note 9 to the financial statements.
- ii. Administration costs were recharged by Nan Fung Enterprises (HK) Limited, a fellow subsidiary company, for the administrative service provided. The amount was determined by and agreed between both parties.

APPENDIX

NAN FUNG TREASURY (III) LIMITED

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DETAILED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31ST MARCH 2022

(FOR MANAGEMENT INFORMATION PURPOSES ONLY)

	For the year ended 31st March 2022 HK\$	For the period from 27th February 2020 (date of incorporation) to 31st March 2021 HK\$
Income/gains		
Interest income	201,485,292	111,506,929
Change in fair value on perpetual capital securities	-	590,863,484
	<u>201,485,292</u>	<u>702,370,413</u>
	-----	-----
Less: Expenses/losses		
Interest expenses	194,633,344	108,239,740
Auditor's remuneration	39,528	61,472
Bank service charges	632	10,037
Change in fair value on perpetual capital securities	38,986,535	-
Net exchange loss	1,812,921	412,293
Issuance cost of perpetual capital securities	-	41,271,433
Preliminary expense	-	28,818
Legal and professional fees	107,973	2,189,328
Administrative costs recharged by Nan Fung Enterprises (HK) Limited	1,258,434	501,880
Registration fee	26,992	22,936
Sundry expenses	250	11,865
	<u>236,866,609</u>	<u>152,749,802</u>
	-----	-----
(Loss)/profit before income tax	<u>(35,381,317)</u>	<u>549,620,611</u>
	=====	=====