

Bay Area Gold Group Limited

灣區黃金集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(於開曼群島註冊成立並於百慕達存續之有限公司)

Stock code 股份代號 : 1194



2021

中期報告
INTERIM REPORT



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CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board, I am glad to present to our shareholders the interim report of the Group for the six months ended 30 June 2021 (the "Reporting Period").

During the period under review, gold mining activities remained the core business of the Group. The Group's total gold production increased by 21% to 35 thousand ounces as compared with that of the last reporting period. The Group continued with its efforts on exploration, organic expansion and cost control in a safe and an environmentally friendly manner.

Looking forward to the second half of 2021, it is expected that interest rates in the US remain relatively low, with no indication that the Federal Reserve has concrete plan to raise them in the near future. Low interest rates environment will be a key driver for gold in the short and medium term. The continued monetary and fiscal policies implemented by governments to boost the global economy will trigger the fear of possible inflation which will drive investors to add gold to their portfolios.

In our outlook for gold in the second half of the year, it is believed that investment demand will remain well supported while consumer demand should benefit from the worldwide economic recovery. Another strong variant-driven COVID-19 wave would mean extra challenges, but we firmly believe that the repetition of the last year's low gold consumption level is unlikely to occur. All these would be supportive for the gold price in the second half of the year.

The Group will make further effort to improve the technology and identify suitable exploration and mining methods for enhancing exploration and mining activities. In an environment of fast changing threats and opportunities, we will continue to adopt a prudent and balanced approach to control the risk and costs management.

尊敬的各位股東：

本人謹代表董事會欣然向股東匯報本集團截至二零二一年六月三十日止六個月（「報告期間」）的中期報告。

於回顧期間，金礦開採活動仍然是本集團的核心業務。本集團總黃金產量，較去年報告期間增加21%至3.5萬盎司。本集團以安全及環保方式繼續在勘探、自新產能和資源擴張以及控制成本方面持續作出努力。

展望二零二一年下半年，美國利率預估將持續相對走低，且未有跡象顯示美聯儲將於近日有抬升利率之具體計劃。低利率環境將於中短期成為黃金的重要驅動力。政府繼續實行的財政和貨幣政策帶動全球經濟，繼而引發對通脹可能性的擔心將驅使投資者將黃金加入其投資組合。

在下半年對黃金的前景展望中，我們相信隨著消費者需求受益於全球經濟復甦時，投資需求將繼續得到有力支持。COVID-19的又一變異株引起的疫情大流行將構成額外挑戰，但我們堅信發生於去年的低黃金消費水平將不太可能再度出現。所有上述因素於今年下半年應對金價起到支持作用。

本集團將進一步致力於改進技術並物色適當的勘探工作及開採方式以提升勘探及開採活動。在瞬息萬變的挑戰和機會之中，我們會貫徹審慎平衡的方法控制風險及成本管理。

CHAIRMAN'S STATEMENT 主席報告

On behalf of the Board, I finally would like to thank our shareholders, business partners, customers and all staff of the Group for their continued support and encouragement.

Mr. Yi Shuhao

Chairman

Hong Kong, 30 August 2021

最後，本人謹代表董事會向各位股東、業務夥伴、客戶及本集團全體員工致意，感謝他們對本集團的持續支持和鼓勵。

易淑浩先生

主席

香港，二零二一年八月三十日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars)

(以港元列示)

			Six months ended 30 June 截至六月三十日止六個月	
			2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註		
Revenue	收益	4(a)	493,590	628,637
Cost of sales	銷售成本	6(b)	(471,381)	(551,517)
Gross profit	毛利		22,209	77,120
Other income	其他收入	5	2,676	1,694
Other gains/(losses), net	其他收益／(虧損) 淨值	5	(1,268)	(2,247)
Selling and distribution costs	銷售及分銷成本		(5,093)	(5,001)
Administrative expenses	行政費用		(53,526)	(52,032)
(Loss)/profit from operations	經營(虧損)／溢利		(35,002)	19,534
Finance costs	財務成本	6(a)	(169,127)	(134,684)
Share of profit of an associate	應佔聯營公司溢利		1,125	951
Loss before tax	除稅前虧損	6	(203,004)	(114,199)
Income tax (expense)/credit	所得稅(開支)／抵免	7	(1,045)	2,832
Loss for the period attributable to owners of the Company	本公司擁有人應佔 本期虧損		(204,049)	(111,367)
			HK cents 港仙	HK cents 港仙 (restated) (經重列)
Loss per share	每股虧損	9		
Basic	基本		(68.52)	(37.49)
Diluted	攤薄		N/A (不適用)	N/A (不適用)

The notes on pages 12 to 69 are an integral part of these interim condensed consolidated financial statements.

第12至第69頁之附註屬本中期簡明綜合財務報表之綜合部分。

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars)

(以港元列示)

Six months ended 30 June

截至六月三十日止六個月

		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Loss for the period	本期虧損	(204,049)	(111,367)
Other comprehensive income/ (expense)	其他全面收益／(開支)		
<i>Item that may be subsequently reclassified to profit or loss:</i>	<i>其後可能重新分類至 損益的項目：</i>		
Exchange differences on translation of foreign operations	換算海外業務產生之 匯兌差額	46,019	(96,261)
<i>Item that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益 之項目：</i>		
Fair value (loss)/gain on investments in equity instruments at fair value through other comprehensive income ("FVTOCI")	透過其他全面收益按公 平值列賬(「透過其他 全面收益按公平值列 賬」)之股本工具投資 之公平值(虧損)／ 收益	(21,287)	53,200
Other comprehensive income/ (expense) for the period, net of tax	本期其他全面收益／ (開支)，除稅後	24,732	(43,061)
Total comprehensive expense for the period attributable to owners of the Company	本公司擁有人應佔本期 全面開支總額	(179,317)	(154,428)

The notes on pages 12 to 69 are an integral part of these interim condensed consolidated financial statements.

第12至第69頁之附註屬本中期簡明綜合財務報表之綜合部分。

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2021

於二零二一年六月三十日

(Expressed in Hong Kong dollars)

(以港元列示)

		Notes 附註	At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Non-current assets	非流動資產			
Intangible assets	無形資產	10	4,537,941	4,551,032
Fixed assets	固定資產	11	4,410,702	4,387,667
Right-of-use assets	使用權資產	11	37,079	35,266
Investment in an associate	於聯營公司之投資		16,392	15,067
Investments in equity instruments at fair value through other comprehensive income	透過其他全面收益 按公平值列賬 之股本工具投資		308,877	329,183
Deposits paid for acquisition of fixed assets	就收購固定資產所付 按金		56,630	55,971
Other deposits	其他按金		1,067	1,056
Total non-current assets	非流動資產總額		9,368,688	9,375,242
Current assets	流動資產			
Inventories	存貨		247,569	231,753
Trade, loans and other receivables, deposits and prepayments	應收賬款、貸款及 其他應收款項、 按金及預付款項	12	450,850	267,210
Financial assets at fair value through profit or loss	透過損益按公平值 列賬之金融資產		—	43,949
Pledged bank deposits	已抵押銀行存款	18	78,195	77,207
Client trust bank balances	客戶信託銀行結餘	13	4,112	2,916
Cash and bank balances	現金及銀行結餘	13	40,082	89,048
Total current assets	流動資產總額		820,808	712,083
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他 應付款項	14	1,822,188	1,491,895
Contract liabilities	合同負債	14	61,429	46,950
Bank and other borrowings	銀行及其他貸款	15	3,164,023	1,276,968
Derivative financial instruments	衍生金融工具		—	26,612
Convertible bonds	可換股債券		312,420	289,982
Lease liabilities	租賃負債		2,595	1,556
Income tax payable	應付所得稅		6,301	12,967
Total current liabilities	流動負債總額		5,368,956	3,146,930

The notes on pages 12 to 69 are an integral part of these interim condensed consolidated financial statements.

第12至第69頁之附註屬本中期簡明綜合財務報表之綜合部分。

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2021

於二零二一年六月三十日

(Expressed in Hong Kong dollars)

(以港元列示)

		Notes 附註	At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Net current liabilities	流動負債淨值		(4,548,148)	(2,434,847)
Total assets less current liabilities	總資產減流動負債		4,820,540	6,940,395
Non-current liabilities	非流動負債			
Bank and other borrowings	銀行及其他貸款	15	1,203	1,947,327
Lease liabilities	租賃負債		2,029	813
Deferred tax liabilities	遞延稅項負債		593,463	590,840
Total non-current liabilities	非流動負債總額		596,695	2,538,980
NET ASSETS	資產淨值		4,223,845	4,401,415
Capital and Reserves	股本及儲備			
Share capital	股本	17	298	297
Reserves	儲備		4,223,547	4,401,118
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔權益		4,223,845	4,401,415

The interim condensed consolidated financial statements are approved and authorised for issue by the board (the "Board") of directors (the "Directors") of Bay Area Gold Group Limited (the "Company") on 30 August 2021 and are signed on its behalf by:

經灣區黃金集團有限公司(「本公司」)董事(「董事」)會(「董事會」)於二零二一年八月三十日核准並許可發出中期簡明綜合財務報表，並由以下人士代表簽署：

Mr. Yi Shuhao

易淑浩先生

Chairman and Chief Executive Officer

主席及行政總裁

Mr. Zhang Lirui

張利銳先生

Executive Director

執行董事

The notes on pages 12 to 69 are an integral part of these interim condensed consolidated financial statements.

第12至第69頁之附註屬本中期簡明綜合財務報表之綜合部分。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars)

(以港元列示)

					FVTOCI reserve			
	Share capital	Share premium	Contributed surplus	Statutory reserves	透過其他全面 收益按公平值	Exchange reserve	Accumulated losses	Total equity
	股本	股份溢價	實繳盈餘	法定儲備	列賬儲備	匯兌儲備	累計虧損	權益總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
(Note 17)								
(附註17)								
Unaudited								
At 1 January 2021 (audited)	297	740,315	7,862,839	162,508	66,045	(116,862)	(4,313,727)	4,401,415
Loss for the period	-	-	-	-	-	-	(204,049)	(204,049)
Other comprehensive income/ (expenses) for the period	-	-	-	-	(21,287)	46,019	-	24,732
Total comprehensive income/ (expenses) for the period	-	-	-	-	(21,287)	46,019	(204,049)	(179,317)
Shares issued upon conversion of convertible bonds (note 16)	1	1,746	-	-	-	-	-	1,747
Appropriation of safety production fund	-	-	-	4,991	-	-	(4,991)	-
Utilisation of safety production fund	-	-	-	(298)	-	-	298	-
At 30 June 2021 (unaudited)	298	742,061	7,862,839	167,201	44,758	(70,843)	(4,522,469)	4,223,845

The notes on pages 12 to 69 are an integral part of these interim condensed consolidated financial statements.

第12至第69頁之附註屬本中期簡明綜合財務報表之綜合部分。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars)

(以港元列示)

		Share capital 股本 HK\$'000 千港元 (Note 17) (附註17)	Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Statutory reserves 法定儲備 HK\$'000 千港元	FVTOCI reserve 透過其他全面 收益按公平值 列賬儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
Unaudited	未經審核								
At 1 January 2020 (audited)	於二零二零年一月一日(經審核)	5,936	739,733	7,857,194	159,442	47,675	(375,510)	(1,403,186)	7,031,284
Loss for the period	本期虧損	-	-	-	-	-	-	(111,367)	(111,367)
Other comprehensive income/ (expenses) for the period	本期其他全面收益/(開支)	-	-	-	-	53,200	(96,261)	-	(43,061)
Total comprehensive income/ (expenses) for the period	本期全面收益/(開支)總額	-	-	-	-	53,200	(96,261)	(111,367)	(154,428)
Shares issued upon conversion of convertible bonds (note 16)	轉換可換股債券後發行的股份 (附註16)	6	582	-	-	-	-	-	588
Appropriation of safety production fund	撥付安全生產基金	-	-	-	3,785	-	-	(3,785)	-
Utilisation of safety production fund	動用安全生產基金	-	-	-	(5,451)	-	-	5,451	-
At 30 June 2020 (unaudited)	於二零二零年六月三十日 (未經審核)	<u>5,942</u>	<u>740,315</u>	<u>7,857,194</u>	<u>157,776</u>	<u>100,875</u>	<u>(471,771)</u>	<u>(1,512,887)</u>	<u>6,877,444</u>

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第12至第69頁之附註屬本中期簡明綜合財務報表之綜合部分。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars)

(以港元列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
	Note 附註		
Cash generated from operations	經營活動產生之現金	232,405	204,930
Income tax paid	已付所得稅	(9,537)	(589)
Net cash generated from operating activities	經營活動產生之現金淨額	222,868	204,341
Investing activities	投資活動		
Payment for purchase of fixed assets	購置固定資產付款	(57,534)	(76,739)
Proceeds from disposal of fixed assets	出售固定資產之所得款項	49	3,102
Proceeds from disposal of financial assets at fair value through profit or loss	出售透過損益按公平值列賬之金融資產所得款項	44,230	—
Decrease/(increase) in deposits paid for fixed assets	就固定資產所付按金減少/(增加)	57	(9,748)
Decrease in restricted deposits	受限制資金減少	6,643	5,766
Other cash inflows arising from investing activities, net	投資活動產生之其他現金流入淨額	76	491
Net cash used in investing activities	投資活動所用之現金淨額	(6,479)	(77,128)
Financing activities	融資活動		
Net proceeds from new bank and other borrowings	新增銀行及其他貸款之所得款項淨額	2,989	22,873
Repayment of bank and other borrowings	償還銀行及其他貸款	(114,165)	(145,389)
Payments of lease liabilities	支付租賃負債	(1,603)	(1,750)
Decrease in pledged deposits	已抵押存款減少	—	88,632
Finance costs paid	已付財務成本	(148,727)	(104,430)
Net cash used in financing activities	融資活動所用現金淨額	(261,506)	(140,064)

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第12至第69頁之附註屬本中期簡明綜合財務報表之綜合部分。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars)

(以港元列示)

Six months ended 30 June

截至六月三十日止六個月

			2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
		Note 附註		
Net decrease in cash and cash equivalents	現金及現金等價物 減少淨額		(45,117)	(12,851)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		54,535	31,287
Effect of foreign exchange rate changes	匯率變動之影響		2,395	2,460
Cash and cash equivalents at 30 June	於六月三十日之現金及現金等價物	13	11,813	20,896

The notes on pages 12 to 69 are an integral part of these interim condensed consolidated financial statements.

第12至第69頁之附註屬本中期簡明綜合財務報表之綜合部分。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有列明者外，所有款項以港元列示)

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands and continued in Bermuda with limited liability. The address of its registered office and principal place of business are disclosed in the corporate information section of the interim report. The Company and its subsidiaries (collectively the “Group”) are principally engaged in mining and processing of gold ores and sale of gold products in The People’s Republic of China (the “PRC”), trading of metals and minerals in the PRC, and provision of financial services business in Hong Kong and the PRC, including asset management, securities brokerage, financing and advisory services.

2. BASIS OF PREPARATION

The interim condensed consolidated financial statements of the Company have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) *Interim financial reporting* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

1. 一般資料

本公司為一間於開曼群島註冊成立並於百慕達存續之有限公司。其註冊辦事處地址及主要營業地點於中期報告公司資料一節中披露。本公司及其附屬公司(統稱「本集團」)主要於中華人民共和國(「中國」)從事金礦開採、加工及黃金產品銷售，於中國買賣金屬及礦產，以及在香港及中國從事提供金融服務業務，包括資產管理、證券經紀、融資及諮詢服務。

2. 編製基準

本公司之中期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第34號(「香港會計準則第34號」) *中期財務報告*，以及香港聯合交易所有限公司(「聯交所」)《證券上市規則》(「上市規則」)附錄十六之適用披露規定而編製。

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2. BASIS OF PREPARATION (continued)

In preparing the interim condensed consolidated financial statements, the Directors have considered the future liquidity of the Group. The Group incurred a loss attributable to owners of the Company of HK\$204,049,000 for the six months ended 30 June 2021 and, as at 30 June 2021, the Group had net current liabilities of HK\$4,548,148,000. Also, the Group has been served a petition for winding up and several other claims commenced by different parties, details of which are set out in Note 22 below. These conditions indicate the existence of a material uncertainty which may cast a doubt on the Group's ability to continue as a going concern. In view of the above circumstances, the Directors have given careful consideration to the future liquidity and financial position of the Group in assessing whether the Group will have sufficient financial resources to continue as a going concern, including but not limited to, the following:

- (a) The Group has been arranging for ongoing communication with its creditors and lenders of various borrowings, and monitored closely any settlement requests and to discharge the litigations as disclosed in Note 22.
- (b) Management of the Group has been implementing various measures and actions in order for improving the Group's revenue to adequately serve its operating expenses and finance costs.
- (c) The Group will consider various alternatives, including, but not limited to, disposal of equity interest of group entities engaging in mining operations or disposal of the Group's mining rights and/or mining structures, to obtain additional funds to support the Group's working capital needs.
- (d) The Group will solicit for further financing arrangements which include new potential borrowings from various lenders.

2. 編製基準(續)

於編製中期簡明綜合財務報表時，董事已對本集團之未來流動資金作出考慮。本集團於截至二零二一年六月三十日止六個月產生本公司擁有人應佔虧損204,049,000港元，及本集團於二零二一年六月三十日之流動負債淨值為4,548,148,000港元。此外，本集團已接獲一份清盤呈請及若干人士提出的其他若干索償，有關詳情載於附註22。該等情況顯示重大不確定性之存在，從而可能令本集團之持續經營能力備受質疑。鑒於上述情況，董事在評估本集團是否有足夠財務資源以持續經營時，已審慎考慮本集團的未來流動資金及財務狀況，包括但不限於下列各項：

- (a) 本集團一直安排與其債權人及各項貸款的放貸人保持溝通並密切監察任何結算要求，及解除附註22所披露的訴訟。
- (b) 本集團管理層一直在採取不同措施及手法，以改善本集團之收益以更好覆蓋其經營開支及財務成本。
- (c) 本集團將會考慮以不同方法(包括但不限於出售從事金礦開採業務的集團實體股權或出售本集團的採礦權及／或採礦結構)，以取得額外資金用以支持本集團營運資金需求。
- (d) 本集團將會招攬進一步融資安排，包括向眾多放貸人獲取新的可能貸款。

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2. BASIS OF PREPARATION (continued)

Accordingly, the Directors are satisfied that, although the Group faces severe challenges, it is appropriate to prepare the interim condensed consolidated financial statements on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether management of the Group will be able to achieve its plans and measures as described above. Should the Group fail to achieve the above, it might not be able to continue to operate as a going concern, and adjustments would have to be made to re-classify the Group's non-current assets and non-current liabilities as current assets and current liabilities respectively, to write down the carrying values of the Group's assets to their net realisable amounts and to provide for any provision for any contractual commitments that have become onerous. The effects of these adjustments have not been reflected in the interim condensed consolidated financial statements.

3. PRINCIPAL ACCOUNTING POLICIES

The interim condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at revalued amounts or fair values, as appropriate.

Other than changes in accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation used in the interim condensed consolidated financial statements for the six months ended 30 June 2021 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2020.

2. 編製基準(續)

因此，董事相信，儘管本集團面臨嚴峻挑戰，但按持續經營基準編製中期簡明綜合財務報表乃屬適當。

儘管如此，本集團管理層能否實現上述計劃及措施存在重大不確定性。倘本集團未能實現上述者，則本集團可能無法持續經營，因此將須進行調整以將本集團非流動資產及非流動負債分別重新分類為流動資產及流動負債，以將本集團資產的賬面值撇減至可變現淨值，並就繁重的任何合約承擔計提撥備。該等調整的影響並未反映於中期簡明綜合財務報表內。

3. 主要會計政策

除若干金融工具(按重估金額或公平值(如適用)計量)外，中期簡明綜合財務報表乃按歷史成本法編製。

除應用經修訂香港財務報告準則(「香港財務報告準則」)對會計政策所帶來的變動外，截至二零二一年六月三十日止六個月之中期簡明綜合財務報表所採用會計政策及計算方法與本集團截至二零二零年十二月三十一日止年度之年度財務報表所呈列者相同。

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3. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2021 for the preparation of the Group's interim condensed consolidated financial statements:

Amendment to HKFRS 16	Covid-19-Related Rent Concessions
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2

The application of the amendments to HKFRSs in respect of the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these interim condensed consolidated financial statements.

3. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則

於本中期期間，本集團就編製其中期簡明綜合財務報表已首次應用下列由香港會計師公會頒佈之經修訂香港財務報告準則，該等經修訂準則於二零二一年一月一日或之後開始之年度期間強制生效：

香港財務報告準則 第16號(修訂)	新冠病毒 疫情相關 租金減免
香港財務報告準則 第9號、香港會計 準則第39號、 香港財務報告準 則第7號、香港 財務報告準則第 4號及香港財務 報告準則第16號 (修訂)	利率基準 改革 – 第2階段

就本期間應用經修訂香港財務報告準則對本集團於本期間及先前期間之財務狀況及表現及／或該等中期簡明綜合財務報表所披露者概無重大影響。

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4. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue represents (i) sales value of gold products and other by-products to customers (net of value added tax, returns and discounts) under the Gold Mining Operation (as defined below); (ii) sales value of metals and minerals under the Trading of Metals and Minerals operation (as defined below); and (iii) management and performance fees, securities commission and brokerage fee income under the Financial Services Operation (as defined below). An analysis of the Group's revenue is set out below:

4. 收益及分部資料

(a) 收益

收益指(i)金礦開採業務(定義如下)下之出售黃金產品及其他副產品予客戶之銷售價值(減增值稅、退貨及折扣);(ii)金屬及礦產貿易業務(定義如下)下之出售金屬及礦產之銷售價值;及(iii)金融服務業務(定義如下)下之管理及表現費用、證券買賣佣金及經紀費用收入。本集團的收益分析載列如下:

		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Revenue from contracts with customers arising from Gold Mining Operation	金礦開採業務客戶合約收益		
Sale of	銷售		
– Gold products	– 黃金產品	479,870	321,646
– Other by-products	– 其他副產品	13,638	17,169
		493,508	338,815
Revenue from contracts with customers arising from Trading of Metals and Minerals	金屬及礦產貿易客戶合約收益		
– Sales of metal and minerals	– 金屬及礦產銷售	–	288,788
Revenue from contracts with customers arising from Financial Services Operation	金融服務業務客戶合約收益		
– Income for management service and brokerage service rendered	– 提供管理服務及經紀服務之收入	82	1,034
Total revenue from contracts with customers	總客戶合約收益	493,590	628,637
Timing of revenue recognition:	收益確認時間:		
At point in time	於時間點	493,508	627,603
Over time	隨時間	82	1,034
		493,590	628,637

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4. REVENUE AND SEGMENT INFORMATION

(continued)

(a) Revenue (continued)

Performance obligation

Information about the Group's performance obligations is summarised below:

Sales of gold products and other by-products

The performance obligation is satisfied upon delivery of goods.

Sales of metals and minerals

The performance obligation is satisfied upon delivery of goods.

Management services

The performance obligation is satisfied upon services are rendered.

Brokerage services

The performance obligation is satisfied upon services are rendered.

4. 收益及分部資料(續)

(a) 收益(續)

履約義務

有關本集團履約義務的資料概述如下：

銷售黃金產品及其他副產品

履約義務在交付貨物後達成。

金屬及礦產的銷售

履約義務在交付貨物後達成。

管理服務

履約義務在提供服務後達成。

經紀服務

履約義務在提供服務後達成。

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4. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment Information

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

- (i) mining and processing of gold ores and sales of gold products and other by-products (the “Gold Mining Operation”);
- (ii) purchase and sales of metals and minerals (the “Trading of Metals and Minerals”); and
- (iii) provision of financial services including asset management, securities brokerage, financing and advisory services (the “Financial Services Operation”).

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 or loss, which is a measure of adjusted profit or loss before tax. The adjusted profit or loss before tax is measured consistently with the Group’s profit or loss before tax except that interest income and finance costs are excluded from such measurement.

Segment liabilities exclude bank and other borrowings, convertible bonds and related derivative financial instruments and other unallocated corporate liabilities as these liabilities are managed on a group basis.

More than 90% of the Group’s revenue was derived from activities in the PRC and its principal assets were located in the PRC during the Reporting Period. Accordingly, no analysis by geographical information is provided.

4. 收益及分部資料 (續)

(b) 分部資料

就管理目的而言，本集團根據其產品及服務，組織其業務單位，並擁有以下三個可報告經營分部：

- (i) 金礦開採、加工及黃金產品及其他副產品之銷售（「金礦開採業務」）；
- (ii) 購買和銷售金屬及礦產（「金屬及礦產貿易」）；及
- (iii) 提供金融服務，包括資產管理、證券經紀、融資及諮詢服務（「金融服務業務」）。

管理層監察本集團各經營分部業績以決定如何進行資源分配及評估其表現。分部表現是根據可報告分部利潤或虧損進行評估，該分部利潤為經調整的除稅前溢利或虧損。經調整的除稅前溢利或虧損與本集團的除稅前溢利或虧損計量一致，除利息收入及財務成本不在此計量。

分部負債不包括銀行及其他借貸、可換股債券及相關衍生金融工具及其他未分配企業負債，因為該等負債以集團形式管理。

於報告期間，本集團超過90%之收益來自中國之活動，而其主要資產位於中國。因此，並無提供地區資料分析。

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4. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment Information (continued)

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

4. 收益及分部資料 (續)

(b) 分部資料 (續)

本集團按可報告分部劃分的收益及業績的分析如下：

		Six months ended 30 June 2021 截至二零二一年六月三十日止六個月 (Unaudited) (未經審核)				Six months ended 30 June 2020 截至二零二零年六月三十日止六個月 (Unaudited) (未經審核)			
		Gold Mining Operation 金礦開採業務 HK\$'000 千港元	Trading of Metals and Minerals 金屬及礦產貿易 HK\$'000 千港元	Financial Services Operation 金融服務業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Gold Mining Operation 金礦開採業務 HK\$'000 千港元	Trading of Metals and Minerals 金屬及礦產貿易 HK\$'000 千港元	Financial Services Operation 金融服務業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分部收益								
– External sales	– 外部銷售	493,508	–	82	493,590	338,815	288,788	1,034	628,637
Segment (loss)/profit	分部(虧損)/溢利	(36,486)	–	2,533	(33,953)	30,926	308	(11,240)	19,994
Reconciliation:	調節項：								
Interest income	利息收入				76				491
Finance costs	財務成本				(169,127)				(134,684)
Loss before tax	除稅前虧損				(203,004)				(114,199)
Other segment information	其他分部資料								
Capital expenditure	資本支出	57,534	–	–	57,534	76,739	–	–	76,739
Depreciation and amortisation	折舊及攤銷	137,069	–	13	137,082	87,963	–	21	87,984
Share of profit of an associate	分佔聯營公司溢利	–	–	1,125	1,125	–	–	951	951

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4. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment Information (continued)

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

4. 收益及分部資料(續)

(b) 分部資料(續)

本集團按可報告分部劃分的資產及負債的分析如下：

		At 30 June 2021 於二零二一年六月三十日 (Unaudited) (未經審核)				At 31 December 2020 於二零二零年十二月三十一日 (Audited) (經審核)			
		Gold Mining Operation 金礦開採業務 HK\$'000 千港元	Trading of Metals and Minerals 金屬及礦產貿易 HK\$'000 千港元	Financial Services 金融服務業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Gold Mining Operation 金礦開採業務 HK\$'000 千港元	Trading of Metals and Minerals 金屬及礦產貿易 HK\$'000 千港元	Financial Services 金融服務業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	9,842,547	-	346,949	10,189,496	9,722,562	-	364,763	10,087,325
Corporate and other unallocated assets	公司及其他未分配資產				-				-
Total assets	資產合計				10,189,496				10,087,325
Segment liabilities	分部負債	2,438,075	-	49,930	2,488,005	2,102,060	-	42,962	2,145,022
Corporate and other unallocated liabilities	公司及其他未分配負債				3,477,646				3,540,888
Total liabilities	負債合計				5,965,651				5,685,910

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4. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment Information (continued)

Revenue from customers contributing 10% or more of the total revenue of the Group are as follows:

		Notes
Customer A	客戶甲	(i)
Customer B	客戶乙	(i)
Customer C	客戶丙	(i)
Customer D	客戶丁	(ii)
Customer E	客戶戊	(iii)
Customer F	客戶己	(iii)

* The transactions with these customers did not contribute 10% or more of total revenue of the Group for the six months ended 30 June 2021 or 2020.

Notes:

- (i) Revenue from Gold Mining Operation.
- (ii) Revenue from Gold Mining Operation and Trading of Metals and Minerals.
- (iii) Revenue from Trading of Metals and Minerals.

4. 收益及分部資料(續)

(b) 分部資料(續)

來自貢獻本集團總收益10%或以上之客戶之收益如下：

Six months ended 30 June
截至六月三十日止六個月

	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
	93,727	118,179
	121,170	N/A (不適用) *
	51,917	N/A (不適用) *
	N/A (不適用) *	108,394
	N/A (不適用) *	130,672
	N/A (不適用) *	106,171

* 於截至二零二一年或二零二零年六月三十日止六個月，與該等客戶進行之交易並無佔本集團總收益之10%或以上。

附註：

- (i) 來自金礦開採業務之收益。
- (ii) 來自金礦開採業務和金屬及礦產貿易之收益。
- (iii) 來自金屬及礦產貿易之收益。

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5. OTHER INCOME AND OTHER GAINS/(LOSSES), NET

5. 其他收入及其他收益／(虧損)淨值

Six months ended 30 June

截至六月三十日止六個月

		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Other income	其他收入		
Bank interest income	銀行利息收入	76	491
Sundry income	雜項收入	2,600	1,203
		<u>2,676</u>	<u>1,694</u>
Other gains/(losses), net	其他收益／(虧損)淨值		
Exchange loss, net	匯兌虧損淨額	(1,268)	(2,740)
Gain on termination of lease	終止租約收益	—	55
Gain on disposal of fixed assets	出售固定資產收益	—	438
		<u>(1,268)</u>	<u>(2,247)</u>

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6. LOSS BEFORE TAX

Loss before tax is arrived at after charging/(crediting) the following items:

6. 除稅前虧損

Six months ended 30 June

截至六月三十日止六個月

		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
(a) Finance costs:	(a) 財務成本：		
Interest on bank and other borrowings	銀行及其他貸款之利息	172,517	151,211
Interest on convertible bonds (note 16)	可換股債券之利息(附註16)	24,042	22,567
Total interest expenses on financial liabilities	金融負債之利息開支總額	196,559	173,778
Less: Interest capitalised into construction in progress (note 11(c))	減：於在建工程資本化之利息(附註11(c))	(1,043)	(1,086)
Interest on lease liabilities	租賃負債利息	195,516	172,692
Fair value gain on derivative financial instruments (note 16)	衍生金融工具公平值收益(附註16)	80	139
		(26,469)	(38,147)
		169,127	134,684

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6. LOSS BEFORE TAX (continued)

Loss before tax is arrived at after charging/(crediting) the following items: (continued)

6. 除稅前虧損(續)

除稅前虧損已扣除／(計入)下列各項：(續)

		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
(b) Other items:	(b) 其他項目：		
Cost of inventories sold under Gold Mining Operation (note)	金礦開採業務之已出售存貨成本(附註)	471,381	263,037
Cost of inventories sold under Trading of Metals and Minerals	金屬及礦產貿易之已出售存貨成本	—	288,480
Total cost of sales	銷售成本總額	471,381	551,517
Amortisation of intangible assets	無形資產攤銷	44,562	44,210
Depreciation and amortisation of fixed assets	固定資產折舊及攤銷	90,555	41,710
Depreciation of right-of-use assets	使用權資產折舊	1,965	2,064
Lease payments for short term leases	短期租賃之租賃付款	11,084	1,834

Note: Cost of inventories sold under the Gold Mining Operation includes depreciation and amortisation expenses, totalled HK\$134,180,000 (six months ended 30 June 2020: HK\$86,094,000), which are included in each of these types of expenses separately disclosed above.

附註：金礦開採業務之已出售存貨成本包括折舊及攤銷開支總額134,180,000港元(截至二零二零年六月三十日止六個月：86,094,000港元)，已計入上文獨立披露的各類開支內。

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7. INCOME TAX (EXPENSE)/CREDIT

- (a) Tax in the condensed consolidated statement of profit or loss represents:

7. 所得稅抵免

- (a) 簡明綜合損益表所示之稅項為：

Six months ended 30 June

截至六月三十日止六個月

		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Current tax	本期稅項		
– PRC Enterprise Income Tax	– 中國企業所得稅	(1,248)	–
Under-provision in prior years	往年不足撥備		
– PRC Enterprise Income Tax	– 中國企業所得稅	(1,501)	(589)
		(2,749)	(589)
Deferred tax credit	遞延稅項抵免	1,704	3,421
Total income tax (expense)/credit	所得稅(開支)/抵免總額	(1,045)	2,832

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7. INCOME TAX (EXPENSE)/CREDIT (continued)

- (b) (i) The provision for PRC income tax is calculated based on 25% of the assessable profits of the Group's subsidiaries for the six months ended 30 June 2021 and 2020.
- (ii) No provision for the Hong Kong profits tax has been made as the Group did not have any assessable profits subject to Hong Kong profits tax for the six months ended 30 June 2021 and 2020.
- (iii) Pursuant to the rules and regulations of Bermuda, the Cayman Islands and the British Virgin Islands, the Group is exempted from any income tax in Bermuda, the Cayman Islands and the British Virgin Islands.

8. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2021 and 2020.

7. 所得稅抵免(續)

- (b) (i) 中國所得稅撥備乃根據本集團之附屬公司於截至二零二一年及二零二零年六月三十日止六個月之25%應課稅溢利計算。
- (ii) 由於本集團於截至二零二一年及二零二零年六月三十日止六個月並無任何須繳納香港利得稅之應課稅溢利，故並無就香港利得稅作出撥備。
- (iii) 根據百慕達、開曼群島及英屬處女群島之規例及規則，本集團獲豁免繳納任何百慕達、開曼群島及英屬處女群島之所得稅。

8. 股息

董事不建議就截至二零二一年及二零二零年六月三十日止六個月派付中期股息。

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9. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of HK\$204,049,000 (six months ended 30 June 2020: HK\$111,367,000) and on the weighted average of approximately 297,780,000 ordinary shares in issue during the current period (six months ended 30 June 2020: 297,071,000 ordinary shares).

The weighted average of approximately 297,071,000 ordinary shares used for the calculation of the basic loss per share for the six months ended 30 June 2020 has been adjusted to take into account the effect of the share consolidation of twenty ordinary shares of the Company into one new share implemented by the Group with effect from 10 August 2020.

(b) Diluted loss per share

The calculation of diluted loss per share does not assume the exercise of the Company's outstanding share options or conversion of outstanding convertible bonds which had anti-dilutive effect and would result in a reduction in loss per share for the six months ended 30 June 2021 and 2020.

No diluted loss per share is presented as there were no other potential ordinary shares in issue for each of the six months ended 30 June 2021 and 2020.

9. 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據本公司擁有人應佔虧損約為204,049,000港元(截至二零二零年六月三十日止六個月: 111,367,000港元)以及於本期間內已發行普通股之加權平均數約為297,780,000股(截至二零二零年六月三十日止六個月: 297,071,000股普通股)計算。

用於計算截至二零二零年六月三十日止六個月每股基本虧損的約297,071,000股普通股的加權平均數乃經調整，以計及二零二零年八月十日起實行的每二十股本公司普通股可合併為一股新股份的股份合併的影響。

(b) 每股攤薄虧損

計算每股攤薄虧損時，並無假設本公司尚未行使的購股權獲行使或轉換尚未轉換的可換股債券(彼等具反攤薄效應並將導致截至二零二一年及二零二零年六月三十日止六個月之每股虧損減少)。

由於截至二零二一年及二零二零年六月三十日止各六個月並無其他已發行潛在普通股，故並無呈列每股攤薄虧損。

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10. INTANGIBLE ASSETS

- (a) The intangible assets represent mainly mining rights and exploration rights and assets, as further detailed in the Group's consolidated financial statements for the year ended 31 December 2020. During the Reporting Period, the Group had no acquisition or disposal of intangible assets (six months ended 30 June 2020: no acquisition or disposal of intangible assets). The amortisation charge of intangible assets amounted to HK\$44,562,000 (six months ended 30 June 2020: HK\$44,210,000) was charged to profit or loss in respect of the six months ended 30 June 2021.
- (b) As at 30 June 2021, the Group's mining rights with a total carrying amount of HK\$3,098,706,000 (31 December 2020: HK\$3,102,669,000) were pledged as securities for the Group's bank and other borrowings (note 18).

10. 無形資產

- (a) 無形資產主要指採礦權及探礦權及資產(詳見本集團截至二零二零年十二月三十一日止年度的綜合財務報表之進一步說明)。於報告期間，本集團並無收購或出售無形資產(截至二零二零年六月三十日止六個月：並無收購或出售無形資產)。無形資產攤銷支出為44,562,000港元(截至二零二零年六月三十日止六個月：44,210,000港元)計入截至二零二一年六月三十日止六個月內損益。
- (b) 於二零二一年六月三十日，本集團賬面值總額為3,098,706,000港元(二零二零年十二月三十一日：3,102,669,000港元)之採礦權已用於抵押本集團之銀行及其他貸款(附註18)。

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11. FIXED ASSETS AND RIGHT-OF-USE ASSETS

- (a) During the Reporting Period, the Group has additions to fixed assets of HK\$57,534,000 (six months ended 30 June 2020: HK\$76,739,000) and disposed of fixed assets with a total net carrying amount of HK\$Nil (six months ended 30 June 2020: HK\$2,664,000), resulting in gain of HK\$Nil (six months ended 30 June 2020: gain of HK\$438,000).
- (b) As at 30 June 2021, fixed assets of the Group with a total carrying amount of HK\$753,144,000 (31 December 2020: HK\$751,139,000) were pledged as security for the Group's bank and other borrowings (note 18).
- (c) During the Reporting Period, interest on bank and other borrowings capitalised in construction in progress included in fixed assets was HK\$1,043,000 (six months ended 30 June 2020: HK\$1,086,000 (note 6(a))). The borrowing costs have been capitalised at a rate of 9% (six months ended 30 June 2020: 9%) per annum on the specific borrowings used for financing the construction in progress.
- (d) During the current interim period, the Group entered into new lease agreements for the use of office properties for 2 years. The Group is required to make fixed monthly payments during the contract period. On lease commencement, the Group recognised HK\$3,779,000 of right-of-use asset and HK\$3,779,000 lease liability.

11. 固定資產及使用權資產

- (a) 於報告期間，本集團固定資產增加57,534,000港元(截至二零二零年六月三十日止六個月：76,739,000港元)及出售賬面淨值合計為無港元(截至二零二零年六月三十日止六個月：2,664,000港元)之固定資產，產生無港元之收益(截至二零二零年六月三十日止六個月：收益438,000港元)。
- (b) 於二零二一年六月三十日，本集團賬面值合計為753,144,000港元(二零二零年十二月三十一日：751,139,000港元)之固定資產已用於抵押本集團之銀行及其他貸款(附註18)。
- (c) 於報告期間，計入固定資產內的在建工程資本化的銀行及其他貸款利息為1,043,000港元(截至二零二零年六月三十日止六個月：1,086,000港元)(附註6(a))。貸款成本乃就用於支付在建工程的相關貸款按年利率9%(截至二零二零年六月三十日止六個月：9%)資本化。
- (d) 於本中期期間，本集團就使用辦公室物業訂立新租賃協議，為期2年。本集團須於合約期間支付每月固定款項。租賃開始時，本集團確認使用權資產3,779,000港元及租賃負債3,779,000港元。

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

12. 應收賬款、貸款以及其他應收款項、按金及預付款項

			At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade and loans receivables	應收賬款及貸款	(a)-(c)	195,122	163,095
Other receivables	其他應收款項		280,261	169,708
Total trade, loans and other receivables	應收賬款、貸款及其他應收款項總計		475,383	332,803
Less: Impairment losses recognised	減：已確認之減值虧損		(169,079)	(174,289)
Trade, loans and other receivables, net	應收賬款、貸款及其他應收款項淨額		306,304	158,514
Deposits and prepayments	按金及預付款項		144,546	108,696
			450,850	267,210

At the end of the Reporting Period, all of the trade, loans and other receivables, deposits and prepayments are expected to be recovered or recognised as expenses within one year.

於報告期末，所有應收賬款、貸款及其他應收款項、按金及預付款項均預期於一年內予以收回或確認為開支。

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

12. 應收賬款、貸款以及其他應收款項、按金及預付款項 (續)

(a) Trade and loans receivables

(a) 應收賬款及貸款

			At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade receivables under the Gold Mining Operation	金礦開採業務下之應收賬款			
Gross amount	總款項		71,354	43,864
Less: impairment loss recognised	減：已確認減值虧損		(1,221)	(1,205)
Net receivables	應收款項淨額	(b)	70,133	42,659
Trade and loans receivables under the Financial Services Operation	金融服務業務下之應收賬款及貸款			
Gross amount	總款項		123,768	119,231
Less: impairment loss recognised	減：已確認減值虧損		(120,300)	(118,780)
Net receivables	應收款項淨額	(c)	3,468	451
Trade and loans receivables, net	應收賬款及貸款淨額		73,601	43,110

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

(b) Trade receivables under the Gold Mining Operation

An aged analysis of the trade receivables under the Gold Mining Operation (net of allowance for doubtful debts) based on invoice date at end of the Reporting Period is as follows:

Less than two months	少於兩個月
More than two months but less than four months	超過兩個月但少於四個月
More than four months but less than six months	超過四個月但少於六個月
More than six months but less than one year	超過六個月但少於一年
More than one year	超過一年

The Group generally requires the customers to make payment on the date of delivery of products or within 7 days after delivery of products. Credit term within several months which is determined by per-transaction basis with reference to the product is granted to the customers with high credibility.

12. 應收賬款、貸款以及其他應收款項、按金及預付款項 (續)

(b) 金礦開採業務下應收賬款

於報告期末，金礦開採業務下應收賬款(已扣除呆賬撥備)根據發票日期之賬齡分析如下：

At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
17,199	34,346
7,186	526
40,669	—
654	2,353
4,425	5,434
70,133	42,659

本集團一般要求客戶於產品交付日或產品交付後七日內作出付款。數月以內之信貸期，以每個交易為基礎，授予具有高信貸質素之客戶。

12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)**(b) Trade receivables under the Gold Mining Operation** (continued)*Impairment under HKFRS 9*

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses ("ECL"). The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e. by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

At the end of the Reporting Period, trade receivables under the Gold Mining Operation that were neither past due nor impaired relate to certain independent customers for whom there was no recent history of default. Receivables that were past due but not impaired relate to certain independent customers that have a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable. The Group did not hold any collateral over these balances.

