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Samson group

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Samson Paper Holdings Limited

(Provisional Liquidators Appointed)

(For Restructuring Purposes Only)

(Incorporated in Bermuda with limited liability)

(Stock Code : 0731)



2021 /
2022
Interim
Report



The board of directors (the “Board”) of Samson Paper Holdings Limited (the “Company”) hereby announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 September 2021 as follows.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2021

	Note	Unaudited	
		Six months ended 30 September	
		2021	2020
		HK\$'000	HK\$'000
			(Re-presented)
Continuing operations			
Revenue	5	269,881	2,129,610
Cost of sales		<u>(246,430)</u>	<u>(2,168,829)</u>
Gross profit/(loss)		23,451	(39,219)
Other gains and income, net		6,542	20,776
Gain on re-consolidation of a deconsolidated subsidiary	6	451,012	—
Selling expenses		(1,447)	(103,324)
Administrative expenses		(39,176)	(178,384)
Impairment losses of financial assets, net		(18,119)	(1,156,807)
Impairment losses of property, plant and equipment		—	(760,249)
Other operating expenses, net		(6,521)	(20,551)
Recognition of financial guarantee liabilities		(15,722)	(2,211,472)
(Loss)/gain on deconsolidation/disposal/deregistration of subsidiaries		(177,798)	1,807,490
Profit/(loss) from operations		222,222	(2,641,740)
Finance costs		<u>(68)</u>	<u>(34,936)</u>
Profit/(loss) before tax		222,154	(2,676,676)
Income tax credit/(expense)	7	<u>8,970</u>	<u>(3,450)</u>
Profit/(loss) for the period from continuing operations	8	231,124	(2,680,126)
Discontinued operations	9		
Loss for the period from discontinued operations		<u>(66,008)</u>	<u>(778,092)</u>
Profit/(loss) for the period		<u>165,116</u>	<u>(3,458,218)</u>

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2021

		Unaudited	
		Six months ended 30 September	
	Note	2021	2020
		HK\$'000	HK\$'000
			(Re-presented)
Attributable to:			
Owners of the Company		165,116	(3,219,683)
Non-controlling interests		—	(238,535)
		<u>165,116</u>	<u>(3,458,218)</u>
Earnings/(loss) per share			
From continuing and discontinued operations	11		
Basic		<u>HK14.5 cents</u>	<u>HK(282.2) cents</u>
Diluted		<u>HK13.0 cents</u>	<u>HK(282.2) cents</u>
From continuing operations			
Basic		<u>HK20.3 cents</u>	<u>HK(214.0) cents</u>
Diluted		<u>HK18.2 cents</u>	<u>HK(214.0) cents</u>

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2021

	Unaudited	
	Six months ended 30 September	
	2021	2020
	HK\$'000	HK\$'000
Profit/(loss) for the period	<u>165,116</u>	<u>(3,458,218)</u>
Other comprehensive income, net of tax:		
<i>Items that may be reclassified to profit or loss:</i>		
Exchange differences on translating foreign operations	141,212	157,639
Exchange reserves reclassified to profit or loss on deconsolidation, disposal and deregistration of subsidiaries	<u>(96,505)</u>	<u>8,880</u>
Other comprehensive income for the period, net of tax	<u>44,707</u>	<u>166,519</u>
Total comprehensive income for the period	<u><u>209,823</u></u>	<u><u>(3,291,699)</u></u>
Attributable to:		
Owners of the Company	209,823	(3,052,461)
Non-controlling interests	<u>—</u>	<u>(239,238)</u>
	<u><u>209,823</u></u>	<u><u>(3,291,699)</u></u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2021

	<i>Note</i>	Unaudited 30 September 2021 <i>HK\$'000</i>	Audited 31 March 2021 <i>HK\$'000</i>
Non-current assets			
Property, plant and equipment	12	900,500	124,115
Investment properties		—	17,321
Right-of-use assets	13	222,828	34,291
Other intangible assets		206	—
Financial assets at fair value through other comprehensive income ("FVTOCI")		1,831	1,831
Non-current deposits and prepayments	14	—	1,854
Deferred tax assets		2,440	5,399
		<u>1,127,805</u>	<u>184,811</u>
Current assets			
Properties under development		—	227,384
Inventories		202,067	11,023
Accounts and other receivables	14	549,979	452,482
Taxation recoverable		7,628	26,598
Bank and cash balances		187,894	195,066
		<u>947,568</u>	<u>912,553</u>
Total assets		<u>2,075,373</u>	<u>1,097,364</u>
Current liabilities			
Accounts and other payables	15	605,833	513,293
Contract liabilities		17,606	—
Taxation payable		263	12,565
Borrowings	16	706,069	404,121
Lease liabilities		615	3,728
Financial guarantee liabilities		2,299,858	2,284,136
		<u>3,630,244</u>	<u>3,217,843</u>
Net current liabilities		<u>(2,682,676)</u>	<u>(2,305,290)</u>
Total assets less current liabilities		<u>(1,554,871)</u>	<u>(2,120,479)</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2021

		At 30 September 2021 HK\$'000 (Unaudited)	At 31 March 2021 HK\$'000 (Audited)
	<i>Note</i>		
Non-current liabilities			
Accounts and other payables	15	361,518	—
Lease liabilities		—	1,349
Borrowings	16	6,816	6,696
Deferred tax liabilities		45,166	49,670
		<u>413,500</u>	<u>57,715</u>
NET LIABILITIES		<u>(1,968,371)</u>	<u>(2,178,194)</u>
Equity			
Share capital	17	127,315	127,315
Reserves		(2,098,091)	(2,307,914)
		<u>(1,970,776)</u>	<u>(2,180,599)</u>
Non-controlling interests		2,405	2,405
CAPITAL DEFICIENCY		<u>(1,968,371)</u>	<u>(2,178,194)</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2021

