

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

CONDENSED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED

30TH SEPTEMBER 2021

**REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION
TO THE BOARD OF DIRECTORS OF NAN FUNG TREASURY (III) LIMITED**
(incorporated in the British Virgin Islands with limited liability)

Introduction

We have reviewed the interim financial information set out on pages 2 to 14, which comprises the interim condensed statement of financial position of Nan Fung Treasury (III) Limited (the “Company”) as at 30th September 2021 and the interim condensed statement of comprehensive income, the interim condensed statement of changes in equity and the interim condensed statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The directors are responsible for the preparation and presentation of this interim financial information in accordance with International Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion 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.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information of the Company is not prepared, in all material respects, in accordance with International Accounting Standard 34 “Interim Financial Reporting”.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 2nd December 2021

NAN FUNG TREASURY (III) LIMITED

(Incorporated in the British Virgin Islands with limited liability)

**CONDENSED STATEMENT OF COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2021**

		Unaudited	
		For the six months ended 30th September 2021 HK\$	For the period from 27th February 2020 (date of incorporation) to 30th September 2020 HK\$
	Note		
Interest income		101,018,653	11,040,290
Interest expenses		(97,145,729)	(11,302,156)
Net interest income/(expenses)	5	3,872,924	(261,866)
Other (losses)/gains, net	6	(5,262,239)	223,947
Change in fair value on perpetual capital securities		(280,958,877)	(15,562,349)
Other operating expenses	7	(620,192)	(42,336,047)
Loss before income tax		(282,968,384)	(57,936,315)
Income tax	8	(534,439)	-
Loss for the period		(283,502,823)	(57,936,315)
Other comprehensive income			
<i>Items that may not be reclassified subsequently to profit or loss</i>			
Change in fair value on perpetual capital securities attributable to the change in the credit risk		279,740,607	22,149,891
Other comprehensive income for the period		279,740,607	22,149,891
Total comprehensive loss for the period		(3,762,216)	(35,786,424)

NAN FUNG TREASURY (III) LIMITED

(Incorporated in the British Virgin Islands with limited liability)

**CONDENSED STATEMENT OF FINANCIAL POSITION
AS AT 30TH SEPTEMBER 2021**

		Unaudited As at 30th September 2021 HK\$	Audited As at 31st March 2021 HK\$
	Note		
ASSETS			
Non-current asset			
Amount due from a fellow subsidiary company	9	3,837,815,085	3,837,815,085
Deferred income tax asset		6,206,033	6,740,472
		<u>3,844,021,118</u>	<u>3,844,555,557</u>
Current assets			
Amount due from a fellow subsidiary company	9	33,672,884	32,568,855
Amount due from immediate holding company		7,785	7,775
Cash at bank		272,527	272,174
		<u>33,953,196</u>	<u>32,848,804</u>
Total assets		<u><u>3,877,974,314</u></u>	<u><u>3,877,404,361</u></u>

NAN FUNG TREASURY (III) LIMITED

(Incorporated in the British Virgin Islands with limited liability)

CONDENSED STATEMENT OF FINANCIAL POSITION (CONTINUED)**AS AT 30TH SEPTEMBER 2021**

	Note	Unaudited As at 30th September 2021 HK\$	Audited As at 31st March 2021 HK\$
EQUITY			
Share capital	10	7,793	7,793
Other reserve		(363,076,907)	(642,817,514)
Retained profit		272,858,260	556,361,083
Shareholder's deficit		<u>(90,210,854)</u>	<u>(86,448,638)</u>
LIABILITIES			
Non-current liability			
Perpetual capital securities	11	<u>3,933,472,300</u>	<u>3,927,304,030</u>
Current liabilities			
Accrual		262,600	299,072
Interest payable	12	11,353,417	11,338,979
Amounts due to fellow subsidiary companies	13	<u>23,096,851</u>	<u>24,910,918</u>
		<u>34,712,868</u>	<u>36,548,969</u>
Total liabilities		<u>3,968,185,168</u>	<u>3,963,852,999</u>
Total equity and liabilities		<u>3,877,974,314</u>	<u>3,877,404,361</u>

On behalf of the Board

Berry Connie Charlotte
DirectorTang Chun Wai Nelson
Director

NAN FUNG TREASURY (III) LIMITED

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**CONDENSED STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2021**