12. 應收賬款、貸款以及其他應收款項、按金及預付款項
(續)**(b) 金礦開採業務下應收賬款** (續)*根據香港財務報告準則第9號之減值*

本集團於各報告日期使用撥備矩陣進行減值分析以計量預期信貸虧損(「預期信貸虧損」)。撥備率乃基於具有類似虧損模式(即按地區、產品類別、客戶類別及評級、信用證及其他信貸保險形式之保障劃分)之多個客戶分部組別逾期天數釐定。有關計量反映概率加權結果、貨幣之時間價值及於報告日期可獲得之有關過去事件、目前狀況及未來經濟狀況預測之合理可靠資料。

於報告期末，金礦開採業務下的應收賬款既未逾期亦未減值，與近期並無違約歷史的若干獨立客戶有關。已逾期但未減值的應收款項與在本集團有良好往績的若干獨立客戶有關。根據過去的經驗，管理層認為，由於信貸質量並未發生重大變化，因此這些結餘毋須計提減值撥備，且該等結餘仍視作可完全收回。本集團並無就該等結餘持有任何抵押品。

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

(c) Trade and loans receivables under the Financial Services Operation

12. 應收賬款、貸款以及其他應收款項、按金及預付款項 (續)

(c) 金融服務業務下應收賬款及貸款

		At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade receivables from management service and securities brokerage business, net of impairment losses recognised:	管理服務及證券經紀業務應收賬款已確認減值虧損淨額：		
– Cash clients (note (i))	– 現金客戶(附註(i))	48	44
– Hong Kong Securities Clearing Company Limited ("HKSCC"), net (note (i))	– 香港中央結算有限公司 (「香港結算」) (淨額)(附註(i))	175	258
– Accounts receivable arising from other services (note (ii))	– 其他服務產生之應收賬款 (附註(ii))	3,245	149
		3,468	451

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

(c) Trade and loans receivables under the Financial Services Operation (continued)

Notes:

- (i) The settlement terms of the receivables arising from cash clients and HKSCC are one or two trade days after the trade execution date. These receivables are not past due at the end of the Reporting Period.
- (ii) Accounts receivable arising from the other services are receivable in accordance with the contract terms.
- (iii) Aged analysis of receivables arising from securities brokerage business is not presented as management of the Company considered that the aged analysis does not give additional value in view of the nature of this business.

Impairment under HKFRS 9

The Group applies general approach to measuring ECL for the trade and loan receivables from other financial services business as these business contained a significant financing component. ECLs are recognised in two stages. For credit exposures which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

12. 應收賬款、貸款以及其他應收款項、按金及預付款項 (續)

(c) 金融服務業務下應收賬款及貸款(續)

附註：

- (i) 現金客戶及香港結算產生之應收款項之還款期為交易執行日期後一或兩個交易日。該等應收款項於報告期末尚未逾期。
- (ii) 其他服務之應收賬款可按合約條款收取。
- (iii) 鑒於證券經紀業務之性質，由於本公司管理層認為賬齡分析不會提供額外價值，因此並無呈列證券經紀業務之應收賬款賬齡分析。

根據香港財務報告準則第9號之減值

本集團採用了一般方法來計量有關包含了重大融資組成部分的其他金融服務業務應收賬款及貸款之預期信貸虧損。預期信貸虧損分兩個階段進行確認。對於自首次確認後並無顯著增加的信貸風險，預期信貸虧損就可能於未來12個月內出現的違約事件計提撥備(12個月預期信貸虧損)。對於自首次確認後有顯著增加的信貸風險，須在信貸虧損風險預期的剩餘年期計提虧損撥備，不論違約事件於何時發生(全期預期信貸虧損)。

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

(c) Trade and loans receivables under the Financial Services Operation (continued)

Impairment under HKFRS 9 (continued)

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

At the end of the Reporting Period, trade and loans receivables of HK\$120,300,000 (31 December 2020: HK\$118,780,000) under the Financial Services Operation of the Group were past due more than one year. Having considered the financial position of the borrowers, management of the Group is of the view that the recoverability of these loans receivables is remote, accordingly, impairment loss on the loans receivables was fully recognised in profit or loss. Receivables that were past due but not impaired included cash clients from securities brokerage business amounted to HK\$3,468,000 (31 December 2020: HK\$451,000). The Group held the securities of these cash clients of securities brokerage business as collateral over their individual balance. The management believed that no impairment allowance was necessary in respect of these receivables.

12. 應收賬款、貸款以及其他應收款項、按金及預付款項 (續)

(c) 金融服務業務下應收賬款及貸款(續)

根據香港財務報告準則第9號之減值(續)

於各報告日期，本集團於評估自首次確認後金融工具的信貸風險是否顯著增加時，將於報告日期金融工具發生違約之風險與首次確認日起金融工具發生之違約風險進行比較，並考慮合理且具證據支持的資料，包括無需付出不必要的成本或努力而可得之歷史及前瞻性資料。

於報告期末，本集團逾期超過一年之金融服務業務下應收賬款及貸款為120,300,000港元(二零二零年十二月三十一日：118,780,000港元)。經考慮借款人的財務狀況，本集團管理層認為該等應收貸款不大可能收回，因此，於損益中悉數確認應收貸款減值虧損。已逾期但未減值之應收款項包括證券經紀業務之現金客戶為3,468,000港元(二零二零年十二月三十一日：451,000港元)。本集團持有該等證券經紀業務下之現金客戶的證券作為彼等之個人結餘之抵押品。管理層相信毋須就該等應收賬款作出減值撥備。

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13. CASH AND BANK BALANCES AND CLIENT TRUST BANK BALANCES

13. 現金及銀行結餘及客戶信託銀行結餘

		At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Cash at banks	銀行存款	39,730	88,975
Cash in hand	手頭現金	352	73
Cash and bank balances	現金及銀行結餘	40,082	89,048
Less: Restricted deposits in the bank balances	減：在銀行結餘中的受限制資金	(28,269)	(34,513)
Cash and cash equivalents	現金及現金等價物	11,813	54,535
Client trust bank balances	客戶信託銀行結餘	4,112	2,916
		15,925	57,451

Restricted deposits are as follows:

受限制資金如下：

		At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Deposits restricted for payment for land reclamation	受限制用於支付土地複墾的資金	21,033	30,742
Deposits restricted for payment for environmental governance	受限制用於支付環境治理的資金	7,236	3,771
		28,269	34,513

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13. CASH AND BANK BALANCES AND CLIENT TRUST BANK BALANCES (continued)

The Group maintains trust and segregated accounts with authorised financial institutions to hold clients' deposits arising from securities brokerage business transactions. The Group has classified the clients' deposits as client trust bank balances in the current assets and recognised the corresponding trade payables to the respective clients in the current liabilities, on the grounds that the Group is liable for any misappropriation of the respective clients' deposits as stipulated under the Hong Kong Securities and Futures Ordinance ("SFO"). The Group is not allowed to use the clients' monies to settle its own obligations under the SFO. As such, these monies are not included in cash and cash equivalents of the Group for cash flow purposes in the consolidated statement of cash flows.

The interest rates on cash at banks ranged from 0.001% to 0.35% (2020: 0.001% to 0.35%) per annum during the Reporting Period.

At 30 June 2021, the cash and bank balances of the Group denominated in RMB amounted to HK\$30,966,000 (31 December 2020: HK\$76,873,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

13. 現金及銀行結餘及客戶信託銀行結餘(續)

本集團在認可金融機構持有信託及個別賬戶，以存放於證券經紀業務交易中產生之客戶存款。本集團須按香港證券及期貨條例(「證券及期貨條例」)規定，就挪用相關客戶存款負上責任，按此基礎本集團已將客戶存款分類為客戶信託銀行結餘，列於流動資產項下，並於流動負債下確認應付相關客戶之相應賬款。根據證券及期貨條例，本集團不可利用客戶資金償付本身債務。因此，該等款額於本集團之綜合現金流量表內不會載列為現金流量用途之現金及現金等價物。

於報告期間銀行存款之利率介乎每年0.001%至0.35%(二零二零年：0.001%至0.35%)。

於二零二一年六月三十日，本集團以人民幣為單位的現金及銀行結餘為30,966,000港元(二零二零年十二月三十一日：76,873,000港元)。人民幣不可自由兌換為其他貨幣，然而，根據中國內地的外匯管理條例及結匯、售匯及付匯管理規定，本集團可透過授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

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14. TRADE AND OTHER PAYABLES, AND CONTRACT LIABILITIES

14. 應付賬款及其他應付款項，及合同負債

			At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
		Notes 附註		
Trade payables	應付賬款	(a)	236,088	193,694
Accrued charges and other payables	預提費用及 其他應付款項		1,288,734	1,123,109
Deposits received on disposal of subsidiaries	出售附屬公司已收 按金	(d)	17,633	17,633
Deposits received on capital injection of a subsidiary	出資附屬公司已收 按金	(e)	240,600	118,780
Receipts in advance	預收賬款	(f)	39,133	38,679
Trade and other payables	應付賬款及其他應 付款項		<u>1,822,188</u>	<u>1,491,895</u>
Contract liabilities	合同負債			
Receipts in advance from customers	客戶預收賬款	(g)	<u>61,429</u>	<u>46,950</u>

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14. TRADE AND OTHER PAYABLES, AND CONTRACT LIABILITIES (continued)

(a) Trade payables

Trade payables under the Gold Mining Operation	金礦開採業務下之應付賬款
Trade payables under the Financial Services Operation	金融服務業務下之應付賬款

Notes
附註

(b)

(c)

14. 應付賬款及其他應付款項，及合同負債(續)

(a) 應付賬款

At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
231,809	190,495
4,279	3,199
236,088	193,694

(b) Trade payables under the Gold Mining Operation

An aged analysis of trade payables under the Gold Mining Operation based on invoice date at the end of the Reporting Period is as follows:

Less than three months	少於三個月
More than three months but less than one year	超過三個月但少於一年
More than one year	超過一年

(b) 金礦開採業務下應付賬款

於報告期末，金礦開採業務下應付賬款根據發票日期之賬齡分析如下：

At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
79,972	36,446
20,425	48,813
131,412	105,236
231,809	190,495

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14. TRADE AND OTHER PAYABLES, AND CONTRACT LIABILITIES (continued)

(c) Trade payables under the Financial Services Operation

14. 應付賬款及其他應付款項，及合同負債(續)

(c) 金融服務業務下應付賬款

		At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade payables under securities brokerage business:	證券經紀業務應付賬款：		
– Cash clients (note (i))	– 現金客戶(附註(i))	2,636	2,678
– Margin clients (note (ii))	– 保證金客戶(附註(ii))	1,643	521
		4,279	3,199

Notes:

附註：

- (i) The settlement terms of trade payables under securities brokerage business are two days after the trade date. Trade payables to cash clients also include those payables which arose from clients' cash deposits (client trust bank balances) for securities brokerage transactions.
- (ii) Payables to margin clients are repayable on demand.
- (iii) No aged analysis of trade payables to cash clients and margin clients is presented as management of the Group considers that the aged analysis does not give additional value in view of the nature of these trade payables.

- (i) 證券經紀業務應付賬款之還款期為交易日後兩日。應付現金客戶賬款亦包括來自證券經紀交易的客戶現金存款(客戶信託銀行結餘)之應付賬款。
- (ii) 應付孖展客戶款項乃按要求償還。
- (iii) 鑒於應付現金客戶及孖展客戶賬款之性質，由於本集團管理層認為賬齡分析不會提供額外價值，因此並無呈列該等應付賬款之賬齡分析。

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14. TRADE AND OTHER PAYABLES, AND CONTRACT LIABILITIES (continued)

(d) Deposits received on disposal of subsidiaries

In January 2020, the Group and a third party entered into an agreement, under which the Group has agreed to dispose of and the third party has agreed to acquire 100% equity interests in certain subsidiaries for an aggregate consideration amounted to a maximum of HK\$23,100,000, of which deposits of approximately HK\$17,633,000 were received by the Group. Completion of the disposal of these subsidiaries has not taken place up to the end of the Reporting Period and the date of approval of these interim condensed consolidated financial statements.

(e) Deposits received on capital injection of a subsidiary

In February 2021, the Group and a third party entered into an agreement, under which the third party has agreed to make a capital injection of RMB240,000,000 to a subsidiary of the Company. Up to the end of the Reporting Period, total cash of RMB200,000,000 (equivalent to approximately HK\$240,600,000) (31 December 2020: RMB100,000,000 equivalent to HK\$118,780,000) for the proposed capital injection was received by the Group from the third party. Subsequent to the end of the Reporting Period, the proposed capital injection lapsed on 24 August 2021 and related agreement became invalid.

(f) Receipts in advance

As at 30 June 2021 and 31 December 2020, the receipts in advance represents mainly government grants received in advance.

14. 應付賬款及其他應付款項，及合同負債(續)

(d) 出售附屬公司已收按金

於二零二零年一月，本集團與一名第三方訂立協議，據此，本集團已同意出售而第三方已同意收購若干附屬公司100%股權，總代價為最多23,100,000港元，其中約17,633,000港元的按金已由本集團收取。截至報告期末及該等中期簡明綜合財務報表批准日期，尚未完成出售該等附屬公司。

(e) 出資附屬公司已收按金

於二零二一年二月，本集團與一名第三方訂立協議，據此，第三方已同意向本公司的一間附屬公司作出出資人民幣240,000,000元。直至報告期末，本集團獲得來自第三方的建議注資，現金總額達人民幣200,000,000元(相等於約240,600,000港元)(二零二零年十二月三十一日：人民幣100,000,000元，相等於118,780,000港元)。於報告期末後，建議注資於二零二一年八月二十四日失效，而相關協議亦失效。

(f) 預收賬款

於二零二一年六月三十日及二零二零年十二月三十一日，預收賬款主要來自政府補貼之預收賬款。

14. TRADE AND OTHER PAYABLES, AND CONTRACT LIABILITIES (continued)**(g) Contract liabilities**

The contract liabilities (receipts in advance from customers) amounted to approximately HK\$61,429,000 (31 December 2020: HK\$46,950,000) are expected to be recognised as revenue within the coming year.

15. BANK AND OTHER BORROWINGS

(a) As at 30 June 2021, the Group had secured bank and other borrowings of HK\$1,545,306,000 (31 December 2020: HK\$1,598,906,000) and unsecured bank and other borrowings of HK\$1,619,920,000 (31 December 2020: HK\$1,625,389,000, including unsecured loans from related parties (details are set out in note 20(a)).

(b) The range of effective interest rates on the Group's fixed rate and variable rate of the bank and other borrowings are 3% to 18% (31 December 2020: 3% to 24%) and 7% to 8% (31 December 2020: 8% to 9%) respectively.

14. 應付賬款及其他應付款項，及合同負債 (續)**(g) 合同負債**

合同負債(客戶預收賬款)約61,429,000港元(二零二零年十二月三十一日: 46,950,000港元)預計將在下一個年度內確認為收益。

15. 銀行及其他貸款

(a) 於二零二一年六月三十日，本集團擁有已抵押銀行及其他貸款1,545,306,000港元(二零二零年十二月三十一日: 1,598,906,000港元)以及無抵押銀行及其他貸款1,619,920,000港元(二零二零年十二月三十一日: 1,625,389,000港元)(包括來自關連方的無抵押貸款)(詳情載於附註20(a))。

(b) 本集團的銀行及其他貸款的固定利率及浮動利率的實際利率範圍分別為3%至18%(二零二零年十二月三十一日: 3%至24%)及7%至8%(二零二零年十二月三十一日: 8%至9%)。

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16. CONVERTIBLE BONDS

16. 可換股債券

At 1 January 2020 (audited)	於二零二零年一月一日 (經審核)
Conversion into shares	轉換為股份
Interest paid	已付利息
Interest expense charged to consolidated statement of profit or loss	計入綜合損益表之利息開支
Fair value gain	公平值收益
At 31 December 2020 and 1 January 2021 (audited)	於二零二零年十二月三十一日 及二零二一年一月一日 (經審核)
Conversion into shares	轉換為股份
Interest expense charged to condensed consolidated statement of profit or loss (note 6(a))	計入簡明綜合損益表之利息開支(附註6(a))
Fair value gain (note 6(a))	公平值收益(附註6(a))
At 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)

Liability component 負債部分 HK\$'000 千港元	Derivatives 衍生工具 HK\$'000 千港元	Total 總計 HK\$'000 千港元
272,391	55,802	328,193
(488)	(100)	(588)
(28,048)	—	(28,048)
46,127	—	46,127
—	(29,090)	(29,090)
289,982	26,612	316,594
(1,604)	(143)	(1,747)
24,042	—	24,042
—	(26,469)	(26,469)
312,420	—	312,420

16. CONVERTIBLE BONDS (continued)

- (a) The convertible bonds bear interest at 8% per annum with effect from and including 4 August 2019. The other key terms of the convertible bonds are further detailed in the Company's consolidated financial statements for the year ended 31 December 2020 and will mature on 30 September 2021 (the "2021 Convertible Bonds"). Accordingly, the liability component and derivatives were classified as current liabilities as at 30 June 2021.

The conversion price of the 2021 Convertible Bonds was adjusted from HK\$0.071 to HK\$1.42 as a result of the Share Consolidation with effect from 10 August 2020, details of which set out in note 17.

During the reporting period, convertible bonds with an aggregate principal amount of HK\$1,630,223 were converted into 1,148,044 new ordinary shares of the Company of HK\$0.001 each (note 17(a)). At 30 June 2021, the outstanding principal amount of the convertible bonds was approximately HK\$301 million.

- (b) The derivatives of the 2021 Convertible Bonds represent the option of the bondholders to convert the 2021 Convertible Bonds into the Company's ordinary shares and put options which the bondholders are entitled to request the Company to redeem certain amounts of the 2021 Convertible Bonds at specified dates in accordance to the terms of the 2021 Convertible Bonds. Fair value gain on derivative financial instruments of the 2021 Convertible Bonds of HK\$26,469,000 was recognised for the Reporting Period.

16. 可換股債券(續)

- (a) 可換股債券自二零一九年八月四日(包括該日)起按年利率8厘計息。可換股債券的其他主要條款進一步詳述於本公司截至二零二零年十二月三十一日止年度的綜合財務報表，並將於二零二一年九月三十日到期(「二零二一年可換股債券」)。因此，於二零二一年六月三十日，負債部分及衍生工具分類為流動負債。

二零二一年可換股債券之換股價已因股份合併由0.071港元調整至1.42港元，自二零二零年八月十日起生效，詳情載於附註17)。

於報告期內，總本金額為1,630,223港元的可換股債券獲兌換為本公司每股面值0.001港元的1,148,044股新普通股(附註17(a))。於二零二一年六月三十日，可換股債券之未償還本金額約為301百萬港元。

- (b) 二零二一年可換股債券之衍生工具指債券持有人有權選擇將二零二一年可換股債券轉換為本公司普通股及債券持有人享有認沽權可要求本公司按二零二一年可換股債券之條款於指定日期贖回若干數額之二零二一年可換股債券。於報告期間，二零二一年可換股債券之衍生金融工具公平值收益26,469,000港元被確認。

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17. SHARE CAPITAL

17. 股本

		Notes 附註	Number of shares 股份數目 '000 千股	HK\$'000 千港元
Authorised:	法定股本：			
Ordinary shares of HK\$0.001 each at 1 January 2020	於二零二零年一月一日之每股面值0.001港元普通股		50,000,000	50,000
Share consolidation and change of par value arising from Capital Reorganisation	股本重組產生之股份合併及面值變動	(ii)	(47,500,000)	(47,500)
At 31 December 2020, 1 January 2021 and 30 June 2021	於二零二零年十二月三十一日、二零二一年一月一日及二零二一年六月三十日		<u>2,500,000</u>	<u>2,500</u>
Issued and fully paid:	已發行及繳足：			
Ordinary shares of HK\$0.001 each at 1 January 2020 (audited)	於二零二零年一月一日之每股面值0.001港元普通股 (經審核)		5,935,722	5,936
Ordinary shares of HK\$0.001 each issued upon conversion of convertible bonds	轉換可換股債券後發行之每股面值0.001港元普通股	(i)	<u>6,176</u>	<u>6</u>
Ordinary shares of HK\$0.001 each before Capital Reorganisation	股本重組前之每股面值0.001港元普通股		5,941,898	5,942
Share consolidation and change of share par value arising from Capital Reorganisation	股本重組產生之股份合併及股份面值變動	(ii)	(5,644,803)	(5,645)
Ordinary shares of HK\$0.001 each at 31 December 2020 and 1 January 2021 (audited)	於二零二零年十二月三十一日及二零二一年一月一日之每股面值0.001港元普通股 (經審核)		297,095	297
Ordinary shares of HK\$0.001 each issued upon conversion of convertible bonds	轉換可換股債券後發行的每股面值0.001港元普通股	(iii)	<u>1,148</u>	<u>1</u>
Ordinary shares of HK\$0.001 each at 30 June 2021 (unaudited)	於二零二一年六月三十日之每股面值0.001港元普通股 (未經審核)		<u>298,243</u>	<u>298</u>

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17. SHARE CAPITAL (continued)

Notes:

- (i) During the year ended 31 December 2020, convertible bonds with an aggregate principal amount of HK\$543,408 were converted into 6,175,088 new ordinary shares of the Company of HK\$0.001 each (note 16).
- (ii) On 29 June 2020, the Company proposed to implement the capital reorganisation (the "Capital Reorganisation") which comprised the following:
 - (a) the share consolidation on the basis of every twenty (20) issued and unissued existing shares of par value HK\$0.001 each into one (1) consolidated share of par value HK\$0.02 each;
 - (b) the capital reduction by way of a reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.019 on each of the issued consolidated shares so that the nominal value of each issued consolidated share will be reduced from HK\$0.02 to HK\$0.001; and
 - (c) the share subdivision of each authorised but unissued consolidated share of HK\$0.02 (including those arising from the Capital Reduction) into twenty (20) adjusted shares of HK\$0.001 each.