	Attributable to owners of the Company								Non-controlling interests	Total equity/ (Capital deficiency)
	Share capital	Share premium	Asset revaluation reserve	Capital reserve	Exchange reserve	Statutory reserve	Retained earnings/ (Accumulated losses)	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2020	127,315	161,262	441,141	201,994	(292,484)	27,247	591,234	1,257,709	241,932	1,499,641
Total comprehensive income for period	—	—	—	—	167,222	—	(3,219,683)	(3,052,461)	(239,238)	(3,291,699)
Deconsolidation/disposal of subsidiaries	—	—	(287,445)	—	—	(14,347)	301,792	—	(266)	(266)
Change in equity for the period	—	—	(287,445)	—	167,222	(14,347)	(2,917,891)	(3,052,461)	(239,504)	(3,291,965)
At 30 September 2020	<u>127,315</u>	<u>161,262</u>	<u>153,696</u>	<u>201,994</u>	<u>(125,262)</u>	<u>12,900</u>	<u>(2,326,657)</u>	<u>(1,794,752)</u>	<u>2,428</u>	<u>(1,792,324)</u>
At 1 April 2021	127,315	161,262	8,922	201,994	37,841	12,395	(2,730,328)	(2,180,599)	2,405	(2,178,194)
Total comprehensive income for period	—	—	—	—	44,707	—	165,116	209,823	—	209,823
Deconsolidation/disposal/deregistration of subsidiaries	—	—	(40,390)	—	—	(10,978)	51,368	—	—	—
Change in equity for the period	—	—	(40,390)	—	44,707	(10,978)	216,484	209,823	—	209,823
At 30 September 2021	<u>127,315</u>	<u>161,262</u>	<u>(31,468)</u>	<u>201,994</u>	<u>82,548</u>	<u>1,417</u>	<u>(2,513,844)</u>	<u>(1,970,776)</u>	<u>2,405</u>	<u>(1,968,371)</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2021

	Unaudited	
	Six months ended 30 September	
	2021	2020
	HK\$'000	HK\$'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Net cash (used in)/generated from operating activities	<u>(391,134)</u>	<u>83,280</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(1,578)	(819)
Proceeds from redemption of life insurance policies	—	4,922
Re-consolidation of a deconsolidated subsidiary	1,566	—
Deconsolidation/disposal/deregistration of subsidiaries	(47,406)	(55,763)
Release in restricted bank deposits	—	5,414
Interest received	<u>361</u>	<u>998</u>
Net cash used in investing activities	<u>(47,057)</u>	<u>(45,248)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings raised	301,925	—
Repayment of bank loans	—	(54,587)
Repayment of trust receipt loans	—	(84,296)
Principal elements of lease payment	—	(10,996)
Interest paid	<u>(68)</u>	<u>(34,453)</u>
Net cash generated from/(used in) financing activities	<u>301,857</u>	<u>(184,332)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(136,334)	(146,300)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	195,066	205,828
EFFECT OF CHANGES IN EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	<u>129,162</u>	<u>134,149</u>
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	<u><u>187,894</u></u>	<u><u>193,677</u></u>
ANALYSIS OF CASH AND CASH EQUIVALENTS		
Bank and cash balances	<u><u>187,894</u></u>	<u><u>193,677</u></u>

I. BASIS OF PREPARATION

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

These condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 March 2021. The accounting policies (including the significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty) and methods of computation used in the preparation of these condensed financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 March 2021 except for the adoption of new and revised standards as set out below.

Suspension of trading in shares of the Company and appointment of the joint and several provisional liquidators (for restructuring purposes only)

On 30 June 2020, the Company published an announcement on the Stock Exchange containing extracts of its Unaudited Results.

As additional time was required by the then auditors of the Company (the “Former Auditors”) to finalize their audit procedures in respect of the annual results for the year ended 31 March 2020 (the “2020 Annual Results”), the Company was unable to announce its 2020 Annual Results by the deadline prescribed by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). The trading of the Company’s shares on the Stock Exchange was suspended with effect from 2 July 2020 (the “Suspension”).

As a direct result of the above stated developments, certain creditors of the Group accelerated the repayment obligations of certain indebtedness of the Group and ceased providing facilities to the Group, leading to a detrimental effect on the Group’s cash flow, a series of events of default by the Group on its indebtedness and various legal actions against the Company and its subsidiaries. To facilitate a restructuring of the Company’s indebtedness, the Company filed with the Supreme Court of Bermuda (the “Bermuda Court”) on 18 July 2020 (Hong Kong time) a petition for the winding up of the Company and an application for the appointment of joint and several provisional liquidators on a “light touch” basis for restructuring purposes.

On 24 July 2020, the Bermuda Court ordered that Messrs. Lai Kar Yan (Derek) and Ho Kwok Leung Glen, both of Deloitte Touche Tohmatsu, and Ms. Rachele Ann Frisby of Deloitte Ltd. be appointed as the joint provisional liquidators of the Company (the “JPLs”) for the purpose of, inter alia, formulating, proposing and implementing a restructuring plan of the indebtedness of the Company. The board of Directors (the “Board”) continues to manage the day-to-day affairs of the Company in all respects, subject to the oversight and monitoring of the JPLs.

On 13 August 2020, on the application of the JPLs, the High Court of Hong Kong (“Hong Kong Court”) recognised their appointment and further ordered that no action or proceedings shall be proceeded with or commenced against the Company or its assets in Hong Kong for the duration of the provisional liquidation proceedings in Bermuda.

I. BASIS OF PREPARATION (CONTINUED)

Suspension of trading in shares of the Company and appointment of the joint and several provisional liquidators (for restructuring purposes only) (Continued)

Since their appointment, the JPLs, together with the Board, have taken steps to stabilize operations of the Group and improve the liquidity of the Group, as well as to develop and implement a restructuring plan of the indebtedness of the Group, including (i) reducing cash outflows through staff redundancy and other cost cutting measures, reducing capital expenditure, and winding down non-core businesses; (ii) deconsolidation of non-core businesses of the Group, by way of voluntary liquidation and disposal; (iii) having identified the Investor (as defined below) for the Proposed Restructuring (as defined below and details of which are set out below at the paragraphs under the section headed the “Proposed Restructuring of the Group”) to provide necessary funds to regularize the Company’s paper manufacturing business, which shall be retained in the Group upon completion of the Proposed Restructuring (the “Retained Group”), and to provide recovery to the Company’s creditors; (iv) developing, proposing and implementing a restructuring of the capital and indebtedness of the Company’s paper manufacturing business conducted through its subsidiary Universal Pulp & Paper (Shandong) Co. Ltd. (“UPPSD”) (the “UPPSD Bankruptcy Reorganisation”); and (v) developing and proposing a scheme of arrangement between the Company and its creditors (the “ListCo Scheme”), with the objective to achieve a resumption of trading of the shares of the Company on the Stock Exchange (the “Resumption”).