	Unaudited			
	Share capital HK\$	Other reserve HK\$	Retained profit /(accumulated losses) HK\$	Total HK\$
At 27th February 2020 (date of incorporation)	-	-	-	-
Transaction with owner				
Issuance of shares (note 10)	7,793	-	-	7,793
Comprehensive loss				
Loss for the period	-	-	(57,936,315)	(57,936,315)
Other comprehensive income				
Change in fair value on perpetual capital securities attributable to the change in the credit risk	-	22,149,891	-	22,149,891
Total comprehensive income/(loss) for the period	-	22,149,891	(57,936,315)	(35,786,424)
At 30th September 2020	7,793	22,149,891	(57,936,315)	(35,778,631)
At 1st April 2021	7,793	(642,817,514)	556,361,083	(86,448,638)
Comprehensive loss				
Loss for the period	-	-	(283,502,823)	(283,502,823)
Other comprehensive income				
Change in fair value on perpetual capital securities attributable to the change in the credit risk	-	279,740,607	-	279,740,607
Total comprehensive income/(loss) for the period	-	279,740,607	(283,502,823)	(3,762,216)
At 30th September 2021	7,793	(363,076,907)	272,858,260	(90,210,854)

NAN FUNG TREASURY (III) LIMITED

(Incorporated in the British Virgin Islands with limited liability)

**CONDENSED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2021**

		Unaudited For the period from 27th February 2020 (date of incorporation) to 30th September 2020 HK\$
	Note	For the six months ended 30th September 2021 HK\$
Cash flows from operating activities		
Loss before income tax		(282,968,384)
Interest income		(101,018,653)
Interest expenses		97,145,729
Change in fair value on perpetual capital securities		280,958,877
Net exchange losses/(gains)		5,262,239
		(620,192)
Changes in working capital:		
(Decrease)/increase in accrual		(36,472)
(Decrease)/increase in amounts due to fellow subsidiary companies		(2,126,316)
Increase in amount due from a fellow subsidiary		-
Increase in amount due from immediate holding company		-
		(7,750)
Net cash used in operating activities		(2,782,980)
Interest received		99,914,624
Interest paid		(97,131,291)
Net cash from/(used in) operating activities		353
Cash flows from financing activities		
Proceeds from issuance of ordinary shares		-
Proceeds from issuance of perpetual capital securities	14	-
Cash from financing activities		-
Net increase in cash and cash equivalents		353
Cash and cash equivalents at the beginning of the period		272,174
Cash and cash equivalents at the end of the period		272,527

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

NOTES TO THE INTERIM FINANCIAL INFORMATION

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 interim financial information.

The condensed interim financial information have been approved for issue by the Board of Directors on 2nd December 2021.

2 Basis of preparation and summary of significant accounting policies

This condensed interim financial information for the six months ended 30th September 2021 has been prepared in accordance with the International Accounting Standard (“IAS”) 34 “Interim Financial Reporting” issued by the International Accounting Standard Board.

The condensed interim financial information should be read in conjunction with the Company’s financial statements for the year ended 31st March 2021, which were prepared in accordance with International Financial Reporting Standards (“IFRSs”). The accounting policies and disclosures applied are consistent with those of the Company’s financial statements for the year ended 31st March 2021.

As 30th September 2021, the Company’s current liabilities exceeded its current assets by HK\$759,672 and recorded shareholder’s deficit of HK\$90,210,854. NFIHL has confirmed that it is their present intentions to provide continuing financial support to the Company so as to enable it to meet its liabilities as and when they fall due and to continue its business for the foreseeable future. The directors believe that the Company will continue as a going concern. Consequently, the directors has prepared the financial statements on a going concern basis.

(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 Interest Rate Benchmark Reform – Phase 2
IFRS 16 (Amendments)

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
(early adopted)

NAN FUNG TREASURY (III) LIMITED
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NOTES TO THE INTERIM FINANCIAL INFORMATION

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

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

The Company has assessed the impact of the adoption of these new 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 interim financial information.

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

The Company has not early adopted the following new standard and amendments to standards that have been issued but are not yet effective for the period and are relevant to its operation:

		Effective for accounting periods beginning on or after
IAS 16 (Amendments)	Property, Plant and Equipment 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 (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	Insurance contracts	1st January 2023
IFRS 10 and IAS 28	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 and amendments to standards and is in the process of assessing the impact on 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.

The condensed interim financial information do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's financial statements for the year ended 31st March 2021.

There have been no change in the risk management programme or in any risk management policies since year end.