The proposed Capital Reorganisation was approved in the special general meeting held on 6 August 2020. The Capital Reorganisation became effective on 10 August 2020. The number of issued ordinary shares was reduced from 5,941,898,079 to 297,094,903 upon the completion of the share consolidation. The consolidated shares rank pari passu in all respects with each other. A credit of approximately HK\$5,644,803 arisen from the capital reduction was transferred from the share capital account to the contributed surplus account of the Company. Details of the Capital Reorganisation are set out in the Company's circular dated 21 July 2020 and the Company's announcements dated 29 June 2020, 14 July 2020, 21 July 2020, 6 August 2020 and 10 August 2020.

- (iii) During the six months ended 30 June 2021, convertible bonds with an aggregate principal amount of HK\$1,630,223 were converted into 1,148,044 new ordinary shares of the Company of HK\$0.001 each (note 16).

17. 股本(續)

附註：

- (i) 截至二零二零年十二月三十一日止年度，本金總額為543,408港元之可換股債券已轉換為6,175,088股本公司每股面值0.001港元之新普通股(附註16)。
- (ii) 於二零二零年六月二十九日，本公司建議實施股本重組(「股本重組」)，當中包括以下事項：
 - (a) 按每二十(20)股每股面值0.001港元之已發行及未發行現有股份合併為一(1)股每股面值0.02港元之合併股份之基準進行之股份合併；
 - (b) 透過註銷本公司繳足股本(以每股已發行合併股份0.019港元為限)削減本公司的已發行股本，致使每股已發行合併股份的面值由0.02港元削減至0.001港元的股本削減；及
 - (c) 將每股面值0.02港元之法定但未發行合併股份(包括股本削減產生之合併股份)拆細為二十(20)股每股面值0.001港元之經調整股份之股份拆細。

建議之股本重組已於二零二零年八月六日舉行之股東特別大會上獲得批准。股本重組已於二零二零年八月十日生效。股份合併完成時，已發行普通股數目已由5,941,898,079股減少至297,094,903股。合併股份在所有方面將各自享有同等權益。股本削減產生之進賬約5,644,803港元已從本公司之股本賬目撥入實繳盈餘賬。股本重組之詳情載於本公司日期為二零二零年七月二十一日之通函以及本公司日期為二零二零年六月二十九日、二零二零年七月十四日、二零二零年七月二十一日、二零二零年八月六日及二零二零年八月十日之公告內。

- (iii) 於截至二零二一年六月三十日止六個月，總本金額為1,630,223港元的可換股債券兌換為本公司每股面值0.001港元的1,148,044股新普通股(附註16)。

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18. PLEDGE OF ASSETS

The Group's assets which have been pledged to secure bank and other borrowings (note 15) are as follows:

Intangible assets – mining rights	無形資產 – 採礦權	10(b)
Fixed assets	固定資產	11(b)
Investments in equity instruments at FVTOCI	透過其他全面收益按公平值列賬之股本工具投資	
Pledged bank deposits	已抵押銀行存款	

18. 資產抵押

已用於抵押有關銀行及其他貸款的本集團資產如下(附註15)：

At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
3,098,706	3,102,669
753,144	751,139
308,877	329,183
78,195	77,207
4,238,922	4,260,198

Except as disclosed above, as at 30 June 2021, all issued shares of two (31 December 2020: two) and 49% issued shares of two (31 December 2020: two) subsidiaries of the Company were pledged as security for the Group's bank and other borrowings (note 15).

除上述所披露者外，於二零二一年六月三十日，本公司兩間(二零二零年十二月三十一日：兩間)附屬公司之所有已發行股份及兩間(二零二零年十二月三十一日：兩間)附屬公司之49%已發行股份已用作於抵押本集團之銀行及其他貸款(附註15)。

19. CAPITAL COMMITMENTS

As at 30 June 2021, the Group had commitments which are contracted but not provided in the condensed consolidated financial statements in respect of the acquisitions of the fixed assets of approximately HK\$102,970,000 (31 December 2020: HK\$93,806,000) and investment in unlisted equity investment funds of approximately HK\$36,102,000 (31 December 2020: HK\$35,646,000).

19. 資本承擔

於二零二一年六月三十日，本集團就以下各項擁有已訂約但未計入簡明綜合財務報表的承擔：就購買固定資產約102,970,000港元(二零二零年十二月三十一日：93,806,000港元)及非上市股權投資基金投資約36,102,000港元(二零二零年十二月三十一日：35,646,000港元)。

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20. RELATED PARTY TRANSACTIONS

(a) During the Reporting Period, the Group had the following related party transactions:

(i) During the Reporting Period, Mr. Zhang Lirui (an executive director of the Company) and his spouse, Mr. Liu Liyang (who was appointed as an executive director of the Company on 13 October 2015 and resigned on 24 October 2018), Mr. Yi Shuhao (chairman and an executive director of the Company) and certain senior management staff of the subsidiaries of the Company have provided certain joint personal guarantees at Nil consideration for bank and other borrowings facilities granted to the Group with an aggregate amount of approximately HK\$384 million (31 December 2020: HK\$381 million) (note 15(a)).

(ii) During the Reporting Period, Mr. Zhang Lirui have provided personal guarantee at Nil consideration for bank and other borrowings facilities amounted to HK\$2 million (31 December 2020: HK\$55 million).

20. 關連人士交易

(a) 於報告期間內，本集團進行下列關連人士交易：

(i) 於報告期間，張利銳先生(本公司執行董事)及他的配偶及劉力揚先生(於二零一五年十月十三日獲委任為本公司執行董事並於二零一八年十月二十四日辭任)、易淑浩先生(本公司主席兼執行董事)及本公司附屬公司之若干名高級管理層員工就本集團獲授之銀行及其他貸款融資總額約384百萬港元(二零二零年十二月三十一日：381百萬港元)以零代價提供若干聯席個人擔保(附註15(a))。

(ii) 於報告期內，張利銳先生就銀行及其他貸款融資2百萬港元(二零二零年十二月三十一日：55百萬港元)以零代價提供個人擔保。

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20. RELATED PARTY TRANSACTIONS

(continued)

(a) (continued)

- (iii) In addition to the transactions detailed above, the Group had the following transactions and balances with related parties during the six months ended 30 June 2021:

Related parties transactions:

20. 關連人士交易(續)

(a) (續)

- (iii) 除以上詳述的交易外，本集團於截至二零二一年六月三十日止六個月還與關聯方進行了以下交易及餘額：

關聯人士交易：

				Six months ended 30 June	
				截至六月三十日止六個月	
				2021	2020
				二零二一年	二零二零年
				(Unaudited)	(Unaudited)
				(未經審核)	(未經審核)
				HK\$'000	HK\$'000
				千港元	千港元
			Note 附註		
1.	Liu Shiwei 柳士威	Interest expenses of providing financial assistance 提供財務資助之利息費用	(1)	101	366
2.	Easyhome Financial Holding Co., Ltd.* 居然之家金融控股有限公司	Interest expenses of providing financial assistance 提供財務資助之利息費用	(2)	5,217	4,055
3.	Shenzhen Rui Ying Equity Investment Fund Management Co., Ltd.* 深圳睿盈股權投資基金管理有限公司	Interest expenses of providing financial assistance 提供財務資助之利息費用	(3)	—	6
4.	Koo Yuen Kim 古潤金	Interest expenses of providing financial assistance 提供財務資助之利息費用	(4)	3,719	3,740
5.	Shenzhen Rui Au Jian Investment Fund Partnership (Limited Partnership)* 深圳睿安建投資基金合夥企業 (有限合夥)	Interest expenses of providing financial assistance 提供財務資助之利息費用	(5)	7,337	7,080

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20. RELATED PARTY TRANSACTIONS

(continued)

(a) (continued)

(iii) (continued)

Outstanding balances with related parties:

20. 關連人士交易(續)

(a) (續)

(iii) (續)

關聯方往來餘額：

				At 30 June 2021 於二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 (Unaudited) (未經審核) HK\$'000 千港元
		Note 附註			
1.	Liu Shiwei 柳士威		Other Borrowing 其他貸款	(1) —	7,210
			Interest Payable 應付利息	(1) —	904
2.	Easyhome Financial Holding Co., Ltd.* 居然之家金融控股有限 公司		Other Borrowing 其他貸款	(2) 105,864	104,526
			Interest Payable 應付利息	(2) 7,044	1,771
3.	Shenzhen Rui Ying Equity Investment Fund Management Co., Ltd.* 深圳睿盈股權投資基金 管理有限公司		Interest Payable 應付利息	(3) —	11
4.	Koo Yuen Kim 古潤金		Other Borrowing 其他貸款	(4) 100,000	100,000
			Interest Payable 應付利息	(4) 9,044	15,325
5.	Shenzhen Rui An Jian Investment Fund Partnership (Limited Company)* 深圳市睿安健投資基金合 夥企業(有限公司)		Other Borrowing 其他貸款	(5) 78,520	100,096
			Interest Payable 應付利息	(5) 42,855	35,023

* The English name is for identification purpose only.

* 英文名稱僅供識別之用

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20. RELATED PARTY TRANSACTIONS

(continued)

(a) (continued)

(iii) (continued)

Notes:

- (1) As at 30 June 2021 and 31 December 2020, Mr. Liu Shiwei ("Mr. Liu SW") holds 18,273,859 shares in the Company by virtue of his personal interest. Ms. Guan Yuyan, being Mr. Liu's spouse, has interest of 65,251,940 shares in the Company via her wholly-owned controlled corporation namely, Grace Silver Limited. Accordingly, Mr. Liu SW is also taken to be interested in 65,251,940 shares via his spouse. Accordingly, as at 30 June 2021 and 31 December 2020, Mr. Liu SW is deemed to be interested in approximately 28.01% and 28.11%, respectively of the issued share capital of the Company.

The loan from Mr. Liu SW ("Mr. Liu SW Loans") was charged at interest rate of 7.5% per annum. These loans were unsecured and have repayment terms ranged from 6 months to 1 year.

20. 關連人士交易(續)

(a) (續)

(iii) (續)

附註：

- (1) 於二零二一年六月三十日及二零二零年十二月三十一日，柳士威先生(「柳士威先生」)藉由其個人權益於本公司持有18,273,859股股份。官玉燕女士為柳先生之配偶，通過其全資擁有之受控法團(即瑞盈有限公司)於本公司65,251,940股股份中擁有權益。因此，柳士威先生亦被視為通過其配偶於65,251,940股股份中擁有權益。因此，於二零二一年六月三十日及二零二零年十二月三十一日，柳士威先生被視為擁有本公司已發行股本分別約28.01%及28.11%。

柳士威先生所授出之貸款(「柳士威先生貸款」)實際利率為每年7.5%。上述貸款均無抵押及還款期為6個月至1年。

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20. RELATED PARTY TRANSACTIONS

(continued)

(a) (continued)

(iii) (continued)

Notes: (continued)

(1) (continued)

The above loans are fully exempted connected transactions under Chapter 14A of the Listing Rules.

- (2) Easyhome Financial Holding Co., Ltd and China Home Hong Kong Limited are wholly-owned by Beijing Easyhome Investment Holding Group Co., Ltd. China Home Hong Kong Limited directly holds 32,153,054 shares in the Company as 30 June 2021 and 31 December 2020. Beijing Easyhome Investment Holding Group Co., Ltd. is deemed to hold 32,153,054 shares, representing 10.78% and 10.82% respectively, of the issued share capital of the Company as at 30 June 2021 and 31 December 2020.

20. 關連人士交易(續)

(a) (續)

(iii) (續)

附註：(續)

(1) (續)

根據上市規則第十四A章，上述貸款為全面獲豁免關聯交易。

- (2) 居然之家金融控股有限公司及華居(香港)有限公司由北京居然之家投資控股集團有限公司全資擁有。於二零二一年六月三十日及二零二零年十二月三十一日，華居(香港)有限公司直接持有本公司32,153,054股股份。北京居然之家投資控股集團有限公司被視為持有32,153,054股股份，分別佔於二零二一年六月三十日及二零二零年十二月三十一日本公司已發行股本之10.78%及10.82%。

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20. RELATED PARTY TRANSACTIONS

(continued)

(a) (continued)

(iii) (continued)

Notes: (continued)

(2) (continued)

The loan was charged at an interest rate of 10% per annum, unsecured and has a repayment term of 1 year.

The above loan is a fully exempted connected transaction under Chapter 14A of the Listing Rules.

(3) Shenzhen Rui Ying Equity Investment Fund Management Co., Ltd. is wholly and beneficially owned by Grace Sliver Limited, a substantial shareholder of the Company since September 2018.

The loan was charged at an interest rate of 15% per annum, unsecured and has a repayment term of 3 months. The loan was fully settled during the year ended 31 December 2020.

The above loan is a fully exempted connected transaction under Chapter 14A of the Listing Rules.

20. 關連人士交易(續)

(a) (續)

(iii) (續)

附註：(續)

(2) (續)

該筆貸款實際利率為每年10%，無抵押及還款期為一年。

根據上市規則第十四A章，上述貸款為全面獲豁免關連交易。

(3) 自二零一八年九月，深圳睿盈股權投資基金管理有限公司由本公司之主要股東瑞盈有限公司全資及實益擁有。

該筆貸款實際利率為每年15%，無抵押及還款期為3個月。截至二零二零年十二月三十一日止年度，該筆貸款已全部償清。

根據上市規則第十四A章，上述貸款為全面獲豁免關聯交易。

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20. RELATED PARTY TRANSACTIONS

(continued)

(a) (continued)

(iii) (continued)

Notes: (continued)

- (4) Mr. Koo Yuen Kim holds 29,762,947 shares by virtue of his personal interest and 804,339 shares through his wholly owned corporation Golden Eagle (Asia) Investment Limited. Mr. Koo Yuen Kim is deemed to be interested in approximately 10.25% and 10.29% of the issued share capital of the Company as at 30 June 2021 and 31 December 2020 respectively.

The loan was charged at an interest rate of 7.5% per annum, unsecured and has a repayment term of 1 year or payable on demand.

The above loan is a fully exempted connected transaction under Chapter 14A of the Listing Rules.

20. 關連人士交易(續)

(a) (續)

(iii) (續)

附註：(續)

- (4) 古潤金先生藉由其個人權益持有29,762,947股股份，並通過其全資擁有之受控法團金鷹(亞洲)投資有限公司於804,339股股份中擁有權益。於二零二一年六月三十日及二零二零年十二月三十一日，古潤金先生被視為擁有本公司已發行股本分別約10.25%及10.29%。

該筆貸款利率為每年7.5%，無抵押及還款期為一年或應要求支付。

根據上市規則第十四A章，上述貸款為全面獲豁免關連交易。

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20. RELATED PARTY TRANSACTIONS

(continued)

(a) (continued)

(iii) (continued)

Notes: (continued)

- (5) Shenzhen Rui An Jian Investment Fund Partnership (Limited Partnership) is 50% indirectly owned by Grace Sliver Limited, a substantial shareholder of the Company.

The loan was charged at an interest rate of 15% per annum, unsecured and has a repayment term of approximately 1 year or payable on demand.

The above loan is a fully exempted connected transaction under Chapter 14A of the Listing Rules.

(b) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Directors, is as follows:

Short-term employee benefits 短期僱員福利
Post-employment benefits 離職福利

20. 關連人士交易(續)

(a) (續)

(iii) (續)

附註：(續)

- (5) 深圳市睿安建投資基金合夥企業(有限合夥)由本公司之主要股東瑞盈有限公司50%間接擁有。

該筆貸款利率為每年15%，無抵押及還款期為約1年或應要求支付。

根據上市規則第十四A章，上述貸款為全面獲豁免關連交易。

(b) 主要管理人員酬金

主要管理人員酬金(包括支付予董事之款項)如下：

Six months ended 30 June
截至六月三十日止六個月

2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Short-term employee benefits 短期僱員福利 1,250	1,275
Post-employment benefits 離職福利 45	46
1,295	1,321

21. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS**(a) Financial assets and liabilities carried at fair value***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, i.e. 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, i.e. 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.

21. 金融工具的公平值計量**(a) 按公平值列賬的金融資產及負債***公平值階層*

下表呈列於報告期末按經常性基準計量的本集團金融工具的公平值，分類為香港財務報告準則第13號「公平值計量」所界定的三級公平值階層。公平值計量歸類的階層經參考估值技術中使用的輸入參數的可觀察性及重要性釐定如下：

- 第一階層估值：公平值僅按第一階層輸入數據（即相同資產或負債於計量日期在活躍市場的未經調整報價）計算。
- 第二階層估值：公平值利用第二階層輸入數據（即未能達到第一階層且並無利用重大不可觀察輸入數據的可觀察輸入數據）計算。不可觀察輸入數據為無法獲得市場數據的輸入數據。
- 第三階層估值：公平值利用重大不可觀察輸入數據計量。

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21. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

(a) Financial assets and liabilities carried at fair value (continued)

Fair value hierarchy (continued)

21. 金融工具的公平值計量 (續)

(a) 按公平值列賬的金融資產及負債(續)

公平值階層(續)

		At 30 June 2021 於二零二一年 六月三十日 Level 2 第2級 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 Level 2 第2級 (Audited) (經審核) HK\$'000 千港元
Recurring fair value measurements	經常性公平值計量		
Assets/(Liabilities):	資產／(負債)：		
Investments in equity instruments at fair value through other comprehensive income	透過其他全面收益按公平值列賬之股本工具投資		
Derivative financial instruments	衍生金融工具		
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產		
		308,877	329,183
		—	(26,612)
		—	43,949

There were no transfers between instruments in all levels during the six months ended 30 June 2021.

截至二零二一年六月三十日止六個月，工具於所有等級之間並無進行轉移。

Appropriate valuation methods and assumptions with reference to market conditions existing at each financial reporting period were adopted to determine the fair value of the derivative financial instruments are adopted.

為釐定衍生金融工具的公平值，須參照於每個財務報告期間的現行市況，採納適當估值方法和假設。

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21. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

(b) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments at 30 June 2021 carried at amortised cost are not materially different from their fair values as at that date except for the convertible bonds.

22. LITIGATIONS

At the end of the Reporting Period, there are the following material litigations pending against the Group:

(a) Writ issued by Chance Talent Management Limited against the Company in Hong Kong

Chance Talent Management Limited ("Chance Talent", a third party) alleges that, inter alia, the Company has knowingly received the funds from Chance Talent and dishonestly assisted Tai Ning Investment Holdings Limited ("Tai Ning", a third party) in breaching its fiduciary owed by Tai Ning to Chance Talent and as such Chance Talent claims against the Company, inter alia, a sum of HK\$247,337,000 and its corresponding interest. Details of the background and the development of this litigation are set out in the Company's published consolidated financial statements for the year ended 31 December 2020 ("The Company's 2020 consolidated financial statements").

21. 金融工具的公平值計量 (續)

(b) 按公平值以外列賬之金融資產及負債之公平值

本集團於二零二一年六月三十日按攤銷成本列賬之金融工具之賬面值與其於該日之公平值並無存在重大差異，惟可換股債券除外。

22. 訴訟

於報告期末，本集團面臨以下重大待決訴訟：

(a) Chance Talent Management Limited 於香港對本公司發出之令狀

Chance Talent Management Limited (「Chance Talent」，為一名第三方)指控(其中包括)本公司在知情的情況下收取來自Chance Talent的款項，以不誠實的方式協助泰寧投資控股有限公司(「泰寧」，為一名第三方)違反泰寧對Chance Talent的受信責任，因此Chance Talent向本公司申索(其中包括)為數247,337,000港元及其相應利息。有關此項訴訟之背景資料及發展之詳情載列於本公司已刊發的截至二零二零年十二月三十一日止年度之綜合財務報表(「本公司二零二零年綜合財務報表」)。

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22. LITIGATIONS (continued)

(a) Writ issued by Chance Talent Management Limited against the Company in Hong Kong (continued)

During the current period, on 21 April 2021, Chance Talent filed a reply to the Company's Amended Defense and not admitting the Company's claims contained therein.

Up to the date of approval of these interim condensed consolidated financial statements, this litigation case is still ongoing.

(b) Writ issued by Yan Nan against the Company in Hong Kong

A legal claim was lodged by Yan Nan (a third party) against the Company for immediate repayment of the bond issued by the Company and held by Yan Nan with the principal amount of HK\$5,000,000 together with interest therein on the ground that an event of default was triggered by the Company on the purported basis that the Company is unable to repay its debts. This bond was included in other borrowings of the Group at 30 June 2021. Details of the background and the development of this litigation are set out in the Company's published 2020 consolidated financial statements.