Going Concern

As at 30 September 2021, the Group’s current liabilities exceeded its current assets by HK\$2,682,676,000. Current portion of the Group’s borrowings and lease liabilities amounted to approximately HK\$706,069,000 and HK\$615,000 respectively while its cash and cash equivalents amounted to approximately HK\$187,894,000. Included in the Group’s borrowings as at 30 September 2021 was a principal amount of HK\$410,960,000 due to various banks under loan facilities to which the Company was a guarantor. The Group had failed to comply with the financial covenants of these loan facilities in respect of its current ratio as stipulated in the loan agreements. This non-compliance constituted an event of default under the loan agreements, such that the banks may exercise their rights to serve notice to terminate the loan agreements and forthwith demand all principal amounts and interests immediately due and payable. These conditions indicate the existence of material uncertainties which may cast significant doubt on the Group’s ability to continue as a going concern and its ability to realise its assets and discharge its liabilities in the normal course of business. Notwithstanding the above, in view of the measures already taken by the JPLs and the Directors of the Company in improving the liquidity and solvency position of the Group and the progress made in respect of the Proposed Restructuring of the Group, the consolidated financial statements have been prepared on the assumption that the Group will continue as a going concern and therefore do not include any adjustments relating to the realization and classification of non-current assets and non-current liabilities that may be necessary if the Group is unable to continue as a going concern. The validity of the going concern assumption is dependent on the successful and favorable outcomes of the measures taken by the Group including the completion of the Proposed Restructuring.

Should the Group fails to achieve its plans and measures, it may be unable to continue as a going concern, and adjustments would have to be made to write down the carrying value of the assets to their recoverable amounts, to provide for any further liabilities which might arise and to classify non-current assets and liabilities as current assets and liabilities respectively. The effects of these potential adjustments have not been reflected in these consolidated financial statements.

I. BASIS OF PREPARATION (CONTINUED)

Listing status of the Company

By way of letters dated 21 July 2020, 26 November 2020 and 11 June 2021, the Stock Exchange imposed the following resumption guidance (the “Resumption Guidance”) for the Company:

1. Address all audit issues raised by the Former Auditors (the “Audit Issues”);
2. Conduct an appropriate independent investigation into the Audit Issues, announce the findings and take appropriate remedial actions;
3. Publish all outstanding financial results required under the Listing Rules and address any audit modifications;
4. Have the winding-up petition (or winding-up order, if made) against the Company withdrawn or dismissed;
5. Announce all material information for the Company’s shareholders and investors to appraise the Company’s position;
6. Demonstrate its compliance with Rule 13.24 of the Listing Rules;
7. Conduct an independent internal control review and demonstrate adequate internal control systems being put in place to meet the obligations under the Listing Rules; and
8. Re-comply with Rules 3.05, 3.10(1), 3.21 and 3.25 of the Listing Rules.

For details, please refer to the announcement made by the Company dated 23 July 2020, 27 November 2020 and 18 June 2021.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 1 January 2022 (the “Delisting Deadline”). If the Company fails to remedy the issue(s) causing its trading suspension, fully comply with the Listing Rules to the Stock Exchange’s satisfaction and resume trading in its shares by 1 January 2022, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company’s listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company is taking appropriate steps to remedy the issues causing the Suspension and fully comply with the Listing Rules to the Stock Exchange’s satisfaction before trading in the shares is allowed to resume. On 20 September 2021, the Company submitted a resumption proposal (the “Resumption Proposal”) to the Stock Exchange. The Company is currently attending to the queries of the Stock Exchange with regards to the Resumption Proposal.

Please refer to the announcements of the Company dated 30 September 2020, 4 January 2021, 8 April 2021, 7 July 2021 and 5 October 2021 for details of the progress of the Resumption. The Company will keep its shareholders and public informed of the developments in this regard by making further announcements as and when appropriate.

I. BASIS OF PREPARATION (CONTINUED)

Proposed Restructuring of the Group

On 13 April 2021, the Company, the JPLs, Xiamen C&D Paper & Pulp Co., Ltd.* (“Xiamen C&D Paper”) and Zhejiang Xinshengda Holding Group Co., Ltd.* (“Zhejiang Xinshengda”) entered into a term sheet in relation to the proposed restructuring of the Group (“Term Sheet”). For details, please refer to the announcement made by the Company dated 13 April 2021.

On 30 July 2021, the Company, the JPLs, Xiamen C&D Paper, Zhejiang Xinshengda, NCD Investment Holding Limited (the “Investor”) (a company incorporated in the British Virgin Islands owned by Xiamen C&D Paper as to 55% and Zhejiang Xinshengda as to 45%) and Shandong Bairun Pulp & Paper Co., Ltd.* (“Shandong Bairun”) (background of which is set out in the paragraphs under the section headed “UPPSD Bankruptcy Reorganisation” below) entered into a restructuring agreement (as amended by a supplemental restructuring agreement dated 22 November 2021) (the “Restructuring Agreement”) in relation to the restructuring of the Group (the “Proposed Restructuring”) involving, inter alia, (i) the Capital Reorganisation; (ii) the Subscription; (iii) the Group Reorganisation; (iv) the Placement; (v) the ListCo Scheme; (vi) the UPPSD Bankruptcy Reorganisation; and (vii) the Resumption.

Details of the Restructuring Agreement has been announced in an announcement dated 22 November 2021.

(1) Capital Reorganisation

The Board proposes to implement, subject to the approval by the shareholders, the capital reorganisation (the “Capital Reorganisation”), which comprises of:

- (a) the reduction of the issued capital of the Company by cancelling the paid up capital to the extent of HK\$0.095 on each of the issued ordinary shares in the issued capital of the Company before the Capital Reorganisation becoming effective (the “Existing Shares”) such that the par value of each of the Existing Shares shall be reduced from HK\$0.10 to HK\$0.005 (the “Capital Reduction”);
- (b) the cancellation of the authorised but unissued ordinary share capital of the Company in its entirety upon the Capital Reduction becoming effective (the “Authorised Share Capital Diminution”);
- (c) the cancellation of entire amount standing to the credit of the share premium account of the Company (the “Share Premium Cancellation”) of approximately HK\$161,000,000, being the aggregate amount subscribed for the Existing Shares in excess of such Existing Shares’ par value at that time, and credit the amount cancelled to the contributed surplus reserve account of the Company;
- (d) the consolidation of every ten issued and unissued shares of HK\$0.005 each into one new ordinary share of the Company of HK\$0.05 (the “New Shares”) upon the Capital Reduction, the Authorised Share Capital Diminution and the Share Premium Cancellation becoming effective (the “Share Consolidation”); and
- (e) the increase in authorised share capital — upon the Capital Reduction, the Authorised Share Capital Diminution, the Share Premium Cancellation and the Share Consolidation becoming effective, the Company’s authorised ordinary share capital will be increased from approximately HK\$5,710,000 divided into 114,107,582 New Shares of HK\$0.05 each to HK\$100,000,000 divided into 2,000,000,000 New Shares of HK\$0.05 each.