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NOTES TO THE INTERIM FINANCIAL INFORMATION

3 Financial risk management (Continued)

(b) Fair value estimation

The financial instruments are measured in the condensed 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\$	
As at 30th September 2021				
Perpetual capital securities	3,933,472,300	-	-	3,933,472,300
As at 31st March 2021				
Perpetual capital securities	3,927,304,030	-	-	3,927,304,030

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.

4 Critical accounting estimates and judgements

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed interim financial information, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the financial statements for the year ended 31st March 2021.

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NOTES TO THE INTERIM FINANCIAL INFORMATION

5 Net interest income/(expenses)

	Unaudited For the period from 27th February 2020 (date of incorporation) to 30th September 2020 HK\$	Unaudited For the period from 27th February 2020 (date of incorporation) to 30th September 2020 HK\$
Interest income from a fellow subsidiary company	101,018,653	11,040,290
Interest expenses on perpetual capital securities	(97,145,729)	(11,302,156)
	<u>3,872,924</u>	<u>(261,866)</u>

6 Other (losses)/gains, net

	Unaudited For the period from 27th February 2020 (date of incorporation) to 30th September 2020 HK\$	Unaudited For the period from 27th February 2020 (date of incorporation) to 30th September 2020 HK\$
Net exchange (losses)/gains	<u>(5,262,239)</u>	<u>223,947</u>

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NOTES TO THE INTERIM FINANCIAL INFORMATION

7 Other operating expenses

	Unaudited	
	For the period	
	from	
	27th February	
	2020	
	(date of	
	incorporation)	
	to 30th	
	September	
	2021	2020
	HK\$	HK\$
Auditor's remuneration	13,528	31,190
Issuance cost of perpetual capital securities	-	41,271,433
Legal and professional fees	-	918,324
Registration fee	-	4,102
Preliminary expense	-	28,818
Administrative costs recharged by a fellow subsidiary company	606,047	72,160
Bank service charges	617	10,020
	<u>620,192</u>	<u>42,336,047</u>

8 Income tax

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

The amount of income tax charged to the statement of comprehensive income represents:

	Unaudited	
	For the period	
	from	
	27th February	
	2020	
	(date of	
	incorporation)	
	to 30th	
	September	
	2021	2020
	HK\$	HK\$
Deferred income tax	(534,439)	-

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NOTES TO THE INTERIM FINANCIAL INFORMATION

9 Amount due from a fellow subsidiary company

The balances are denominated in Hong Kong dollars. The balance of HK\$3,837,815,085 (31st March 2021: HK\$3,837,815,085) bears interest at a rate of 5.25% (31st March 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 repayable on demand.

10 Share capital

	Number of shares	Share capital HK\$
Ordinary shares at US\$1 each issued:		
At 30th September 2021	1,000	7,793
At 31st March 2021	1,000	7,793

11 Perpetual capital securities

			As at 30th September 2021	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	3,933,472,300	3,927,304,030

As described in note 1 to the interim financial information, 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 Nan Fung International Holdings Limited ("Guarantor") which is an intermediate holding company of the Company. When the Guarantor and 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.

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NOTES TO THE INTERIM FINANCIAL INFORMATION

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, repayable on demand and is denominated in Hong Kong dollars and United States dollars.

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	15,562,349
Change in fair value on perpetual capital securities attributable to credit risk	(22,149,891)
Exchange difference	(325,000)
At 30th September 2020	<u>3,868,437,458</u>
At 1st April 2021	3,927,304,030
Cash flows	
Non-cash changes:	
Change in fair value on perpetual capital securities	280,958,877
Change in fair value on perpetual capital securities attributable to credit risk	(279,740,607)
Exchange difference	4,950,000
At 30th September 2021	<u>3,933,472,300</u>

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NOTES TO THE INTERIM FINANCIAL INFORMATION

15 Related party transactions (Continued)

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

	Unaudited	
	For the period	
	from	
	27th February	
	2020	
	(date of	
	incorporation)	
	to 30th	
	September	
	2021	2020
	HK\$	HK\$
Interest income from a fellow subsidiary company (note (1))	101,018,653	11,040,290
Administrative costs recharged by a fellow subsidiary company (note (2))	606,047	72,160

Notes:

- (1) Interest receivable from a fellow subsidiary company as at 30th September 2021 was HK\$33,672,884 (30th September 2020: HK\$32,568,855). The terms of advance to the fellow subsidiary company are set out in note 9 to the interim financial information.
- (2) 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.