Yan Nan has filed a reply to the Company's Defense, reiterating her allegations in the Statement of Claim.

Up to the date of approval of these interim condensed consolidated financial statements, this litigation case is still ongoing.

22. 訴訟(續)

(a) Chance Talent Management Limited 於香港對本公司發出之令狀(續)

於本期間，於二零二一年四月二十一日，Chance Talent 提交對本公司經修訂抗辯的回覆，不承認本公司其中的陳述。

直至該等中期簡明綜合財務報表獲批准之日，此項訴訟仍在進行。

(b) 嚴楠於香港對本公司發出之令狀

嚴楠(為一名第三方)就即時償還本金為5,000,000港元的債券(由本公司發行並由嚴楠持有)連同其利息向本公司提起法律申索，理由為本公司因無法償還債務而觸發違約。該債券計入本集團截至二零二一年六月三十日的其他貸款。有關此項訴訟之背景資料及發展之詳情載列於本公司已刊發的二零二零年綜合財務報表。

嚴楠已提交對本公司抗辯的回覆，重申其於申索書的指控。

直至該等中期簡明綜合財務報表獲批准之日，此項訴訟仍在進行。

22. LITIGATIONS (continued)**(c) Pingan Bank Co., Ltd. Kunming Branch against the Company and certain subsidiaries**

During the current period, a legal claim was lodged by Pingan Bank Co., Ltd., Kunming Branch ("Pingan Bank") against the Company and certain of its wholly-owned subsidiaries who failed to perform their obligations to repay RMB192,922,176.37 and interest accrued thereon to Pingan Bank within the specified time. Details of the background and the development of this litigation are set out in the Company's announcement dated 28 May 2021.

On 22 June 2021, Pingan Bank applied for enforcement at Yunnan Kunming Intermediate People's Court. On 29 July 2021, the court ordered for the Company and the related subsidiaries, as defendants, to comply with the requirements of the issued legal documents.

Up to the date of approval of these interim condensed consolidated financial statements, this litigation case is still ongoing and certain of the Group's investments in equity instruments at fair value through other comprehensive income (with a carrying amount of approximately HK\$296,683,000 at 30 June 2021) and mining rights (with a carrying amount of approximately HK\$2,331,318,000 at 30 June 2021) were seized and frozen by the court. During the period of seizure, the Group shall be prohibited from making any mortgage, transfer or alteration of the above assets. The court has not yet commenced any auction or realization of the above assets and the Group will try to reach a settlement with Pingan Bank.

22. 訴訟(續)**(c) 平安銀行股份有限公司昆明分行訴本公司及若干附屬公司**

於本期間，平安銀行股份有限公司昆明分行(「平安銀行」)提出一項法律申索，原因是本公司及其若干全資附屬公司未在指定時間內履行向平安銀行還款人民幣192,922,176.37元及應計利息的義務。有關此項訴訟之背景資料及發展詳情載列於本公司日期為二零二一年五月二十八日之公告。

於二零二一年六月二十二日，平安銀行在雲南省昆明市中國級人民法院申請強制執行。於二零二一年七月二十九日，法院命令作為被告人的本公司及相關附屬公司，履行生效法律文書的義務。

直至該等中期簡明綜合財務報表獲批准之日，此項訴訟仍在進行，本集團若干透過其他全面收益按公平值列賬之股本工具投資(於二零二一年六月三十日的賬面值約為296,683,000港元)以及採礦權(於二零二一年六月三十日的賬面值約為2,331,318,000港元)被法院查封凍結。查封期間，本集團被禁止抵押、轉讓或變更上述資產。法院並未展開上述資產拍賣程序或變現，本集團會嘗試與平安銀行達成和解。

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22. LITIGATIONS (continued)

(d) Koo Yuen Kim against the Company and others

During the current period, a legal claim was lodged by Koo Yuen Kim ("Koo", a third party) against certain parties, including the Company, on the failure for repayment of the loans made by Koo to these parties. Details of the background and the development of this litigation are set out in the Company's announcements dated 18 June 2021, 14 July 2021 and 6 August 2021.

Up to the date of approval of these interim condensed consolidated financial statements, this litigation case is still ongoing and certain of the Group's mining rights and exploration rights (with a carrying amount of approximately HK\$2,102,492,000 at 30 June 2021) and bank deposits of approximately RMB26,000 at 30 June 2021 were seized and frozen by the court. During the period of seizure, the Group shall be prohibited from making any mortgage, transfer or alteration of the above assets. The Court has not yet commenced any auction or realization of the above assets and the Group will try to reach a settlement with Koo.

22. 訴訟(續)

(d) 古潤金訴本公司及其他

於本期間，古潤金(「古」，為一名第三方)對包括本公司在內的若干人士提起申索，乃由於該等人士並未償還古向該等人士作出的貸款。有關此項訴訟之背景資料及發展之詳情載列於本公司日期為二零二一年六月十八日、二零二一年七月十四日及二零二一年八月六日之公告。

直至該等中期簡明綜合財務報表獲批准之日，此項訴訟仍在進行，本集團若干探礦權及採礦權(於二零二一年六月三十日的賬面值約為2,102,492,000港元)及於二零二一年六月三十日的銀行存款約人民幣26,000元被法院查封凍結。查封期間，本集團被禁止抵押、轉讓或變更上述資產。法院並未展開上述資產拍賣程序或變現，本集團會嘗試與古達成和解。

22. LITIGATIONS (continued)**(e) Minsheng Financial Leasing Co., Ltd against the Company, certain subsidiaries and two Executive Directors**

A legal claim was lodged by Minsheng Financial Leasing Co., Ltd. ("Minsheng Financial") against the Company, certain of its wholly-owned subsidiaries and two executive directors for the failure to perform the obligation to repay RMB83,994,189, the interest thereon and the related expenses to Minsheng Financial within the specified time. Details of the background and the development of this litigation are set out in the Company's announcement dated 2 July 2021. On 19 July 2021, Tianjin No. 3 Intermediate People's Court of the PRC ordered a hearing to be scheduled on 6 September 2021.

Up to the date of approval of these interim condensed consolidated financial statements, this litigation case is still ongoing. Certain of the Group's shareholdings in subsidiaries, mining rights (with a carrying amount of approximately HK\$1,527,656,000 at 30 June 2021) and bank accounts with deposits of approximately RMB5,104,000 at 30 June 2021 (of which approximately RMB5,092,000 are deposits applied for payment of environmental governance and are included as restricted deposits in the condensed consolidated statement of financial position at 30 June 2021) were seized and frozen by the court. During the period of seizure, the Group shall be prohibited from making any mortgage, transfer or alteration of the above assets. The court has not yet commenced any auction or realization of the above assets. The Group will try to reach a settlement with Minsheng Financial.

22. 訴訟(續)**(e) 民生金融租賃股份有限公司訴本公司、若干附屬公司及兩名執行董事**

民生金融租賃股份有限公司(「民生金融」)對本公司、其若干全資附屬公司及兩名執行董事提出法律申索，乃由於彼等未在指定時間內履行向民生金融還款人民幣83,994,189元、利息及相關費用的義務。有關此項訴訟之背景資料及發展之詳情載列於本公司日期為二零二一年七月二日之公告。於二零二一年七月十九日，中國天津市第三中級人民法院命令於二零二一年九月六日開庭聆訊。

直至該等中期簡明綜合財務報表獲批准之日，此項訴訟仍在進行。本集團於若干附屬公司的股權、採礦權(於二零二一年六月三十日的賬面值約為1,527,656,000港元)及於二零二一年六月三十日銀行賬戶內約人民幣5,104,000元的存款(其中約人民幣5,092,000元乃用於支付環境治理保證金，於二零二一年六月三十日的簡明綜合財務狀況表中被列為限制性存款)被法院查封凍結。查封期間，本集團被禁止抵押、轉讓或變更上述資產。法院並未展開上述資產拍賣程序或變現。本集團會嘗試與民生金融達成和解。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有列明者外，所有款項以港元列示)

22. LITIGATIONS (continued)

(f) Great Wall Guoxing Financial Leasing Co., Ltd against the Company, certain subsidiaries and an Executive Director

A legal claim was lodged by Great Wall Guoxing Financial Leasing Co., Ltd. ("Great Wall Guoxing", a third party) against the Company, certain of its wholly-owned subsidiaries and an executive director of the Company for the failure to perform the obligation to repay RMB142,939,360.61, the interest thereon and the related expenses to Great Wall Guoxing within the specified time. Details of the background and the development of this litigation are set out in the Company's announcement dated 2 July 2021.

Up to the date of approval of these interim condensed consolidated financial statements, this litigation case is still ongoing. Certain mining rights (with a carrying amount of approximately HK\$1,527,656,000) and bank accounts with deposits of approximately RMB85,000 were seized and frozen by the court. During the period of seizure, the Group shall be prohibited from making any mortgage, transfer or alteration of the above assets. The court has not yet commenced any auction or realization of the above assets. The Group will try to reach a settlement with Great Wall Guoxing.

22. 訴訟(續)

(f) 長城國興金融租賃有限公司訴本公司、若干附屬公司及一名執行董事

長城國興金融租賃有限公司(「長城國興」，為一名第三方)對本公司、其若干全資附屬公司及本公司一名執行董事提出法律申索，乃由於彼等未在指定時間內履行向長城國興還款人民幣142,939,360.61元、利息及相關費用的義務。有關此項訴訟之背景資料及發展之詳情載列於本公司日期為二零二一年七月二日之公告。

直至該等中期簡明綜合財務報表獲批准之日，此項訴訟仍在進行。若干採礦權(賬面值約為1,527,656,000港元)及銀行賬戶內約人民幣85,000元的存款被法院查封凍結。查封期間，本集團被禁止抵押、轉讓或變更上述資產。法院並未展開上述資產拍賣程序或變現。本集團會嘗試與長城國興達成和解。

22. LITIGATIONS (continued)**(g) Henan Jiangsai Mine Engineering Company Limited against subsidiary**

A legal claim was lodged by Henan Jiangsai Mine Engineering Company Limited (“Henan Jiangsai Mine”, a third party) in relation to a dispute on labour construction contract entered between Henan Jiangsai Mine and a wholly-owned subsidiary of the Company. Details of this background and the development of this litigation are set out in the Company’s announcement dated 2 July 2021.

Since the Company’s announcement dated 2 July 2021, on 19 July 2021, Yunnan Pu’er Intermediate People’s Court held a hearing on 26 August 2021, but the Group has not yet received any orders from the court.

Up to the date of approval of these interim condensed consolidated financial statements, this litigation case is still ongoing. Certain of the Group’s shareholdings in subsidiaries were seized and frozen by the court. During the period of seizure, the Group shall be prohibited from making any mortgage, transfer or alteration of the above assets. The court has not yet commenced any auction or realization of the above assets. The Group will try to reach a settlement with Henan Jiangsai Mine.

22. 訴訟(續)**(g) 河南江賽礦山工程有限公司訴附屬公司**

河南江賽礦山工程有限公司(「河南江賽礦山」，為一名第三方)就河南江賽礦山與本公司一間全資附屬公司之間的建築包工合約糾紛提出法律申索。有關此項訴訟之背景資料及發展之詳情載列於本公司日期為二零二一年七月二日之公告。

本公司刊發日期為二零二一年七月二日之公告後，於二零二一年七月十九日，雲南普洱中級人民法院於二零二一年八月二十六日開庭聆訊，本集團仍未收到相關判決書。

直至該等中期簡明綜合財務報表獲批准之日，此項訴訟仍在進行。本集團於若干附屬公司的股權被法院查封凍結。查封期間，本集團被禁止抵押、轉讓或變更上述資產。法院並未展開上述資產拍賣程序或變現。本集團會嘗試與河南江賽礦山達成和解。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有列明者外，所有款項以港元列示)

22. LITIGATIONS (continued)

(h) Yan Pengpeng against certain subsidiaries

A legal claim was lodged by Yan Pengpeng (a third party) against a subsidiary of the Company in relation to the failure of that subsidiary and certain other wholly-owned subsidiaries as the guarantors, to perform the obligation to repay RMB17,667,000, the interest thereon and the related expenses to Yan Pengpeng within the specified time. In addition, the court accepted the application of Yan Pengpeng to freeze the bank deposit of the enforcers in the amount of RMB17,666,000, or to seize and distraint other property of the enforcers in equivalent value.

Up to the date of approval of these interim condensed consolidated financial statements, these litigation case are still ongoing. Certain of the Group's shareholdings in subsidiaries were seized and frozen by the court. During the period of seizure, the Group shall be prohibited from making any mortgage, transfer or alteration of the above assets. The court has not yet commenced any auction or realization of the above assets. The Group will try to reach a settlement with Yan Pengpeng.

22. 訴訟(續)

(h) 閆鵬鵬訴若干附屬公司

閆鵬鵬(為一名第三方)對本公司一間附屬公司提出法律申索，乃由於該附屬公司及作為擔保人的若干其他全資附屬公司未在指定時間內履行向閆鵬鵬還款人民幣17,667,000元、利息及相關費用的義務。此外，法院受理閆鵬鵬的申請，凍結被執行人金額為人民幣17,666,000元的銀行存款或扣押及扣留被執行人具有同等價值的其他財產。

直至該等中期簡明綜合財務報表獲批准之日，該等訴訟仍在進行。本集團於若干附屬公司的股權被法院查封凍結。查封期間，本集團被禁止抵押、轉讓或變更上述資產。法院並未展開上述資產拍賣程序或變現。本集團會嘗試與閆鵬鵬達成和解。

22. LITIGATIONS (continued)

(i) Writ issued by Liang Yanfang against the Company in Hong Kong

A legal claim was lodged by Liang Yanfang (a third party) against the Company to demand for, inter alia, immediate repayment of the bond issued by the Company and held by Liang Yanfang with a principal amount of HK\$10,000,000 and outstanding interest thereon. This bond was included in other borrowings of the Group at 30 June 2021. Details of the background and the development of this litigation are set out in the Company's announcement dated 26 August 2021.

Up to the date of approval of these interim condensed consolidated financial statements, this litigation is ongoing and the Company is currently seeking legal advice in this regard.

22. 訴訟(續)

(i) 梁燕芳在香港對本公司發出之令狀

梁燕芳(為一名第三方)向本公司提出法律申索，要求(其中包括)即時償還本金為10,000,000港元的債券(由本公司發行並由梁燕芳持有)及其未償還利息。該債券計入本集團截至二零二一年六月三十日的其他貸款。有關此項訴訟之背景資料及發展之詳情載列於本公司日期為二零二一年八月二十六日之公告。

直至該等中期簡明綜合財務報表獲批准之日，此項訴訟仍在進行，本公司目前正就此尋求法律意見。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有列明者外，所有款項以港元列示)

22. LITIGATIONS (continued)

(j) Winding Up Petition by Lu Xi against the Company in Hong Kong

A winding up petition was lodged by Lu Xi (a third party) against the Company on the ground that the Company is indebted to the Petitioner in the sum of HK\$5,650,000 (which the Petitioner amended to HK\$5,975,000), being the aggregate sum of the principal amount of HK\$5,000,000 of the bond together with interest thereon of HK\$650,000 (which the Petitioner amended to HK\$975,000) accrued for the bond issued by the Company and held by Lu Xi. This bond was included in other borrowings of the Group at 30 June 2021. Details of the background and the development of this litigation are set out in the Company's announcements dated 20 August 2021 and 24 August 2021.

Up to the date of approval of these interim condensed consolidated financial statements, this litigation is ongoing and the Company is actively dealing with the Petition and is in the course of seeking legal advice in respect of the Petition. The Company is currently assessing the implications of the Petition including but not limited to the triggering of the cross-default provisions of the other bonds and convertible bonds issued by the Group and other borrowings or debts owed by the Group.

22. 訴訟(續)

(j) 陸希在香港對本公司發出之清盤呈請

陸希(為一名第三方)向本公司提出清盤呈請，理由為本公司結欠呈請人5,650,000港元(由呈請人修改為5,975,000港元)，為本公司發行並由陸希持有的債券的本金總額5,000,000港元及相關應計利息650,000港元(由呈請人修改為975,000港元)。該債券計入本集團截至二零二一年六月三十日的其他貸款。有關此項訴訟之背景資料及發展之詳情載列於本公司日期為二零二一年八月二十日及二零二一年八月二十四日之公告。

直至該等中期簡明綜合財務報表獲批准之日，此項訴訟仍在進行，本公司正積極處理該呈請，並正就該呈請尋求法律意見。本公司現正評估該呈請的影響，包括但不限於觸發本集團發行的其他債券及可轉換債券以及本集團所欠其他貸款或債務的交叉違約條款。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有列明者外，所有款項以港元列示)

22. LITIGATIONS (continued)

Certain assets of the Group were seized and frozen by the respective courts for more than one litigation case. In summary, to the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, mining rights (with an aggregate carrying amount of approximately HK\$4,155,499,000 at 30 June 2021) and bank accounts with deposits of approximately RMB6,109,000 at 30 June 2021 (of which approximately RMB5,092,000 and RMB917,000 are deposits applied for payment of environmental governance and payment of land reclamation, and these deposits are included as restricted deposits in the Group's condensed consolidated statement of financial position at 30 June 2021) were seized and frozen by the court.

Save as the case as disclosed in Note (a), all other material litigations were in relation to alleged failure to perform the obligation of the related liabilities already recognised in these condensed consolidated interim financial statements. In the opinion of the Directors, no provisions for these litigations are considered necessary. As for the case as disclosed in Note (a), the Directors have obtained legal opinion and considered that the Group has meritorious defence and will continue to contest the proceedings in court. Accordingly, no provision for this litigation is considered necessary to be made.

23. EVENTS AFTER THE REPORTING PERIOD

Save as those disclosed elsewhere in these interim condensed consolidated financial statements, the Group had no significant events subsequent to the end of the Reporting Period and up to the date of approval of the interim condensed consolidated financial statements.

22. 訴訟(續)

本集團若干資產由多個訴訟案件的相關法院查封凍結。總結情況，據董事經作出一切合理查詢後所深知、盡悉及確信，採礦權（於二零二一年六月三十日的賬面總值約為4,155,499,000港元）及於二零二一年六月三十日銀行賬戶內約人民幣6,109,000元的存款（其中約人民幣5,092,000元及人民幣917,000元分別乃用於支付環境治理及支付土地複墾保證金，於本集團於二零二一年六月三十日的簡明綜合財務狀況表中被列為限制性存款）被法院查封凍結。

除附註(a)披露的案件外，其他所有重大訴訟均與指控沒有履行已於該等簡明綜合中期財務報表內確認的相關債務的義務有關。因此董事認為，無需就該等訴訟作出撥備。就附註(a)披露的案件而言，董事已取得法律意見，並認為本集團有充分理據及會繼續在法院作出抗辯。因此，並無必要就該等訴訟作出撥備。

23. 報告期後事項

除該等中期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及直至中期簡明綜合財務報表之批准日期並無重大事項。

INDEPENDENT AUDITOR'S REVIEW REPORT

獨立核數師之審閱報告



CCTH CPA LIMITED

中正天恆會計師有限公司

REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

To the Board of Directors of
Bay Area Gold Group Limited

INTRODUCTION

We have reviewed the interim condensed consolidated financial statements of Bay Area Gold Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 4 to 69, which comprise the condensed consolidated statement of financial position as at 30 June 2021 and the related 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 certain 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 directors of the Company are responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements 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.

中期簡明綜合財務報表審閱報告

致灣區黃金集團有限公司
董事會

引言

吾等已審閱於第4至69頁所載灣區黃金集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之中期簡明綜合財務報表，包括於二零二一年六月三十日之簡明綜合財務狀況表以及截至該日止六個月期間之相關簡明綜合損益表、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表以及若干解釋附註。《香港聯合交易所有限公司證券上市規則》規定必須編製符合上市規則中之相關規定及香港會計師公會頒佈之《香港會計準則》第34號「中期財務報告」(「香港會計準則第34號」)之中期財務資料之報告。貴公司董事須負責按照香港會計準則第34號編製及列報該等中期簡明綜合財務報表。吾等之責任是根據吾等之審閱對該等中期簡明綜合財務報表發表結論，並按照吾等協定之委聘條款，僅向閣下(作為整體)報告，除此之外並無其他目的。吾等概不就本報告內容對任何其他人士負責或承擔任何責任。

INDEPENDENT AUDITOR'S REVIEW REPORT

獨立核數師之審閱報告

SCOPE OF REVIEW

We conducted our review 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. A review of these interim condensed consolidated 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 Hong Kong 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.

Basis for Disclaimer of Conclusion

As disclosed in note 2 to the interim condensed consolidated financial statements, the current liabilities of the Group at 30 June 2021 exceed the Group's current assets at that date by approximately HK\$4,548,148,000 and the Group incurred net loss of approximately HK\$204,049,000 for the six months ended 30 June 2021. In addition, the Group has been served a petition for winding up and several claims commenced by different parties, details of which are set out in note 22 to the interim condensed consolidated financial statements.

Notwithstanding the aforementioned circumstances, the interim condensed consolidated financial statements have been prepared by the directors of the Company on a going concern basis, the validity of which depends upon the results of the successful implementation and outcome of the measures to be undertaken by the Group as set out in note 2 to the interim condensed consolidated financial statements. In view of the extent of the material uncertainties relating to the results of those measures to be undertaken by the Group which might cast a significant doubt on the Group's ability to continue as a going concern, we are unable to form a conclusion as to whether it is appropriate for the preparation of the interim condensed consolidated financial statement on a going concern basis.