I. BASIS OF PREPARATION (CONTINUED)

Proposed Restructuring of the Group (Continued)

(2) Subscription

The Company shall issue and allot, and the Investor shall subscribe for 990,220,583 New Shares (the "Subscription Shares"), representing 70% of the enlarged ordinary share capital of the Company upon the completion of the Capital Reorganisation and the issue and allotment of the Subscription Shares, Creditors' Shares (as defined below) and Placement Shares (as defined below) and assuming all issued preference shares of the Company have been converted into ordinary shares of the Company, at the subscription price of HK\$0.121056 per share (the "Subscription Price") for a total consideration of HK\$119,872,142 (the "Subscription Proceeds"). The Subscription Proceeds shall be used for settling the costs and expenses for implementing the Proposed Restructuring and discharging debts of the Company under the ListCo Scheme.

(3) Group Reorganisation

Pursuant to the Restructuring Agreement, the group reorganisation (the "Group Reorganisation") shall involve:

- (a) the incorporation of Greater Paper Development Limited ("SPV1"), a company incorporated in Hong Kong with limited liability, owned as to 100% by the Company;
- (b) the incorporation of Greater Paper (Shenzhen) Paper Limited ("SPV2"), a company incorporated in the People's Republic of China (the "PRC") with limited liability and owned as to 100% by SPV1;
- (c) SPV2 becoming the sole registered shareholder of UPPSD through the UPPSD Bankruptcy Reorganisation;
- (d) upon the completion of all the transactions under the Restructuring Agreement (the "Closing"), to effectuate the transfer of the subsidiaries of the Group (the "Excluded Subsidiaries") to the SchemeCo (as defined below) for the Scheme Creditors (as defined below) pursuant to the terms of the ListCo Scheme by transferring the entire equity interests of Samson Paper (BVI) Ltd (being the holding company of the Excluded Subsidiaries and a directly wholly-owned subsidiary of the Company) held by the Company to the SchemeCo at a nominal consideration of HK\$1.0. The Retained Group shall comprise of the Company, SPV1, SPV2 and UPPSD and will be principally engaged in manufacturing of paper product;
- (e) provision of a loan not less than RMB80,000,000 by Shandong Bairun to SPV2 which will be used in the daily business operations of UPPSD (which forms part of the loan of not less than RMB250,000,000 to be provided by Shandong Bairun to SPV2 under the UPPSD Bankruptcy Reorganisation, the remaining RMB170,000,000 of which will be used for the first instalment payment under the UPPSD Bankruptcy Reorganisation plan);
- (f) the completion of the implementation of the UPPSD Bankruptcy Reorganisation plan; and
- (g) the above-mentioned loan would be secured by charge over the shares of SPV1, SPV2 and UPPSD and the appropriate assets of UPPSD created in favour of the Investor or Shandong Bairun (as the case may be) by way of a first priority fixed charge, which shall be discharged upon the completion of the Group Reorganisation.

I. BASIS OF PREPARATION (CONTINUED)

Proposed Restructuring of the Group (Continued)

(4) Placement

Pursuant to the Restructuring Agreement, the Company shall enter into a placing agreement with the Investor and a placing agent (the “Placing Agent for Placement”), pursuant to which the Placing Agent for Placement undertakes to place, on fully underwritten basis, 56,584,032 placement shares (the “Placement Shares”) to no less than six places at HK\$0.121056 per Placement Share (the “Placement”).

The gross proceeds from the Placement will be approximately HK\$6,849,837, and shall be used for discharging debts of the Company under the ListCo Scheme.

(5) Listco scheme

The Company shall restructure its indebtedness by ListCo Scheme under the Hong Kong Laws involving:

- (a) upon the ListCo Scheme become effective, the scheme administrators shall incorporate a special purpose vehicle (the “SchemeCo”) to hold and realise assets of the SchemeCo for distribution to the creditors of the Company with unsecured claims admitted by the scheme administrators in accordance with the terms of the ListCo Scheme (the “Scheme Creditors”) and settle the costs and expenses arising from the implementation of the ListCo Scheme in accordance with the terms of the ListCo Scheme;
- (b) all the claims against the Company shall be fully and finally discharged under ListCo Scheme by way of the SchemeCo accepting and assuming an equivalent liability in place of the Company in respect of the claims of the creditors of the Company. In return, the Scheme Creditors will be entitled to receive dividends from the realization of the assets of the SchemeCo pursuant to the ListCo Scheme in full and final settlement of their claims against the SchemeCo;
- (c) the assets of the SchemeCo to be realised for the benefit of the Scheme Creditors shall include:
 - (i) the remaining balance of the gross Subscription Proceeds of approximately HK\$119,872,142 after deducting the costs of implementing the Proposed Restructuring;
 - (ii) 240,482,142 New Shares to be issued and allotted by the Company to the SchemeCo (the “Creditors’ Shares”) for the benefit of the Scheme Creditors, representing approximately 17% of the issued ordinary share capital of the Company after the completion of the Capital Reorganisation and as enlarged by the issue and allotment of the Subscription Shares, Placement Shares and Creditors’ Shares and assuming all preference shares have been converted, subject to the right to dispose the Creditors’ Shares as detailed in paragraph (viii) below;
 - (iii) gross proceeds from the Placement of approximately HK\$6,849,837;
 - (iv) the shares and/other assets of the Excluded Subsidiaries;

I. BASIS OF PREPARATION (CONTINUED)

Proposed Restructuring of the Group (Continued)

(5) Listco scheme (Continued)

- (c) the assets of the SchemeCo to be realised for the benefit of the Scheme Creditors shall include: (Continued)
 - (v) the inter-company account receivables due from the Excluded Subsidiaries to the Retained Group in the amount of approximately HK\$300 million;
 - (vi) the cash, bank deposits and account receivables of the Company as at the effective date of the ListCo Scheme (apart from the account receivables due from the Retained Group);
 - (vii) all claims or litigations and all potential claims or litigation rights against third parties raised by the Retained Group (to the extent transferrable under the applicable law and approved by the relevant party);
 - (viii) a right to the SchemeCo exercisable by the scheme administrators in their absolute discretion (for the benefit of the Scheme Creditors other than the Scheme Creditors who elected to hold the Creditors' Shares in their own names or through CCASS) to dispose the Creditors' Shares on behalf of the relevant Scheme Creditors, either (i) in the open market at the market price; or (ii) instructing a placing agent (the "Placing Agent for Placing Out") at one or more times during the 12 months from the Closing to place such number of the Creditors' Shares to independent placees at price(s) procured by the Placing Agent for Placing Out on a best effort basis (the "Placing Price for Placing Out") and, given the guarantee by the Investor (the "Price Protection") to pay the shortfall between the Placing Price for Placing Out and the issue price of the Creditors' Shares (i.e. HK\$0.121056 per share) should the Placing Price for Placing Out be lower than the issue price of the Creditors' Shares, to realise such Creditors' Shares at a price not less than the issue price of the Creditors' Shares, thereby offering a certain minimum realization from the Creditors' Shares in exchange for the relevant Scheme Creditors releasing their admitted claims against the Company.

On 30 September 2021, the Company held a meeting of the creditors of the Company (the "Scheme Meeting") pursuant to the order dated 1 September 2021 granted by the Hong Kong Court. The resolution to approve the ListCo Scheme was duly passed. Subsequently, the ListCo Scheme was sanctioned by the Hong Kong Court on 28 October 2021.

I. BASIS OF PREPARATION (CONTINUED)

Proposed Restructuring of the Group (Continued)

(6) UPPSD bankruptcy reorganisation

Upon completion of the Proposed Restructuring, the Retained Group shall continue to be engaged in paper manufacturing business conducted through UPPSD.

As set out in the Company's announcement dated 22 November 2021, due to the then liquidity shortage of the Group and the eventual suspension of production of UPPSD in late September 2020, in order to provide and ring-fence working capital to resume UPPSD's operation so as to preserve its operational value, UPPSD, Xiamen C&D Paper and Shandong Herun Holding Group Co., Ltd.* ("Shandong Herun") (a PRC company wholly-owned by Mr. Li Shengfeng, the majority ultimate beneficial owner of Zhejiang Xinshengda) entered into the an agreement dated 24 October 2020 (the "Entrusted Operation Agreement"), pursuant to which, Xiamen C&D Paper and Shandong Herun formed their joint venture Shandong Bairun (owned by Xiamen C&D Paper as to 55% and owned by Shandong Herun as at 45%) in November 2020 to operate the paper manufacturing facility of UPPSD (the "Entrusted Assets") on an entrusted basis (the "Entrusted Operation").

The resumption of manufacturing operations of UPPSD was funded by Shandong Bairun on the bases that UPPSD was paid/reimbursed the costs of its staff and Shandong Bairun would pay all operating expenses (including raw material and maintenance costs). Shandong Bairun would not, however, bear liabilities (trade or otherwise) that arose prior to the commencement of the Entrusted Operation. Shandong Bairun would not be entitled to any increase in value of the Entrusted Assets and the operations of UPPSD. Also, Shandong Bairun would not bear any risk of deterioration in value of the Entrusted Assets and risks of seizure of the Entrusted Assets (e.g. Shandong Bairun could terminate the Entrusted Operation Agreement if major assets of UPPSD were under bankruptcy proceedings or enforcement action such that it became impractical for Xiamen C&D Paper, Shandong Herun and Shandong Bairun to continue production in accordance to the terms of the Entrusted Operation Agreement).

The Company/UPPSD also retained control over UPPSD/the Entrusted Assets, including but not limited to selling assets of and/or interests in UPPSD and rights to reject any proposed addition/upgrade to the Entrusted Assets.

In view of the above, the Company is of the view that there is no impact on the accounting treatment of UPPSD in the Company's consolidated financial statements after entering into the Entrusted Operation Agreement.

On 23 December 2020, UPPSD received the notice from the People's Court of Xuecheng District, Zaozhuang City, Shandong Province (the "Shandong Court"), informing that a creditor of UPPSD had filed a bankruptcy application against UPPSD (the "UPPSD Bankruptcy Application"). Despite the objection filed by UPPSD to the Shandong Court, UPPSD received a civil judgement issued by the Shandong Court, advising that the UPPSD Bankruptcy Application was accepted and that a bankruptcy administrator (the "UPPSD Bankruptcy Administrator") was appointed on 30 December 2020. Accordingly, the Company lost control over UPPSD and financial results and position of UPPSD were deconsolidated from the Group with effect from 31 December 2020 in accordance with the requirements of HKFRS 10 Consolidated Financial Statements.

Following the execution of the Term Sheet, UPPSD submitted an application to the Shandong Court and the UPPSD Bankruptcy Administrator to seek for a conversion of the bankruptcy proceedings of UPPSD into a bankruptcy reorganisation, which was approved by the Shandong Court with effect from 20 April 2021.

I. BASIS OF PREPARATION (CONTINUED)

Proposed Restructuring of the Group (Continued)

(6) UPPSD bankruptcy reorganisation (Continued)

On 29 July 2021, the UPPSD Bankruptcy Administrator convened the second meeting of creditors of UPPSD for the purpose of considering and approving the UPPSD Bankruptcy Reorganisation plan as summarised below:

- (a) UPPSD shall become a wholly-owned subsidiary of the Company (through SPV1 and SPV2) through the UPPSD Bankruptcy Reorganisation;
- (b) settlement of four creditors' priority claims with an aggregate amount of RMB4,960,533.58 in one lump sum payment by cash in priority to other creditors with unsecured claims, with their unsecured claims totalling RMB1,084,101,760.80 settled in the method as provided in (d), (e) and (f) below;
- (c) settlement of two creditors' verified tax claims with an aggregate amount of RMB48,333,787.65 in one lump sum payment by cash;
- (d) settlement of each creditor's unsecured claims with principal amount of RMB200,000 (inclusive) or below in full by way of cash;
- (e) for each creditor's unsecured claims with principal amount exceeding RMB200,000, settlement will be completed within four (4) years in five (5) instalments of 20% every year. The first instalment payment shall be made to repay creditor's unsecured claim of principal amount below RMB200,000 (inclusive) and 20% of the principal amount in excess of RMB200,000. The four subsequent instalments of 20% of the principal amount in excess of RMB200,000 shall be paid on or before the first, second, third and fourth anniversary date of the first instalment payment. Remaining debts shall not bear any interest for the period of settlement in instalments;
- (f) the settlement of the inter-company debts due by UPPSD to the Excluded Subsidiaries in the total sum of RMB741,989,908.38 as recognised by the UPPSD Bankruptcy Administrator in one lump sum payment of RMB50,000,000;
- (g) upon the completion of UPPSD Bankruptcy Reorganisation, UPPSD shall forfeit its all accounts receivables, prepayments and other receivables due by the Group to UPPSD, which amounted to RMB156,943,268.36 based on the liquidation audit on UPPSD commissioned by the UPPSD Bankruptcy Administrator; and
- (h) termination of the Entrusted Operation Agreement.

I. BASIS OF PREPARATION (CONTINUED)

Proposed Restructuring of the Group (Continued)

(6) UPPSD bankruptcy reorganisation (Continued)

The UPPSD Bankruptcy Reorganisation was approved by its creditors and the Shandong Court on 29 July 2021 and 31 July 2021 respectively and the UPPSD Bankruptcy Administrator was discharged with effect from 1 August 2021. The Entrusted Operation Agreement have also been terminated with effect from 1 August 2021 and UPPSD resumed its self-operation. Financial results and position of UPPSD were consolidated to those of the Group in accordance with the requirements of HKFRS 10 Consolidated Financial Statements with effect from 1 August 2021.