審閱範圍

吾等按照香港會計師公會頒佈之《香港審閱工作準則》第2410號「實體的獨立核數師執行中期財務資料審閱」進行審閱。該等中期簡明綜合財務報表審閱工作包括主要向負責財務和會計事宜之人員作出查詢，並進行分析和其他審閱程序。審閱之範圍遠較按照香港核數準則進行審核之範圍為小，所以不能保證吾等會注意到在審核中可能會被發現之所有重大事項。因此，吾等不發表審核意見。

不發表結論之基礎

誠如中期簡明綜合財務報表附註2所披露，貴集團於二零二一年六月三十日之流動負債超出貴集團於該日之流動資產約4,548,148,000港元，且貴集團於截至二零二一年六月三十日止六個月產生淨虧損約204,049,000港元。此外，貴集團已接獲一份清盤呈請及若干人士提出的索償，其詳情載於中期簡明綜合財務報表附註22。

儘管有如前所述之情況，貴公司董事已按持續經營之基準編製中期簡明綜合財務報表，其有效性取決於成功實施貴集團擬採取措施之結果，乃載於中期簡明綜合財務報表附註2。鑒於有關貴集團擬採取該等措施的重大不確定性程度或會對貴集團持續經營之能力產生重大疑慮，吾等無法就按持續經營之基準編製中期簡明綜合財務報表是否屬適當發表結論。

INDEPENDENT AUDITOR'S REVIEW REPORT

獨立核數師之審閱報告

Should the going concern assumption be inappropriate, adjustments would have to be made to the interim condensed consolidated financial statements to write down the value of assets to their net realisable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments have not been reflected in the interim condensed consolidated financial statements.

Disclaimer of Conclusion

Because of the significance of the matters described in the above section headed "Basis for Disclaimer of Conclusion", we have not been able to obtain sufficient appropriate evidence to form a conclusion on the interim condensed consolidated financial statements. Accordingly, we do not express a conclusion on the interim condensed consolidated financial statements.

CCTH CPA LIMITED

Certified Public Accountants

Hong Kong

30 August 2021

Lee Chi Hang

Practising Certificate Number: P01957

Unit 1510-1517, 15/F., Tower 2, Kowloon Commerce Centre,
No. 51 Kwai Cheong Road, Kwai Chung,
New Territories, Hong Kong

倘持續經營之假設屬不適當，將會對中期簡明綜合財務報表作出調整，以撇減資產價值至其可變現淨值，就可能產生之其他負債計提撥備以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並無反映於中期簡明綜合財務報表內。

不發表結論

基於上文「不發表結論之基礎」一節所述事項的重要性，吾等尚且無法獲得充分及適當之證據就中期簡明綜合財務報表得出結論。因此，吾等不對該等中期簡明綜合財務報表發表結論。

中正天恆會計師有限公司

執業會計師

香港

二零二一年八月三十日

李志恆

執業證書編號：P01957

香港新界
葵涌葵昌路51號
九龍貿易中心2座15樓1510-1517室

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Key highlights

- Loss from operations of HK\$35 million (2020: profit from operations of HK\$20 million)
- Net loss increased by 84% to HK\$204 million (2020: HK\$111 million)
- Loss per share increased by 83% to HK68.52 cents (2020: HK37.49 cents)
- Total comprehensive expenses increased by 16% to HK\$179 million (2020: HK\$154 million)
- Revenue decreased by 21% to HK\$494 million (2020: HK\$629 million)
- Gold production increased by 21% to 35 thousand ounces (2020: 29 thousand ounces)
- Gearing ratio increased to 44% at 30 June 2021 (31 December 2020: 43%)

Revenue and Results

During the Reporting Period, the Group recorded loss from operations of HK\$35 million as compared with profit from operations of HK\$20 million last reporting period. The turnaround to the loss from operations is mainly due to the decrease in gross profit mentioned in following paragraph in this section. Accordingly, the Group's loss after tax increased to HK\$204 million during the Reporting Period as compared to HK\$111 million in the last reporting period.

財務回顧

重點摘要

- 經營虧損35百萬港元(二零二零年: 經營溢利20百萬港元)
- 淨虧損增加84%至204百萬港元(二零二零年: 111百萬港元)
- 每股虧損增加83%至68.52港仙(二零二零年: 37.49港仙)
- 全面開支總額增加16%至179百萬港元(二零二零年: 154百萬港元)
- 收益減少21%至494百萬港元(二零二零年: 629百萬港元)
- 黃金產量增加21%至3.5萬盎司(二零二零年: 2.9萬盎司)
- 於二零二一年六月三十日, 資產負債比率增加至44%(二零二零年十二月三十一日: 43%)

收益及業績

於報告期間, 本集團錄得經營虧損35百萬港元, 去年報告期間則錄得經營溢利20百萬港元。由經營溢利轉為經營虧損主要由於本節以下一段所述的毛利下降。因此, 本集團除稅後虧損於報告期間增加至204百萬港元, 而去年報告期間則為111百萬港元。

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During the Reporting Period, the Group's revenue decreased by 21% to HK\$494 million (2020: HK\$629 million). The decrease in revenue is mainly arisen from the decrease in trading of metals and minerals during the Reporting Period. The gross profit margin of the Group decreased to 4% during the Reporting Period (2020 full year of 17% and 2020 first-half of 12%) which is attributable to the increase in the Group's production costs per unit. In addition, increased mining depth and complicated geologic structure in the mining site currently under production pushed production cost higher.

The Group's total comprehensive expenses increased by 16% to HK\$179 million during the Reporting Period as compared to HK\$154 million in the last reporting period. The increase in total comprehensive expenses is mainly attributable to the increase in loss after tax as mentioned above. However, the increase of total comprehensive expenses is offset by an exchange gain (arisen from appreciation of exchange rate of RMB against HK\$) on translation of financial statements of PRC subsidiaries and associate to HK\$46 million during the Reporting Period (2020: exchange loss of HK\$96 million).

Details of the segment information of the Group's revenue and results from its gold mining business, trading of metals and minerals and financial services business are set out in note 4 in the interim condensed consolidated financial statements.

During the Reporting Period, the loss per share of the Company was HK68.52 cents (2020: HK37.49 cents).

Other Income and Other Losses

During the Reporting Period, the Group's other income were HK\$3 million (2020: HK\$2 million), which were approximate with last reporting period.

The Group's other losses were HK\$1 million (2020: HK\$2 million) which were approximate with last reporting period.

於報告期間，本集團的收益減少21%至494百萬港元(二零二零年：629百萬港元)。收益減少主要因報告期間金屬及礦產貿易減少。本集團於報告期間的毛利率降至4%(二零二零年全年為17%及二零二零年上半年為12%)，乃由於本集團的單位生產成本增加。此外，目前正在生產的採礦場開採深度增加及地質結構複雜，造成生產成本的提高。

於報告期間，本集團的全面開支總額增加16%至179百萬港元，而去年報告期間則為154百萬港元。全面開支總額增加乃主要由於上文所述除稅後虧損增加。然而，全面開支總額增加部分由於被報告期間換算中國附屬公司及聯營公司財務報表產生之匯兌收益(由人民幣兌港元匯率增值產生)達至46百萬港元所抵銷(二零二零年：匯兌虧損96百萬港元)。

本集團金礦開採業務、金屬及礦產貿易及金融服務業務的收益及業績分部資料詳情載於中期簡明綜合財務報表附註4。

於報告期間，本公司每股虧損為68.52港仙(二零二零年：37.49港仙)。

其他收入及其他虧損

於報告期間，本集團之其他收入為3百萬港元(二零二零年：2百萬港元)，與去年相若。

本集團的其他虧損為1百萬港元(二零二零年：2百萬港元)，與去年報告期間相若。

MANAGEMENT DISCUSSION AND ANALYSIS

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Selling and Distribution Costs

During the Reporting Period, the Group's selling and distribution costs was approximate to that of the last reporting period of HK\$5 million.

Administrative Expenses

During the Reporting Period, the Group's administrative expenses increased to HK\$54 million (2020: HK\$52 million), representing an increase by 4% as compared with last reporting period.

Finance Costs

During the Reporting Period, the Group's finance costs were HK\$169 million (2020: HK\$135 million), representing an increase by 25% as compared to last reporting period. The increase in finance costs is mainly due to the increase in total interest expenses on financial liabilities to HK\$197 million (2020: HK\$174 million) and the decrease in non-cash fair value gain on derivative financial instruments relating to the convertible bonds from HK\$38 million in the last reporting period to HK\$26 million during the Reporting Period.

Deferred Tax

As at 30 June 2021, the Group's deferred tax liabilities amounted to HK\$593 million (31 December 2020: HK\$591 million), which represented mainly the estimated tax effects of the temporary differences arising from acquisitions of gold mines by the Group in previous years and was calculated at PRC income tax rate of 25% on the increase in fair value of mining rights. The deferred tax liability balance will be subsequently reversed and the majority of which credited to the consolidated statement of profit or loss as a result of tax effect of the amortisation of the mining rights. Such liabilities were accounted for in accordance with the relevant and applicable accounting principles and therefore no repayment is required.

銷售和分銷成本

於報告期間，本集團之銷售和分銷成本與去年報告期間的5百萬港元相若。

行政費用

於報告期間，本集團之行政費用增加至54百萬港元(二零二零年：52百萬港元)，較去年報告期間增加4%。

財務成本

於報告期間，本集團之財務成本為169百萬港元(二零二零年：135百萬港元)，較去年報告期間增加25%。財務成本增加乃主要由於金融負債利息開支總額增加至197百萬港元(二零二零年：174百萬港元)以及可換股債券相關衍生金融工具的非現金公平值收益由去年報告期間的38百萬港元減少至報告期間的26百萬港元。

遞延稅項

於二零二一年六月三十日，本集團遞延稅項負債為593百萬港元(二零二零年十二月三十一日：591萬港元)，乃主要指本集團於過往年度收購金礦而產生暫時性差異之估計稅務影響，並按採礦權公平值之增加部分以25%之中國所得稅稅率計算。該等遞延稅項負債餘額隨後將會按採礦權攤銷之稅務影響撥回，其中大部分會計入綜合損益表。該等負債乃按相關及適用會計準則入賬，且因此毋需償還。

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Liquidity and Financial Resources

At 30 June 2021, the Group's cash and bank balances (including pledged deposits) and net current liabilities were HK\$118 million (31 December 2020: HK\$166 million) and HK\$4,548 million (31 December 2020: HK\$2,435 million) respectively. The increase in the Group's net current liabilities is mainly attributable to the increase in bank and other borrowings under current liabilities of HK\$1,887 million at 30 June 2021 which was arisen from a classification of bank and other borrowings under non-current liabilities at 31 December 2020 to current liabilities at 30 June 2021. The Group's net assets decreased to HK\$4,224 million (31 December 2020: HK\$4,401 million).

As at 30 June 2021, the Group's bank and other borrowings were repayable within one to two years and its fixed rate borrowings over total borrowings was 92%. There is no significant seasonality of the borrowings demand of the Group. Further details of the Group's bank and other borrowings are set out in note 15 in the interim condensed consolidated financial statements.

The Group's cash and bank balances and bank and other borrowings are mainly denominated in Hong Kong Dollars and Renminbi.

流動資金及財務資源

於二零二一年六月三十日，本集團之現金及銀行結餘(包括已抵押存款)及流動負債淨值分別為118百萬港元(二零二零年十二月三十一日：166百萬港元)及4,548百萬港元(二零二零年十二月三十一日：2,435百萬港元)。本集團流動負債淨值增加主要是由於流動負債項下的銀行及其他貸款於二零二一年六月三十日增加1,887百萬港元，此乃由於本集團將二零二零年十二月三十一日非流動負債項下之銀行及其他貸款分類至二零二一年六月三十日的流動負債。本集團的資產淨值減少至4,224百萬港元(二零二零年十二月三十一日：4,401百萬港元)。

於二零二一年六月三十日，本集團的銀行及其他貸款須於一至二年內償還，而其定息貸款佔貸款總額之92%。本集團貸款需求並無重大季節性因素。本集團的銀行及其他貸款的進一步詳情載於中期簡明綜合財務報表附註15。

本集團之現金及銀行結餘和銀行及其他貸款主要以港元及人民幣計值。

THE REMEDIAL ACTIONS TO BE UNDERTAKEN RELATED TO DISCLAIMER OF CONCLUSION ON GOING CONCERN

The management has drawn attention to note 2 to the condensed consolidated interim financial statements with respect to the Group's ability to continue as a going concern. The Group incurred a loss attributable to owners of the Company of HK\$204,049,000 for the six months ended 30 June 2021 and, as at 30 June 2021, the Group had net current liabilities of HK\$4,548,148,000. Also, the Group has been served a petition for winding up and several other claims commenced by different parties, details of which are set out in Note 22 to the condensed consolidated interim financial statements. These conditions indicate the existence of a material uncertainty which may cast a doubt on the Group's ability to continue as a going concern. In view of the above circumstances, the Directors have given careful consideration to the future liquidity and financial position of the Group in assessing whether the Group will have sufficient financial resources to continue as a going concern, including but not limited to, the following:

- (a) The Group has been arranging for ongoing communication with its creditors and lenders of various borrowings, and monitored closely any settlement requests and to discharge the litigations as disclosed in Note 22 to the condensed consolidated interim financial statements;
- (b) Management of the Group has been implementing various measures and actions in order for improving the Group's revenue to adequately serve its operating expenses and finance costs;
- (c) The Group will consider various alternatives, including, but not limited to, disposal of equity interest of group entities engaging in mining operations or disposal of the Group's mining rights and/or mining structures, to obtain additional funds to support the Group's working capital needs; and

有關持續經營的不發表結論將採取的補救措施

管理層提請注意簡明綜合中期財務報表附註2有關本集團持續經營能力的事項。本集團於截至二零二一年六月三十日止六個月產生本公司擁有人應佔虧損204,049,000港元，及本集團於二零二一年六月三十日之流動負債淨值為4,548,148,000港元。此外，本集團已接獲一份清盤呈請及若干人士提出的其他若干索償，有關詳情載於簡明綜合中期財務報表附註22。該等情況顯示重大不確定性之存在，從而可能令本集團之持續經營能力備受質疑。鑒於上述情況，董事在評估本集團是否有足夠財務資源以持續經營時，已審慎考慮本集團的未來流動資金及財務狀況，包括但不限於以下各項：

- (a) 本集團一直安排與其債權人及各項貸款的放貸人保持溝通並密切監察任何結算要求，以解除於簡明綜合中期財務報表附註22所披露的訴訟；
- (b) 本集團管理層一直在採取不同措施及手法，以改善本集團之收益以更好覆蓋其經營開支及財務成本；
- (c) 本集團將會考慮以不同方法，包括但不限於出售從事金礦開採業務的集團實體股權或出售本集團的採礦權及／或採礦結構，以取得額外資金用以支持本集團營運資金需求；及

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- (d) The Group will solicit for further financing arrangements which include new potential borrowings from various lenders.

Accordingly, the Directors are satisfied that, although the Group faces severe challenges, it is appropriate to prepare the interim condensed consolidated financial statements on a going concern basis.

CAPITAL STRUCTURE

As at 30 June 2021, the total number of issued ordinary shares of the Company was 298,242,947 at par value of HK\$0.001 each.

During the Reporting Period, some bondholders have converted their bonds into 1,148,044 new ordinary shares of the Company.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher returns to the owners of the Company that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions. There were no changes in the Group's approach to capital management during the Reporting Period.

At 30 June 2021, the Group's gearing ratio increased to 44% (31 December 2020: 43%). The Group monitors capital using a gearing ratio, which is calculated as the net debts divided by total equity plus net debts. The Group's net debts include bank and other borrowings and convertible bonds, less cash and cash equivalents and pledged deposits. The Group's total equity comprises total share capital and reserves of the Group.

PLEDGE OF ASSETS

Details of the pledge of the Group's assets are set out in note 18 in the interim condensed consolidated financial statements.

- (d) 本集團將會招攬進一步融資安排，包括向眾多放貸人獲取新的可能貸款。

因此，儘管本集團面臨嚴峻挑戰，董事相信按持續經營基準編製中期簡明綜合財務報表乃屬適當。

資本架構

於二零二一年六月三十日，本公司每股面值0.001港元之已發行普通股總數為298,242,947股。

於報告期間，若干債券持有人已將債券轉換為1,148,044股本公司新普通股。

本集團定期積極審閱及管理資本架構，以維持本公司擁有人較高回報及可能出現之高借貸水平之間取得平衡、並保持穩健資本狀況所享有之優勢和安全，亦因應經濟狀況變動而調整資本架構。於報告期間，本集團資本管理之方法並無改變。

於二零二一年六月三十日，本集團的資產負債比率增至44%（二零二零年十二月三十一日：43%）。本集團利用資產負債比率（其為淨債項除以總權益加淨債項計算產生）監控資本。本集團之淨債項包括銀行及其他貸款及可換股債券，減去現金及現金等價物及已抵押存款。本集團之總權益包括本集團總股本及儲備。

資產抵押

本集團資產抵押之詳情載於中期簡明綜合財務報表附註18。

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CONTINGENT LIABILITIES AND LITIGATIONS

Up to the date of this report, the Group has been served a petition for winding up and several other claims commenced by different parties. No material provision was made against these claims because the Directors, having obtained legal advice, believe that the Group has meritorious defense against the plaintiffs of such claims, or the related claims are already reflected in these condensed consolidated interim financial statements as liabilities. For details of the litigation which the Group is involved, please refer to Note 22 of the condensed consolidated interim financial statements.

Save as the above, the Group did not have other material contingent liabilities as at 30 June 2021.

FOREIGN EXCHANGE RISK

The Group's principal assets and liabilities are located in the PRC and are denominated in RMB which is the functional currency of the Group's subsidiaries in the PRC. The Group did not enter into any forward foreign exchange contracts to manage its foreign currency risk during the Reporting Period as the Directors considered that the Group's exposure to exchange rate risk can be managed.

BUSINESS RISK

The Group is exposed to price risks arising from the market price fluctuations on gold products. To protect the Group from the impact of price fluctuations in gold products, the management closely monitors gold product price exposure and will consider to use derivative contracts should the need arises.

SIGNIFICANT INVESTMENTS

At 30 June 2021, the Group had investments in equity instruments at fair value through other comprehensive income of HK\$309 million, representing 3% of the Group's total assets, which include mainly investment in an unlisted company in the PRC of approximately HK\$297 million and investment in a private equity fund in the PRC of HK\$12 million.

Save as disclosed above, the Group did not have any other significant investments at 30 June 2021.

或然負債及訴訟

截至本報告日期，本集團已接獲一份清盤呈請及若干人士提出的其他若干索償。由於董事於取得法律意見後相信本集團對該等索償的原訴人的抗辯有理，或該等索償已經在該等簡明綜合中期財務報表內反映為債務，故並無就該等索償作出重大撥備。有關本集團涉及的訴訟詳情，請參閱簡明綜合中期財務報表附註22。

除上述外，於二零二一年六月三十日，本集團無其他重大或然負債。

外匯風險

本集團主要資產及負債來自中國以及按人民幣（為本集團中國國內之附屬公司的功能貨幣）計值，因董事認為本集團所面臨之外匯風險能夠控制，故報告期間本集團並無訂立任何遠期外匯合約管理其外幣風險。

業務風險

本集團承受因黃金產品波動而產生之價格風險。為保障本集團避免因黃金產品價格波動而受到影響，管理層會密切監察黃金產品價格風險，並在有需要時考慮利用衍生工具合約。

重大投資

於二零二一年六月三十日，本集團透過其他全面收益按公平值列賬之股本工具投資309百萬港元，佔本集團總資產的3%，主要包括於一間中國境內非上市公司之投資約297百萬港元及於一間中國私募股權基金之投資12百萬港元。

除上文所披露者外，於二零二一年六月三十日，本集團並無其他重大投資。

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EMPLOYEES

As at 30 June 2021, the Group employed approximately 680 employees in the PRC and Hong Kong. All employees are remunerated according to their performance, experience and prevailing industry practices. Both on-the-job and professional training are provided as well. The Group provides retirement benefits in the form of Mandatory Provident Fund Scheme under the Hong Kong Mandatory Provident Fund Scheme Ordinance to its employees in Hong Kong. The Group provides defined contribution retirement benefit schemes organised by the relevant local government authorities in the PRC to its employees in the PRC.

EVENTS AFTER THE REPORTING PERIOD

Details of the Group's events after the Reporting Period are set out in note 23 in interim condensed consolidated financial statements.

GOLD MARKET OUTLOOK

In the second quarter of 2021, the gold demand remained in line with that of 2020 at 955.1 tonnes. In the first half of 2021, the overall gold demand decreased by 10% to about 1,833.1 tonnes according to the research of World Gold Council.

In the second quarter, consumer demand in jewellery rebounded by 60% to 390.7 tonnes but remained well below typical pre-pandemic levels. Gold-backed exchange-traded funds ("ETFs") saw modest inflows of 40.7 tonnes in the second quarter but merely partly offset the huge outflows from the first quarter. While demand for bar and coin investment saw sizable growth of 56% to 243.8 tonnes. Central bank buying in the second quarter increased by 214% at 199.9 tonnes driven by a continued focus on diversification and risk management. Gold used in technology sector continued to recover by 18% at 80 tonnes in the second quarter.