On 11 October 2021, following the first instalment payment by UPPSD in accordance to the UPPSD Bankruptcy Reorganisation plan, the Shandong Court handed down a judgment confirming that the UPPSD Bankruptcy Reorganisation has been successfully implemented and ordered the termination of the UPPSD's bankruptcy reorganisation proceedings.

(7) Resumption

To satisfy the Resumption Guidance as imposed by the Stock Exchange before the Delisting Deadline, the details of which are set out in the preceding paragraph.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 September 2021. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

I. BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (Continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

During the period between the reporting date and date of these consolidated financial statements, the Group had deconsolidated certain subsidiaries of the Group as set out below.

Paper manufacturing segment

As set out in the paragraphs under "UPPSD Bankruptcy Reorganisation", the Company lost control over UPPSD upon the appointment of the UPPSD Bankruptcy Administrator and UPPSD was deconsolidated from the Group in accordance with the requirements of HKFRS 10 Consolidated Financial Statements with effect from 31 December 2020.

The UPPSD Bankruptcy Reorganisation was approved by its creditors and the Shandong Court on 29 July 2021 and 31 July 2021 respectively and the UPPSD Bankruptcy Administrator was discharged. On 1 August 2021, the Company regained the control over UPPSD and UPPSD was consolidated into the Group in accordance with the requirements of HKFRS 10 Consolidated Financial Statements.

Paper trading segment

The Group's paper trading business was primarily carried out by Samson Paper Company Limited ("SMHK") (an indirectly wholly-owned subsidiary of the Company incorporated in Hong Kong) and its subsidiaries; Samson Paper (China) Company Limited ("SMC") (an indirectly wholly-owned subsidiary of the Company incorporated in the Hong Kong) and its subsidiaries in the PRC (the "PRC Paper Trading Subsidiaries") and indirectly wholly-owned subsidiaries of the Company incorporated in the South East Asia (e.g. Malaysia).

I. BASIS OF PREPARATION (CONTINUED)

Paper trading segment (Continued)

The paper trading business of the Group was most severely and immediately impacted by the withdrawal of banking facilities and acceleration of repayment obligations by certain creditors of the Group as a result of the Suspension, in particular, it was unable to make new purchases for maintaining normal trading operations. Some employees of the paper trading segment left the Group in light of the disruptions and uncertainty surrounding the Group's operation. The Board and the JPLs decided to wind down or dispose the paper trading business in view of its substantial working capital requirement and the Group's then liquidity position and its vulnerability against business interruption.

SMHK was the principal borrower of the Group with most of its indebtedness being guaranteed by the Company. Some of the SMHK's creditors had issued proceedings in the Hong Kong court against SMHK. On 10 August 2020, SMHK received a demand letter from a supplier demanding an immediate payment of approximately US\$355,000 and HK\$623,586,000.

With a view to protecting interests of all unsecured creditors of SMHK and to maintain the prospect of an holistic approach to the restructuring of the Company's indebtedness, the sole shareholder of SMHK passed a special resolution on 14 August 2020 to put SMHK into creditors' voluntary liquidation because it could not, by reason of its liabilities, continue in business. Messrs. Lai Kar Yan (Derek) and Ho Kwok Leung, Glen of Deloitte Touche Tohmatsu were appointed as the joint and several liquidators of SMHK (the "SMHK Liquidators") and their appointment was subsequently confirmed at a creditors' meeting on 25 August 2020. Upon the commencement of its liquidation, SMHK laid off all remaining employees with immediate effect but re-employed a small number of sales personnel on a short-term basis to facilitate the collection of accounts receivable.

Similarly, the PRC Paper Trading Subsidiaries had been wound down since September 2020. Most staff were made redundant and a limited number of staff were re-employed on a short-term basis to assist with the winding down. Following the cessation of business of the PRC Paper Trading Subsidiaries, SMC was put into creditors' voluntary liquidation on 30 June 2021. Messrs. Lai Kar Yan (Derek), Ho Kwok Leung, Glen and Kam Chung Hang (Forrest) of Deloitte Touche Tohmatsu were appointed as the joint and several liquidators of SMC (the "SMC Liquidators") and their appointment was confirmed at a creditors' meeting on 9 July 2021.

Upon appointment of the SMHK Liquidators and the SMC Liquidators, the Group lost control over SMHK and SMC. SMHK and its subsidiaries (the "De-consolidated Group A") and SMC and its subsidiaries (the "De-consolidated Group B") were therefore deconsolidated from the consolidated financial statements of the Group with effect from 15 August 2020 and 1 July 2021 respectively in accordance with the requirements of HKFRS 10 Consolidation Financial Statements.

The SMHK Liquidators, the SMC Liquidators and the Directors of the Company had taken all reasonable steps to preserve and maintain the books and records of the De-consolidated Group A and the De-consolidated Group B respectively that were left behind by the former management and accounting departments of the De-consolidated Group A and the Deconsolidated Group B, including but not limited to management accounts, ledgers and sub-ledgers account, vouchers, bank statements, agreements and documentation (collectively referred to as the "Basic Records"). However, despite the SMHK Liquidators, the SMC Liquidators and the Directors of the Company used their best endeavor to locate (i) certain supporting documents, such as invoices, receipts and purchaser orders, regarding certain business transactions; (ii) detailed explanations on the journal entries (collectively referred to as the "Specific Records"), they were unable to access the Specific Records as a result of the resignation or redundancy of the relevant senior management and accounting staff. The Company was unable to determine whether these Specific Records were absent in the first place or they were updated due to the departure of the former management and the accounting staff.

I. BASIS OF PREPARATION (CONTINUED)

Paper trading segment (Continued)

Apart from those in the De-consolidated Group A and the De-consolidated Group B, certain subsidiaries of the Company were disposed. The books and records of these subsidiaries available to the Group at the material time which were retained by the Group upon the disposal were not found to be of a sufficient level for audit purposes. Despite the Directors of the Company have taken all reasonable steps and have used their best endeavors to resolve the matter, including but not limited to repeated verbal and written requests to the disposed subsidiaries, the Company has been unable to access to the complete set of books and records of these subsidiaries and detailed explanations on the accounting records and is unable to determine whether the records retained by the Group upon disposal was updated.

Other than the subsidiaries mentioned above, certain subsidiaries have been deregistered following staff redundancy and the cessation of business, the books and records of these subsidiaries available to the Group at the material time which were retained by the Group were not found to be of a sufficient level for audit purposes. Set out below the financial results and positions of paper trading segment of the Group for the reporting period:

Statement of profit or loss

	Period ended 30 September 2021 HK\$'000
Revenue	23
Cost of sales	<u>(432)</u>
Gross loss	(409)
Other gains and income, net	1,538
Selling expenses	(518)
Administrative expenses	(12,475)
Impairment losses of financial assets	(16,977)
Other operating income, net	<u>25,311</u>
Loss from operations	(3,530)
Finance costs	<u>—</u>
Loss before tax	(3,530)
Income tax credit	<u>8,764</u>
Profit for the period	5,234
Loss on deconsolidation/deregistration of subsidiaries	<u>(177,798)</u>
Loss for the period	<u><u>(172,564)</u></u>

I. BASIS OF PREPARATION (CONTINUED)

Paper trading segment (Continued)

Statement of financial position

	As at 30 September 2021 HK\$'000
Non-current assets	
Property, plant and equipment	17,417
Right-of-use assets	263
Deferred tax assets	2,438
	<hr/>
	20,118
	<hr/>
Current assets	
Accounts and other receivables	8,665
Taxation recoverable	7,614
Bank and cash balances	130,277
	<hr/>
	146,556
	<hr/>
Total assets	166,674
	<hr/>
Current liabilities	
Accounts and other payables	84,102
Taxation payable	258
Borrowings	1,298
Lease liabilities	256
	<hr/>
	85,914
	<hr/>
Net current assets	60,642
	<hr/>
Total assets less current liabilities	80,760
	<hr/>
Non-current liabilities	
Borrowings	6,816
	<hr/>
NET ASSETS	73,944
	<hr/> <hr/>

I. BASIS OF PREPARATION (CONTINUED)

Property development and investment (“PID”) segment

The Group was also engaged in the PID business including (i) the development of Nantong Business Park through subsidiaries of Seng Jin Group Limited (“SJ Limited”), namely SJ (China) Company Limited (“SJ (China)”) and Jordan Property (Nantong) Co Ltd (“Jordan Nantong”); (ii) investment in warehouses and offices in the PRC and Hong Kong for rental income through SMHK and its subsidiary and certain PRC subsidiaries of SJ Limited.

Following the financial turmoil experienced by the Group in July 2020, SJ (China) has had limited access to working capital from the Group and defaulted payments to its creditors. Creditors have since taken action to freeze land and buildings owned by SJ (China) in Nantong Business Park, causing suspension in construction and certain phases of the development to be suspended from sale. There was increasing pressure from the local government on SJ (China) to resume construction. Certain management of the Group overseeing the operations of SJ (China) have departed the Group. The local management and staff were distressed by the disruptions to SJ (China)’s operation and uncertainties over its prospect and appealed to the Group to resolve the indebtedness of SJ (China) and maintain job stability.

On 16 September 2021, the shareholder of SJ Limited passed a qualifying resolution to wind up SJ Limited by way of an insolvent liquidation. Messrs. Lai Kar Yan (Derek) and Kam Chung Hang (Forrest) of Deloitte Touche Tohmatsu and Mr. Ryan Jarvis of Deloitte Ltd. were appointed as the joint and several liquidators of SJ Limited (the “Seng Jin Liquidators”).

Upon appointment of the Seng Jin Liquidators, the Group lost control over SJ Limited (including SJ (China) and Jordan Nantong). Financial results and positions of SJ Limited and its subsidiaries (the “De-consolidated Group C”) were therefore deconsolidated from the Group with effect from 17 September 2021 in accordance with the requirements of HKFRS 10 Consolidated Financial Statements.

The Company had maintained limited books and records of the De-consolidated Group C. Despite the repeated requests from the Company and its auditors during the course of the audit of the Group’s consolidated financial statements for the six months ended 30 September 2021, the local management and the staff of the De-consolidated Group C, in view of the disruptions surrounding the operations of SJ (China), did not provide sufficient supporting documents and detailed explanations for the accounting entries to the auditors of the Company. The Seng Jin Liquidators and the Directors of the Company consider that it was impracticable to provide the complete accounting records of the De-consolidated Group C given (i) the supporting documents were kept in the local PRC office where the remaining staff and management were not supportive in view of the crisis of the Group and SJ (China); (ii) the Seng Jin Liquidators and the Directors of the Company were unable to determine whether those records were being updated in the first place; and (iii) the Seng Jin Liquidators and the Directors of the Company had no other access to such records despite the fact that the Seng Jin Liquidators and Directors of the Company have taken all reasonable steps and have used their best endeavor to access such records.

Other than the De-consolidated Group C, SMHK and one of its subsidiaries were also engaged in the PID business. Due to the reasons set out above in the paper trading segment, the Company was unable to access to the Specific Records of SMHK and its subsidiary in relation to the PID business.

I. BASIS OF PREPARATION (CONTINUED)

Property development and investment (“PID”) segment (Continued)

Set out below the financial results and positions of the PID segment for the six months ended 30 September 2021:

Statement of profit or loss

	Period ended 30 September 2021 HK\$'000
Revenue	1,634
Cost of sales	<u>(1,180)</u>
Gross profit	454
Other gains and income, net	520
Selling expenses	(205)
Administrative expenses	<u>(1,874)</u>
Loss from operations	(1,105)
Finance costs	<u>—</u>
Loss before tax	(1,105)
Income tax expense	<u>—</u>
Loss for the period	(1,105)
Loss on deconsolidation of subsidiaries	<u>(64,903)</u>
Loss for the period	<u>(66,008)</u>

Since PID segment was deconsolidated from the Group, there is no statement of financial position to be presented.

Others segment

Following the Suspension and the defaults of the Group, there was limited working capital available to fund the overheads of other business. In the circumstances, the Group disposed its marine vessels repair business in Singapore which was carried out by Hypex International Pte Ltd (“Hypex International”) and its subsidiaries (the “De-Consolidated Group D”) in September 2020.

I. BASIS OF PREPARATION (CONTINUED)

Others segment (Continued)

The books and records of the De-consolidated Group D available to the Group at the material time which were retained by the Group were not found to be of a sufficient level for audit purposes. Despite the directors have taken all reasonable steps and have used their best endeavors to resolve the matter, including repeated requests to Hypex International, the Company has been unable to access to the complete set of books and records of these subsidiaries and is unable to determine whether the records retained by the Group upon disposal was updated and complete.

Other than Hypex International, certain subsidiaries were disposed or deregistered. Due to the resignation of the former management and majority of the accounting staff, the Company was unable to determine whether these Specific Records of these subsidiaries were absent in the first place nor was it able to access the Specific Records of these subsidiaries for audit purposes. Certain other subsidiaries which form part of the others segment were held under De-consolidated Group A and De-consolidated Group B. Due to the reasons set out above in the paper trading segment, the Company was unable to obtain access to the Specific Records of these subsidiaries in others segment.