僱員

於二零二一年六月三十日，本集團於中國內地及香港共有僱員約680人。本集團根據員工之表現、經驗及現時行業慣例釐定所有僱員薪酬，並提供在職及專業訓練予員工。本集團透過香港強制性公積金計劃條例項下強制性公積金計劃為其本港僱員提供退休福利，並為中國內地員工提供由中國內地有關地方政府機關成立之定額退休供款計劃。

報告期後事項

本集團於報告期後之事項詳情載於中期簡明綜合財務報表附註23。

黃金市場前景

於二零二一年第二季度，黃金需求較二零二零年持平，為955.1噸。根據世界黃金協會的研究，於二零二一年上半年，整體黃金需求下跌10%至約1,833.1噸。

於第二季度，消費者對於飾金的需求回彈60%至390.7噸，但仍遠低於疫情前水平。黃金交易所交易基金（「交易所交易基金」）於第二季度錄得小幅流入40.7噸，但僅部分抵銷第一季度的大量流出。而金條及金幣投資需求大幅增長56%至243.8噸。在不斷專注分散及管理風險的推動下，央行的購買量於第二季度增加214%至199.9噸。科技行業的黃金使用量於第二季度繼續恢復回升18%至80噸。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The lower interest rate, continued fear of inflation and US dollar weakness helped to improve investors sentiment and lift gold prices by 4.3% averaging US\$1,816.5/oz in the second quarter. Gold price mainly gained support from recovery of ETF investment which were concentrated in western markets with huge inflows from US, Germany and France as well as a strong central bank buying with large scale purchases by Thailand, Hungary and Brazil.

The total supply of gold, rose by 13% to 1,171.7 tonnes in the second quarter, led by a 16% surge in mine production, mainly owing to less disruption caused by the pandemic.

Gold price enjoyed only a small rise in the first half of 2021. Looking forward in the second half of the 2021, elements such as the increased efforts from governments to aid global economic recovery, relative low interest rates environment, the success of vaccination campaigns, possible inflation concerns as well as the continued geopolitical uncertainties are likely to boost consumer and investment demands for gold. This would be supportive for further upward trend of gold price in the second half of the 2021.

BUSINESS REVIEW

Gold Mining Business

During the period under review, the Group continued to focus on the mine development and reserving converted exploration. Total gold production was 35 thousand ounces during the Reporting Period, a 21% increase as compared to the last reporting period.

Nevertheless, the Group has from time to time sought to enhance its exploration and mining activities by identifying suitable exploration and mining methods. During the first half of 2020, the Group continued with its efforts on exploration, organic expansion as well as cost control in an environmental friendly manner. We remain dedicated to the local communities, as "Operating in a Safe and Environmental friendly Manner" is our philosophy.

較低利率、對通貨膨脹的持續擔憂及美元貶值有助提升投資者信心，提高金價4.3%，第二季度平均價格為1,816.5美元／盎司。金價的主要支撐點為ETF投資的復甦(巨大流入主要集中於美國、德國及法國等西方市場)以及強勁的央行購買量(大規模購金源自泰國、匈牙利及巴西)。

於第二季度，黃金總供應量上升13%至1,171.7噸，乃主要由於疫情導致的干擾減少，金礦生產激增16%。

於二零二一年上半年，金價僅錄得小幅增加。展望二零二一年下半年，政府加大力度助全球經濟復甦、相對較低的利率環境、接種疫苗舉措的成功、潛在的通貨膨脹擔憂以及持續之地緣政治不穩定等因素將會提升黃金消費及投資需求。這將支撐金價於二零二一年下半年的進一步上升態勢。

業務回顧

金礦開採業務

於回顧期間，本集團繼續專注於礦場開發及儲量轉換勘探。於報告期內，黃金總產量為3.5萬盎司，較去年報告期間產量增加21%。

然而，本集團不時透過物色適當的勘探工作及開採方式，致力於提升其勘探及開採活動。二零二零年上半年，本集團以環保方式繼續在勘探、自新產能和資源擴張以及控制成本方面持續作出努力。我們繼續致力為當地社區作出貢獻，將「以安全及環保方式經營」作為我們的經營理念。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The installation of Xingxingyin No. 1 Shaft of Henan Jinxing Gold Mine and shaft and derrick of Houmushi No.2 Shaft was completed, and such shafts are planned to put into operation before June 2022. The deep exploration license of the Kangshan Mine* (康山金礦) will expire in September 2021. It is planned to renew the exploration license and start drilling operations thereafter. The production exploration project of Kangshan Mine completed certain geological and topographic surveys and geological operations including drilling in the first half of 2021, and it is planned that the drill construction and geochemical surveys and other geological operations be stated in the second half of 2021. Henan Jinxing Gold Mine actively promoted the construction of green mines, and implemented land reclamation and restoration projects.

Henan Luanling Gold Mine started construction at the mouth of prospecting through veins for prospecting in the northern blank area in the first half of 2021. The construction is expected to continue in the second half of 2021. Henan Luanling Mine has invited No.2 Geological Institution of Henan Provincial Bureau of Geo-exploration and Mineral Development to issue a detailed deep exploration construction and implementation plan for Luanling Company and is currently negotiating contracts with geological prospecting units. It is expected to carry out deep detailed survey prospecting projects within 2021. In April 2021, in accordance with the requirements of Luanchuan County's "Comprehensive Ecological Restoration and Quality Improvement", Luanling Company restored and improved the ecology quality of the mining area and entrusted the Greening Brigade of the County Forestry Bureau to replant white bark pine, fragrant locust, oriental arborvitae, creeper and other plants in the environmental restoration area. The development and utilization plan of the new shaft exploration project has been reviewed and filed. It is currently waiting for preliminary design, compilation and review of safety facilities involved. It is expected that the construction will start after the procedures are completed.

河南金興金礦星星印一號豎井和後木寺二號豎井井筒及井架安裝完成，計畫二零二二年六月前投產。康山金礦深部詳查探礦證將於二零二一年九月到期，計畫對探礦證進行延續及後開展鑽探施工。康山金礦生產勘探項目於上半年完成部分地質與地形測量以及鑽探等地質工作，下半年計畫鑽探施工及地球化學測量等地質工作。河南金興金礦積極推進綠色礦山建設，實施土地複墾與恢復治理工程。

河南樂靈金礦於二零二一年上半年在坑口開始施工往北部空白區探礦的探礦穿脈，預計下半年繼續施工。河南樂靈金礦已邀請河南省地勘二院出具了詳細的樂靈公司深部詳查施工實施方案，目前正在與地勘單位洽談合同，預計二零二一年內開展深部詳查探礦工程。於二零二一年四月，按照樂川縣「全域生態修復提質」要求，樂靈公司修復提質礦區生態，委託縣林業局綠化大隊在環境恢復區域補栽白皮松、香花槐、側柏及爬山虎等植物。新豎井開拓工程之開發利用方案已完成評審備案，目前等待初步設計、安全設施涉及編製和評審，預計待手續齊全後開始施工。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Yunnan Mojiang Mine has completed the geological section surveys, high-precision structural alteration mapping, drilled core cataloging and sampling of 389 drilling cores in some mining areas, and determined two key areas for prospecting and reserves increase and delineated the planned expansion of the mineral rights to the north of the mining area.

Inner Mongolia Yongfeng Gold Mine has completed the renovation of the major inclined shaft in the No.6 mining area of the Lianhuashan mining area in the first half of 2021. In order to ascertain the reserves in the deep north of the No.6 mining area, a drilling project is planned to be implemented along the surface in the north of the No.6 mining area, and the actual proven ore body extends to the middle section of the No.6 mining area. The drilling project is continuing, and will bring new resources to the development of Yongfeng Kuangye as expected upon its completion.

Financial Services Business

During the period under review, the Group has maintained one investment fund under its management in the PRC.

In the first half of 2021, there is no new funds have been raised and registered due to regulatory factors. We will continue to follow up on changes in regulatory policies and seek to raise and register new funds in the second half of 2021.

Trading of Metals and Minerals

The Group was involved in trading of metals and minerals in PRC and the revenue of this segment was approximately HK\$288,788,000 for the six months ended 30 June 2020. There are no revenue from trading of metals and minerals in 2021.

雲南墨江金礦已完成部分礦區的地質剖面測量、高精度構造蝕變填圖、鑽探岩芯編錄及為389件鑽探岩芯取樣，並確定探礦增儲兩個重點區及圈定礦區以北擬擴礦權。

內蒙古永豐金礦於上半年完成蓮花山礦區六采區主斜井改造工程。為了探明六采區北沿深部儲量情況，計畫六采區北沿地表實施鑽探工程，實際探明礦體延伸至六中段。現正繼續實施鑽探工程，在鑽探工程全部完成後，如同預期目標一致將為永豐礦業發展增加新的資源。

金融服務業務

於回顧期內，本集團維持於中國管理的一隻投資基金。

於二零二一年上半年，由於監管因素，本集團未能募集及備案新的基金。於二零二一年下半年，我們將繼續跟進監管政策的變化，以爭取募集備案新的基金。

金屬及礦產貿易

本集團於中國從事金屬及礦產貿易，截至二零二零年六月三十日止六個月此分類錄得收益約288,788,000港元。二零二一年無收益來自金屬及礦產貿易。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INTERIM REVIEW – EXPLORATION AND INFRASTRUCTURE DEVELOPMENT

The Group continued its exploration work in its mines, and in total has completed trenching of approximately 14,782m and diamond drilling of approximately 293m.

中期回顧 – 勘探及基建發展

本集團於其礦山持續從事勘探工作，共完成坑探工程量約14,782米，鑽探工程量約293米。

Jinxing Mine 金興金礦

1) Exploration activities 礦區勘探活動

i)	Exploration area and size 勘探區域及範圍面積	Jinxing (5km ²) 金興(5平方公里)	Xiepojing (0.05km ²) 斜坡井(0.05平方公里)
ii)	Exploration project 勘探工程	Trenches (4,825m) 坑探(4,825米)	Trenches (5,752m) 坑探(5,752米)
iii)	No. of drillholes 鑽探洞孔數目	2 drilling spots of each of 10 mine mouths 共10個坑口，每個坑口 2個工作面	6 drilling spots of each of 3 mine mouths 共3個坑口， 每個坑口6個工作面
iv)	Average size of drillholes 鑽探洞孔平均大小	Trenching of 2.2*2m 坑道2.2*2米	Trenching of 2.2*2m 坑道2.2*2米

2) Development/construction activities 礦區發展／建設活動

i)	Area 礦區	Jinxing 金興	Xiepojing 斜坡井
ii)	Infrastructure construction 基礎設施建設	Development of main tunnel and engineering cut works of mine mouths No. 18, 28, 19, 3, Xingshuya, Moshigou, Houmusi, Qiaogou, Xiaobeigou tunnels, etc. 18坑、28坑、19坑、3坑、杏樹埡、 磨石溝、后母寺、橋溝、小北溝等 坑道主巷開拓及坑口採切工程	Development of the main tunnel and engineering cut works of Xiepojing, extension of slope mine 斜坡井主巷開拓、採切工程及斜井 延深

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Luanling Mine 樂靈金礦

1) Exploration activities 礦區勘探活動

i)	Exploration area and size 勘探區域及範圍面積	South Area (2.7km ²) 南區(2.7平方公里)	North Area (6.3km ²) 北區(6.3平方公里)
ii)	Exploration project 勘探工程	Trenches (1,324m) 坑探(1,324米)	Trenches (2,881m) 坑探(2,881米)
iii)	No. of drillholes 鑽探洞孔數目	3 drilling points of each of 3 mine mouths 共3個坑口，每個坑口3個工作面	4 drilling spots of each of 3 mine mouths 共3個坑口，每個坑口4個工作面
iv)	Average size of drillholes 鑽探洞孔平均大小	Trenching of 2.2*2m 坑道2.2*2米	Trenching of 2.2*2m 坑道2.2*2米

2) Development/construction activities 礦區發展／建設活動

i)	Area 礦區	South Area 南區	North Area 北區
ii)	Infrastructure construction 基礎設施建設	Development of main tunnel and engineering cut works of tunnel No. 305, 306 and 307 305坑、306坑及307坑主巷開拓及 採切工程	Development of main tunnel and engineering cut works of Dongpo No. 100, Huichungou No. 200 and 201 東坡100坑、茴椿溝200坑及201坑主 巷開拓及採切工程

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Mojiang Mine 墨江金礦

1) *Exploration activities* 礦區勘探活動

i)	Exploration area and size 勘探區域及範圍面積	Open Cut (0.4km ²) 露天採區(0.4平方公里)
ii)	Exploration project 勘探工程	Diamond drilling (293m) 鑽探(293米)
iii)	No. of drillholes 鑽探洞孔數目	2 drillholes 2個鑽孔
iv)	Average size of drillholes 鑽探洞孔平均大小	Diameter of 75mm 鑽孔直徑75毫米
v)	Average depth of drillholes 鑽探洞孔平均深度	147m 147米

2) *Development/construction activities* 礦區發展／建設活動

i)	Area 礦區	Open Cut 露天採區	Underground 地下採區
ii)	Infrastructure construction 基礎設施建設	Construction of a three mining stope to separate the stripping and mining area, and 3 other heap leaching plants 共建3個採場，分別剝離、採礦區，共建其他堆浸廠3個	No. 2 and No. 1 bulkhead wall for mining junkyard, phase two mine mouth mining and rehabilitation project 2號及1號排土場擋渣工程，二期礦井口開採及修復工程

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EXPLORATION, DEVELOPMENT AND MINING PRODUCTION EXPENDITURES

During the Reporting Period, the Group had capital expenditures of HK\$55 million for exploration, development and mining production and entered into certain significant contracts with certain independent contractors for provision of exploration and infrastructure development of the Group. Details of the relevant exploration and infrastructure development work are set in above section headed “Interim Review – Exploration and Infrastructure Development”. Details of the Group’s capital commitments are set out in note 19 to the interim condensed consolidated financial statements.

During the Reporting Period, the Group incurred production costs of HK\$471 million which included raw materials of HK\$29 million, amortisation and depreciation of HK\$131 million, wages and subcontractors’ fees of HK\$255 million, resources compensation fees and taxes of HK\$22 million and other miscellaneous mining and processing costs of HK\$34 million.

MERGERS AND ACQUISITIONS AND DISPOSAL

- (a) On 23 January 2020, the Company and another Independent Third Party (“Purchaser”) entered into a share purchase agreement pursuant to which the Company has agreed to sell and the Purchaser has agreed to purchase 100% of the issued shares of the Targets at the consideration equivalent to the NAV plus the Premium in cash, subject to a maximum amount of HK\$23.1 million.

After completion of the share purchase agreement, the Company will cease to have any interest in the Targets which will cease to be subsidiaries of the Company and their financial results and position will not be consolidated into the financial statements of the Company.

勘探、開發及開採生產活動開支

於報告期間，本集團有關勘探、開發及開採活動的資本開支為55百萬港元及與若干名獨立承包商訂立若干重大合約，以為本集團提供勘探及基建發展工程。相關勘探及基建發展工程的詳情載於上文「中期回顧 – 勘探及基建發展」一節。本集團資本承擔的詳情載於中期簡明綜合財務報表附註19。

於報告期間，本集團產生生產成本471百萬港元，其中包括原材料29百萬港元、攤銷及折舊費用131百萬港元、工薪及分包商費用255百萬港元、資源補償費用及稅項22百萬港元以及其他各類開採及加工成本34萬港元。

併購及出售

- (a) 於二零二零年一月二十三日，本公司與另一獨立第三方（「買家」）訂立股份買賣協議，據此，本公司同意出售而買家同意購買目標公司之全部已發行股份，代價等於資產淨值加現金溢價，惟受限於最高金額23.1百萬港元。

完成股份買賣協議後，本公司將不再於目標公司（其不再為本公司之附屬公司）擁有任何權益及彼等之財務業績及狀況將不會併入本公司之財務報表。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Details of the above disposal are set out in the Company's announcements dated 23 January 2020, 14 February 2020 and 22 January 2021. As at the date of this announcement, the said disposal has not yet completed.

- (b) On 24 February 2021, Shanghai Junzhou Trading Co., Ltd. ("Shanghai Junzhou") has entered into the Capital Injection Agreement ("CIA") with Kong Chun Hong Kong Limited ("Kong Chun"), Zhuhai Munsun Asset Management Co., Ltd. ("Zhuhai Munsun") and Luanchuan County Luanling Gold Mine Co., Ltd., ("Luanling Gold Mine") pursuant to which Shanghai Junzhou has conditionally agreed to make the capital injection of RMB240,000,000 (equivalent to approximately HK\$288,048,000) into Luanling Gold Mine ("Capital Injection").

Following the Capital Injection, the total registered capital of Luanling Gold Mine will be increased from RMB102,050,000 to RMB342,050,000. Shanghai Junzhou and the Company (through Kong Chun and Zhuhai Munsun) will hold the equity interest in Luanling Gold Mine in such proportion as to be further determined among all abovementioned parties based on a valuation on the equity interest of Luanling Gold Mine to be conducted by an independent valuer and to be agreed by all abovementioned parties. Luanling Gold Mine will remain as an indirect non-wholly owned subsidiary of the Company following the Capital Injection.

Pursuant to the Capital Injection Agreement, if the Parties fail to agree on the equity interest in the Target Company to be acquired by the Investor or if the conditions precedent is otherwise not satisfied within 6 months after the Effective Date of the Capital Injection Agreement (i.e. 24 August 2021), the Capital Injection shall terminate automatically. As the conditions precedent have not been fulfilled by and the Parties have not agreed on any further extension of the deadline for fulfilment of the conditions precedent, the Capital Injection Agreement and the Capital Injection have lapsed on 24 August 2021.

上述出售事項詳情載於本公司日期為二零二零年一月二十三日、二零二零年二月十四日及二零二一年一月二十二日的公告內。於本公告日期，上述出售仍未完成。

- (b) 於二零二一年二月二十四日，上海君州貿易有限公司（「上海君州」）與港俊香港有限公司（「港俊」）、珠海麥盛資產管理有限公司（「珠海麥盛」）及樂川縣樂靈金礦有限公司（「樂靈金礦」）訂立注資協議（「注資協議」），據此，上海君州已有條件同意向樂靈金礦注資人民幣240,000,000元（相等於約288,048,000港元）（「注資」）。

於注資後，樂靈金礦的註冊資本總額將由人民幣102,050,000元增加至人民幣342,050,000元。上海君州及本公司（透過港俊及珠海麥盛）將持有的樂靈金礦股權比例將由以上所提及之訂約方進一步釐定，其乃基於獨立估值師將予進行且以上所提及之訂約方將予同意的一項樂靈金礦股權評估而作出。於注資後，樂靈金礦將仍為本公司之間接非全資附屬公司。

根據注資協議，倘訂約方未能就投資者將收購的目標公司股權達成協議，或倘在其他方面先決條件未於注資協議的生效日期（即二零二一年八月二十四日）後六個月內達成，注資將自動終止。由於先決條件並未獲達成，且訂約方並未協定進一步延期達成先決條件的截止日期，故注資協議及注資於二零二一年八月二十四日失效。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

According to the Capital Injection Agreement, the amount paid to the Target Company under the Capital Injection Agreement by the Investor shall become a term loan of 3 years to the Target Company, with details to be further agreed between the Parties. The total amount paid to the Target Company by the Investor is RMB200,000,000. The Parties will discuss the terms of such term loan, and the Company will make further announcement(s) in this respect as and when appropriate. Details of the Capital Injection are set out in the Company's announcements dated 24 February 2021, 23 April 2021, 25 June 2021 and 24 August 2021.

Save as disclosed above, there was no significant major merger, acquisition or disposal by the Group during the period under review.

CONNECTED TRANSACTION

There was no non-exempted connected transaction entered into by the Company during the period under review. The related party transactions as disclosed in notes 20(a)(i) to (iii) to the interim condensed consolidated financial statements are fully exempted connected transactions under chapter 14A of the Listing Rules.

CORPORATE STRATEGY AND CORPORATE PROSPECTS

Looking forward to the second half of 2021, low interest rate environment, robustness of global economic recovery, the fear of inflation and continued geopolitical uncertainty, will remain the main driving forces for gold market. In strategy, the Group as one of the largest privately owned China-based gold mining companies, commits to realize its potential mining processing capacity as well as to further enhance its production processes and technology improvements for achieving cost efficiency. More effort will be paid to: (i) expand production capacity at our existing mines, (ii) speed up construction work of the capacity expansion and improve the exploration efficiency, and (iii) continue to conduct further exploration projects in order to increase resources and upgrade reserves.

The Group will also seek new investment opportunities for broadening the income streams in a world of fast-changing threats and opportunities. As always, the Group will remain vigilant on costs and adopt a prudent approach in its growth strategies.

根據注資協議，注資協議項下投資者支付目標公司的金額將成為目標公司為期3年的定期貸款，其細節將由訂約方進一步協定，投資者向目標公司支付的總金額為人民幣200,000,000元。訂約方將商討相關定期貸款之條款，本公司將適時就此刊發進一步公告。注資詳情載於本公司日期為二零二一年二月二十四日、二零二一年四月二十三日、二零二一年六月二十五日以及二零二一年八月二十四日的公告內。

除於上文披露外，本集團於回顧期內並無進行重大併購或出售活動。

關連交易

本公司於回顧期內並沒有訂立非豁免關連交易。根據上市規則第十四A章，中期簡明綜合財務報表附註20(a)(i)至(iii)所載各關連人士交易乃全面獲豁免關連交易。

公司戰略及前景

展望二零二一年下半年，低利率環境、全球經濟穩健復甦、對通貨膨脹的擔憂以及持續之地緣政治不穩定，將成為支持黃金市場之重要發力點。本集團作為中國最大的民營金礦企業之一，將堅守我們的策略，以實現其潛在開採加工產能以及進一步提升其生產過程及改進技術以達致成本效益。我們將致力進行以下各項：(i)擴充我們現有礦場的產能；(ii)加快產能擴充建設工程及改善勘探效率；及(iii)持續進行進一步勘探工程，以增加資源量及提升儲量。

本集團亦將致力尋找新投資機遇，力求在瞬息萬變的挑戰和機會之中擴大收入來源。一如既往，本集團將繼續嚴緊控制成本，並審慎地實施我們的增長策略。

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DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST IN SHARES

As at 30 June 2021 the interests of the Directors and chief executive in the shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange were as follows:

Name of Directors 董事姓名	Capacity 身份	Number of Shares held 所持股份數目	Approximate% of shareholding 佔股權 概約百分比
Zhang Lirui 張利銳	Family interest (Note a) 家族權益(附註a)	12,792,741	4.29%

Note:

- (a) Ms. Wei Hua holds 12,792,741 shares. Mr. Zhang Lirui is Ms. Wei's spouse. Accordingly, Mr. Zhang is also taken to be interested in 12,792,741 shares via his spouse.

Save as disclosed above, as at 30 June 2021 none of the Directors or chief executive of the Company nor their associates, had any interest in long position or short position in the shares, underlying shares or debentures of the Company or its associated corporations which they are taken or deemed to have under such provision of the SFO, or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及最高行政人員於股份之權益

於二零二一年六月三十日，董事及最高行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份或相關股份中，擁有根據證券及期貨條例第XV部第7及8分部之規定已知會本公司及聯交所的權益(包括彼等根據證券及期貨條例該等條文被當作或視為擁有的權益及／或淡倉)；或根據證券及期貨條例第352條之規定載入該條所述登記冊之權益；或根據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載列如下：

附註：

- (a) 魏樺女士持有12,792,741股股份。張利銳先生為魏女士之配偶。因此，張先生亦被視為通過其配偶於12,792,741股股份中擁有權益。

除以上所披露者外，於二零二一年六月三十日，本公司董事或最高行政人員或其聯繫人於本公司或其相聯法團之股份、相關股份或債券中，概無擁有任何彼等根據證券及期貨條例該等條文被當作或視為擁有、或根據證券及期貨條例第352條規定載入該條所述之登記冊、或根據標準守則須知會本公司及聯交所之任何好倉或淡倉之權益。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions. Having made specific enquiries with the Directors, all Directors have confirmed their full compliance with the required standard as set out in the Model Code during the Reporting Period.

SHARE OPTIONS SCHEME

The Company currently has one share option scheme: the 2014 Share Option Scheme.

The 2014 Share Option Scheme was adopted by a resolution passed by the shareholders of the Company (the "Shareholders") on 30 May 2014. The 2014 Share Option Scheme provides that the Board may specify the eligible participants to whom the options shall be granted. The eligible participants include directors, employees, suppliers, customers, consultants, agents and advisers of the Company and its subsidiaries and any person who, in the sole discretion of the Board, has contributed or may contribute to the Group in recognition of their contribution to the Group. The Board shall determine the exercise price of option in accordance with the terms of the 2014 Share Option Scheme, which cannot in any event fall below the price stipulated in the Listing Rules. The maximum number of the ordinary shares of the Company which may be issued upon exercise of all options to be granted under the 2014 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% (i.e. 435,127,903 shares) of the ordinary shares of the Company in issue as at the date when the 2014 Share Option Scheme is approved and adopted. The 2014 Share Option Scheme was effective on 4 June 2014 and will remain valid and effective for a period of 10 years from that date. The existing scheme mandate limit in respect of the granting of options to subscribe for shares under the 2014 Share Option Scheme was refreshed and renewed at an extraordinary general meeting of the Company held on 19 September 2016. The maximum number of the ordinary shares of the

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則作為有關其董事進行證券交易之操守守則。在向董事作出特定查詢後，全體董事已確認於報告期間，彼等已全面遵守標準守則所載的規定標準。

購股權計劃

本公司現有一項購股權計劃：二零一四年購股權計劃。

本公司股東（「股東」）於二零一四年五月三十日通過決議案採納二零一四年購股權計劃。二零一四年購股權計劃規定，董事會可指定獲授購股權之合資格參與者。合資格參與者包括本公司及其附屬公司之董事、僱員、供應商、客戶、諮詢顧問、代理及顧問以及董事會全權酌情釐定對本集團作出或可能作出貢獻之任何人士，以認可其對本集團之貢獻。董事會將根據二零一四年購股權計劃之條款釐定購股權之行使價，惟無論如何不得低於上市規則所訂明之價格。根據二零一四年購股權計劃及本公司任何其他購股權計劃授出的所有購股權獲行使而可能發行之本公司最大普通股數目合共不得超過於二零一四年購股權計劃獲批准及採納當日本公司已發行普通股之10%（即435,127,903股股份）。二零一四年購股權計劃於二零一四年六月四日生效，並將由該日起計十年期間仍然有效。有關根據二零一四年購股權計劃授出購股權以認購股份之現有計劃授權上限已於二零一六年九月十九日舉行之本公司股東特別大會上獲更新及續期。根據二零一四年購股權計劃及本公司任何其他計劃將予授出之所有購股權

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Company upon exercise of all options to be granted under the 2014 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% (i.e. 1,385,769,378 shares) of the ordinary shares of the Company in issue as at 19 September 2016 being the date of approval of the refreshment of the existing scheme mandate limit. On 12 October 2016, 1,385,769,378 options have been granted under the 2014 Share Option Scheme.

Since the exercise period of the outstanding share options granted under 2014 share option scheme had expired on 11 October 2019, the relevant share options therefore lapsed automatically on the same date. No share options under the 2014 Share Option Scheme of the Company have been granted since 13 October 2016 up to the date of issue of this interim report.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES OF THE COMPANY

As at 30 June 2021 as far as known to the Directors, the following persons (other than the Directors or chief executive of the Company) who had 5% or more interests in the shares or underlying shares of the Company that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

獲行使後，本公司普通股之最高數目合共不得超過於二零一六年九月十九日（即現有計劃授權上限獲批准及更新之日期）本公司已發行普通股之10%（即1,385,769,378股股份）。於二零一六年十月十二日，根據二零一四年購股權計劃已授出1,385,769,378份購股權。

由於二零一四年購股權計劃授出之尚未行使購股權之行使期已於二零一九年十月十一日屆滿，有關的購股權已經於同日自動失效。本公司並無自二零一六年十月十三日起直至本中期報告刊發日期根據二零一四年購股權計劃授出購股權。

主要股東於本公司股份之權益

於二零二一年六月三十日，據董事所知，按本公司根據證券及期貨條例第336條規定存置的登記冊所記錄，除本公司董事或最高行政人員外，下列人士於本公司股份或相關股份中擁有5%或以上權益，而該等權益須根據證券及期貨條例第XV部第2及3分部之規定向本公司披露，詳情如下：

**LONG POSITION IN THE SHARES AND
UNDERLYING SHARES OF THE COMPANY**

於本公司股份及相關股份之好倉

Name of Shareholders	Capacity	Number of Shares/ underlying Shares held 所持股份／ 相關股份數目	Approximate % of shareholding 概約持股 百分比
股東姓名／名稱	身份		
1. Liu Shiwei 柳士威	Beneficial and spouse interest (Note (a)) 實益及配偶權益(附註(a))	83,525,799	28.01%
2. Guan Yuyan 官玉燕	Corporate and spouse interest (Note (b)) 法團及配偶權益(附註(b))	83,525,799	28.01%
3. Grace Silver Limited 瑞盈有限公司	Beneficial interest (Note (c)) 實益權益(附註(c))	65,251,940	21.88%
4. China Home Hong Kong Limited 華居(香港)有限公司	Beneficial interest (Note (d)) 實益權益(附註(d))	32,153,054	10.78%
5. Beijing Easyhome Investment Holding Group Co., Ltd.* 北京居然之家投資控股集團有限公司	Corporate interest (Note (d)) 法團權益(附註(d))	32,153,054	10.78%
6. Wang Linpeng 汪林朋	Corporate and spouse interest (Note (e)) 法團及配偶權益(附註(e))	32,153,054	10.78%
7. Koo Yuen Kim 古潤金	Beneficial and corporate interest (Note (f)) 實益及法團權益(附註(f))	30,567,286	10.25%
8. BFAM Partners (Cayman) Limited	Corporate interest (Note (g)) 法團權益(附註(g))	157,282,111 (Note (i)) (附註(i))	52.74%
9. Fuchs Benjamin Aaron	Corporate interest (Note (h)) 法團權益(附註(h))	157,282,111 (Note (i)) (附註(i))	52.74%

* The English name is for identification purpose only

* 英文名稱僅供識別之用

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Notes:

- (a) Mr. Liu Shiwei holds 18,273,859 Shares by virtue of his personal interest. Ms. Guan Yuyan, being Mr. Liu's spouse, has interest of 65,251,940 Shares in the Company via her wholly-owned controlled corporation namely Grace Silver Limited. Accordingly, Mr. Liu is also taken to be interested in 65,251,940 Shares via his spouse.
- (b) Ms. Guan Yuyan has deemed interest in 65,251,940 Shares via her wholly-owned controlled corporation namely Grace Silver Limited. Mr. Liu Shiwei being the spouse of Ms. Guan has interest of 18,273,859 Shares in the Company. Accordingly, Ms. Guan is also taken to be interested in 18,273,859 Shares via her spouse.
- (c) Grace Silver Limited is wholly and beneficially owned by Ms. Guan Yuyan.
- (d) China Home Hong Kong Limited is wholly-owned by Beijing Easyhome Investment Holding Group Co., Ltd. ("Beijing Easyhome"). China Home Hong Kong Limited is directly holding 32,153,054 Shares and Beijing Easyhome Investment Holding Group Co., Ltd. is deemed to hold 32,153,054 Shares through its controlled interests in China Home Hong Kong Limited.
- (e) Beijing Easyhome is wholly-owned by Mr. Wang Linpeng and his spouse. Accordingly, Mr. Wang and his spouse are deemed to have interest in 32,153,054 Shares via Beijing Easyhome.
- (f) Mr. Koo Yuen Kim holds 29,762,947 Shares by virtue of his personal interest and 804,339 Shares through his wholly-owned controlled corporation namely Golden Eagle (Asia) Investment Limited.
- (g) BFAM Partners (Cayman) Limited is wholly-owned by Mr. Fuchs Benjamin Aaron.
- (h) Mr. Fuchs Benjamin Aaron has deemed interest in 157,282,111 Shares via his wholly-owned controlled corporation namely BFAM Partners (Cayman) Limited.

附註：

- (a) 柳士威先生藉由其個人權益持有18,273,859股股份。官玉燕女士為柳先生之配偶，通過其全資擁有之受控法團瑞盈有限公司於本公司65,251,940股股份中擁有權益。因此，柳先生亦被視為通過其配偶於65,251,940股股份中擁有權益。
- (b) 官玉燕女士被視為通過其全資擁有之受控法團瑞盈有限公司於65,251,940股股份中擁有權益。柳士威先生為官女士之配偶，於本公司18,273,859股股份中擁有權益。因此，官女士亦被視為通過其配偶於18,273,859股股份中擁有權益。
- (c) 瑞盈有限公司由官玉燕女士全資及實益擁有。
- (d) 華居(香港)有限公司由北京居然之家投資控股集團有限公司(「北京居然之家」)全資擁有。華居(香港)有限公司直接持有32,153,054股股份，而北京居然之家投資控股集團有限公司被視為通過其於華居(香港)有限公司的受控權益持有32,153,054股股份。
- (e) 北京居然之家為汪林朋先生及其配偶全資擁有。因此，汪先生及其配偶被視為通過北京居然之家擁有32,153,054股股份之權益。
- (f) 古潤金先生藉由其個人權益持有29,762,947股股份，並通過其全資擁有之受控法團金鷹(亞洲)投資有限公司於804,339股股份中擁有權益。
- (g) BFAM Partners (Cayman) Limited由Fuchs Benjamin Aaron先生全資擁有。
- (h) Fuchs Benjamin Aaron先生被視為通過其全資擁有之受控法團BFAM Partners (Cayman) Limited於157,282,111股股份中擁有權益。

- (i) These Shares may be allotted and issued upon exercise of the conversion rights attaching to the convertible bonds issued by the Company.

Save as disclosed above, as at 30 June 2021 the Company has not been notified of any other persons (other than the Directors or chief executive of the Company) who had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

AUDIT COMMITTEE

The Audit Committee has, together with the Directors and external independent auditor, reviewed the interim condensed consolidated financial statements, accounting principles and practices adopted by the Group for the six months ended 30 June 2021.

CHANGE IN DIRECTOR'S INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in information on Director is as follow:

Experience including other directorships held in the last three years and major appointments

Mr. Huang Zhiwei, an Executive Director of the Company, has been appointed as the general manager of Hengqin Life Insurance Co., Ltd. in April 2021.

CORPORATE GOVERNANCE

The Company has applied the principles of, and complied with the applicable code provisions of the Corporate Governance Code and Corporate Governance Report ("CG Code") as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 June 2021 except for certain deviations which are summarized belows:

- (i) 該等股份可於本公司發行之可換股債券所附換股權獲行使時配發及發行。

除上文所披露者外，於二零二一年六月三十日，本公司並無接獲任何其他人士（不包括本公司之董事或最高行政人員）通知指彼等擁有記錄於根據證券及期貨條例第336條須存置之登記冊的本公司股份或相關股份的任何權益或淡倉。

審核委員會

審核委員會連同董事及外聘獨立核數師共同審閱截至二零二一年六月三十日止六個月之中期簡明綜合財務報表以及本集團採納的會計原則及慣例。

董事資料之變更

根據上市規則第13.51B(1)條，董事之資料變更如下：

於過去三年擔任其他董事職務之經驗及其他主要任命

本公司之執行董事黃志偉先生已於二零二一年四月獲委任為橫琴人壽保險有限公司之總經理。

企業管治

於截至二零二一年六月三十日止六個月整個期間，除下文概述之若干偏離行為外，本公司已應用及一直遵守上市規則附錄十四所載之企業管治守則及企業管治報告（「企業管治守則」）之原則及適用之守則條文：

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Code Provision A.2.1

In accordance with the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Furthermore, the division of responsibilities between the chairman and chief executive officer should be clearly established.

Mr. Yi Shuhao is currently the Chairman of the Board and the Chief Executive Officer of the Company. The Board considers that vesting both of the roles of Chairman and Chief Executive Officer in Mr. Yi is beneficial to the business prospects and management of the Group as Mr. Yi has in-depth experience in business management and development and can lead the Group to have continuous growth in the future. The Company had considered the governance issue of balance of power and authority on the board and believed that the structure of the Company (including strong independent elements in the board and delegation of authorities to management) was sufficient to address this potential issue.

Code Provision A.6.7

In accordance with the code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders.

Due to other business engagements, an Independent Non-Executive Director could not attend the annual general meeting of the Company held on 18 June 2021. However, at the annual general meeting of the Company, Mr. Huang Zhiwei, an Executive Director and some Independent Non-Executive Directors present to enable the Board to develop a balanced understanding of the views of the Shareholders.

守則條文 A.2.1

根據企業管治守則之守則條文A.2.1，主席及行政總裁之職務應予以區分，不應由同一人士擔任。此外，主席及行政總裁間之職責應明確劃分。

易淑浩先生現為本公司主席及行政總裁。董事會認為，易先生於業務管理及發展方面擁有豐富的經驗，並可帶領本集團實現未來的持續增長，主席及行政總裁之職位均由易先生擔任對本集團之業務前景及管理有利。本公司已考慮董事會權力平衡的管治問題，並認為公司架構(包括董事會具備足夠獨立性及向管理層授予權力)足以應對這個潛在問題。

守則條文 A.6.7

根據企業管治守則之守則條文A.6.7，獨立非執行董事及其他非執行董事應出席股東大會，並對股東之意見有公正的了解。

一位獨立非執行董事因其他公事而未能出席於二零二一年六月十八日舉行之本公司股東週年大會。然而，於本公司股東週年大會上，執行董事黃志偉先生與若干獨立非執行董事出席大會，令董事會得以對股東之意見有公正的了解。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the period under review, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

On behalf of the Board
Mr. Yi Shuhao
Chief Executive Officer

Hong Kong, 30 August 2021

收購、贖回或出售上市證券

於回顧期間，本公司或其任何附屬公司概無收購、贖回或出售本公司任何上市證券。

代表董事會
易淑浩先生
行政總裁

香港，二零二一年八月三十日

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

YI Shuhao (*Chairman and Chief Executive Officer*)
CHEN Sheng (*Vice-Chairman*)
ZHANG Lirui (*Vice-Chairman*)
WANG Baozhi (resigned on 1 July 2021)
HUANG Zhiwei

Non-Executive Director

HSU Jing-Sheng (resigned on 15 May 2021)

Independent Non-Executive Directors

WONG Chi Yan (resigned on 20 July 2021)
XIAO Rong Ge
ZHANG Tianyu
ZHU Tianxiang (appointed on 20 July 2021)
TANG Yiu Kay (appointed on 26 August 2021)

COMPANY SECRETARY

SHIU Chi Tak Titus (resigned on 16 April 2021)
LEUNG Lai Seung (appointed on 16 April 2021)

AUTHORISED REPRESENTATIVES

YI Shuhao
SHIU Chi Tak Titus (resigned on 16 April 2021)
LEUNG Lai Seung (appointed on 16 April 2021)

EXECUTIVE COMMITTEE

YI Shuhao (*Chairman*)
CHEN Sheng
ZHANG Lirui
WANG Baozhi (resigned on 1 July 2021)
HUANG Zhiwei

董事會

執行董事

易淑浩(主席及行政總裁)
陳勝(副主席)
張利銳(副主席)
王保志(於二零二一年七月一日辭任)
黃志偉

非執行董事

許進勝(於二零二一年五月十五日辭任)

獨立非執行董事

黃志恩(於二零二一年七月二十日辭任)
肖榮閣
張田余
朱天相(於二零二一年七月二十日獲委任)
鄧耀基
(於二零二一年八月二十六日獲委任)

公司秘書

邵志得(於二零二一年四月十六日辭任)
梁麗嫦(於二零二一年四月十六日獲委任)

法定代表

易淑浩
邵志得(於二零二一年四月十六日辭任)
梁麗嫦(於二零二一年四月十六日獲委任)

執行委員會

易淑浩(主席)
陳勝
張利銳
王保志(於二零二一年七月一日辭任)
黃志偉

AUDIT COMMITTEE

WONG Chi Yan (*Chairman*)
(resigned on 20 July 2021)
TANG Yiu Kay (*Chairman*)
(appointed on 26 August 2021)
ZHU Tianxiang
(appointed as Chairman on 20 July 2021 and
re-designated as member on 26 August 2021)

XIAO Rong Ge
ZHANG Tianyu

REMUNERATION COMMITTEE

ZHANG Tianyu (*Chairman*)
WONG Chi Yan (resigned on 20 July 2021)
YI Shuhao
ZHU Tianxiang (appointed on 20 July 2021)

NOMINATION COMMITTEE

YI Shuhao (*Chairman*)
ZHANG Tianyu
WONG Chi Yan (resigned on 20 July 2021)
ZHU Tianxiang (appointed on 20 July 2021)

CORPORATE GOVERNANCE COMMITTEE

YI Shuhao (*Chairman*)
WANG Baozhi (resigned on 1 July 2021)
ZHANG Lirui (appointed on 1 July 2021)

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 5 & 6, 17/F,
Convention Plaza Office Tower,
1 Harbour Road,
Wanchai,
Hong Kong

審核委員會

黃志恩(主席)
(於二零二一年七月二十日辭任)
鄧耀基(主席)
(於二零二一年八月二十六日獲委任)
朱天相
(於二零二一年七月二十日獲委任為
主席及於二零二一年八月二十六日調
任為成員)
肖榮閣
張田余

薪酬委員會

張田余(主席)
黃志恩(於二零二一年七月二十日辭任)
易淑浩
朱天相(於二零二一年七月二十日獲委任)

提名委員會

易淑浩(主席)
張田余
黃志恩(於二零二一年七月二十日辭任)
朱天相(於二零二一年七月二十日獲委任)

企業管治委員會

易淑浩(主席)
王保志(於二零二一年七月一日辭任)
張利銳(於二零二一年七月一日獲委任)

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

香港主要營業地點

香港
灣仔
港灣道1號
會展廣場辦公大樓
17樓5至6室

CORPORATE INFORMATION

公司資料

AUDITORS

CCTH CPA Limited
Certified Public Accountants

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point, Hong Kong

PRINCIPAL BANKERS

In Hong Kong:
Bank of China (Hong Kong) Limited

In the PRC:
Ping An Bank
Bank of Communications

WEBSITE OF THE COMPANY

<http://cpm.etnet.com.hk>

核數師

中正天恆會計師有限公司
執業會計師

股份過戶登記總處

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

香港股份過戶登記分處

聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

主要往來銀行

香港：
中國銀行(香港)有限公司

中國：
平安銀行
交通銀行

公司網頁

<http://cpm.etnet.com.hk>



Bay Area Gold Group Limited

灣區黃金集團有限公司