Statement of profit or loss

	Period ended 30 September 2021 HK\$'000
Revenue	1,789
Cost of sales	<u>(1,668)</u>
Gross profit	121
Other gains and income, net	1,025
Selling expenses	(569)
Administrative expenses	(7,480)
Reversal of impairment losses of financial assets	32
Other operating income, net	<u>(26,926)</u>
Loss from operations	(33,797)
Finance costs	<u>—</u>
Loss before tax	(33,797)
Income tax expense	<u>(9)</u>
Loss for the period	<u><u>(33,806)</u></u>

I. BASIS OF PREPARATION (CONTINUED)

Others segment (Continued)

Statement of financial position

	As at 30 September 2021 HK\$'000
Non-current assets	
Right-of-use assets	363
Financial assets at FVTOCI	1,831
Deferred tax assets	2
	<hr/>
	2,196
	<hr/>
Current assets	
Accounts and other receivables	401
Taxation recoverable	14
Bank and cash balances	2,605
	<hr/>
	3,020
	<hr/>
Total assets	5,216
	<hr/>
Current liabilities	
Accounts and other payables	34,422
Taxation payables	5
Borrowings	402,846
Lease liabilities	359
	<hr/>
	437,632
	<hr/>
Net current liabilities	(434,612)
	<hr/>
Total assets less current liabilities	(432,416)
	<hr/>
Non-current liabilities	
Deferred tax liabilities	23,095
	<hr/>
NET LIABILITIES	(455,511)
	<hr/> <hr/>

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2021. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The accounting policies applied in these financial statements are the same as those applied in the Group’s consolidated financial statements as at and for the year ended 31 March 2021. A number of new or amended standards are effective from 1 April 2021 but they do not have a material effect on the Group’s condensed consolidated financial statements.

3. FAIR VALUE MEASUREMENTS

Except as disclosed below, the carrying amounts of the Group’s financial assets and financial liabilities as reflected in the condensed consolidated statement of financial position approximate their respective fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group’s policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

The following table shows the carrying amounts and fair value of financial assets, including their levels in the fair value hierarchy. It does not include fair value information for financial assets not measured at fair value of the carrying amount is a reasonable approximation of fair value. Further, for the current year the fair value disclosure of lease liabilities is also not required.

3. FAIR VALUE MEASUREMENTS (CONTINUED)

(a) Disclosures of level in fair value hierarchy:

Description	Fair value measurements using:			Total
	Level 1	Level 2	Level 3	30 September
	HK\$'000	HK\$'000	HK\$'000	2021
				HK\$'000
Recurring fair value measurements:				
Financial assets				
Financial assets at FVTOCI				
Investments in unlisted equity securities	—	—	1,831	1,831
Total	<u>—</u>	<u>—</u>	<u>1,831</u>	<u>1,831</u>

Description	Fair value measurements using:			Total
	Level 1	Level 2	Level 3	31 March
	HK\$'000	HK\$'000	HK\$'000	2021
				HK\$'000
Recurring fair value measurements:				
Financial assets				
Financial assets at FVTOCI				
Investments in unlisted equity securities	—	—	1,831	1,831
Investment properties				
Factory buildings — PRC	—	—	17,321	17,321
Total	<u>—</u>	<u>—</u>	<u>19,152</u>	<u>19,152</u>

3. FAIR VALUE MEASUREMENTS (CONTINUED)

(b) Reconciliation of financial assets measured at fair value based on level 3:

Description	Financial asset at FVTOCI	Financial assets at FVTPL	Investment properties	30 September 2021
	Investments in unlisted equity securities HK\$'000	Investments in life insurance HK\$'000	Factory buildings — PRC HK\$'000	Total HK\$'000
At 1 April 2021	1,831	—	17,321	19,152
Deconsolidation of subsidiaries during the period	—	—	(17,632)	(17,632)
Exchange differences	—	—	311	311
At 30 September 2021	<u>1,831</u>	<u>—</u>	<u>—</u>	<u>1,831</u>
Description	Financial asset at FVTOCI	Financial assets at FVTPL	Investment properties	31 March 2021
	Investments in unlisted equity securities HK\$'000	Investments in life insurance HK\$'000	Factory buildings — PRC HK\$'000	Total HK\$'000
At 1 April 2020	1,700	5,169	16,085	22,954
Total losses recognised in profit or loss	—	(247)	—	(247)
Total gains recognised in other comprehensive income	131	—	—	131
Redemption during the period	—	(4,922)	—	(4,922)
Exchange differences	—	—	1,236	1,236
At 31 March 2021	<u>1,831</u>	<u>—</u>	<u>17,321</u>	<u>19,152</u>

The total gains or losses recognised in profit or loss including those for assets held at end of reporting period are presented in other gains in the condensed consolidated statements of profit or loss and other comprehensive income.

3. FAIR VALUE MEASUREMENTS (CONTINUED)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements:

The Group's Chief Financial Controller is responsible for the fair value measurements of financial assets and financial liabilities required for financial reporting purposes, including level 3 fair value measurements. The Chief Financial Controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the Chief Financial Controller and the Board of Directors at least twice a year.

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value as at	
					30 September 2021 HK\$'000	31 March 2021 HK\$'000
Financial assets at FVTOCI — Unlisted equity securities	Market comparable approach	Price-to-earnings ratio	2.2–7.8 (2020: 2.2–7.8)	Increase	1,831	1,831
		Discount for lack of marketability	20% (2020: 20%)	Decrease		
Investment properties — Factory buildings — PRC	Income capitalisation method	Adopted unit rent	N/A (2020: RMB16.1–RMB27.4 per sqm per month)	Increase	—	17,321
		Adopted term/reversionary yield	N/A (2020: 6.0%–16.5%)	Increase		

There were no changes in the valuation techniques used.

4. SEGMENT INFORMATION

The chief operating decision-makers have been identified as the executive directors of the Company. The executive directors review the Group's financial information mainly from business nature and geographical perspectives. From a perspective on business nature, the Group has three reportable segments, namely paper trading, paper manufacturing, and others segments for the period ended 30 September 2021. From a geographical perspective, management mainly assesses the performance of operations in Hong Kong and the PRC.

The Group has three operating segments for the period ended 30 September 2021 as follows:

Paper trading	—	sale of paper and board, office supplies and consumable, supplies for paper manufacturing and fast moving consumer goods ("FMCG")
Paper manufacturing	—	manufacturing and selling of paper products in Shandong, the PRC
Others	—	including trading and marketing of aeronautic parts and provision of related services and the provision of marine services to marine, oil and gas industries

4. SEGMENT INFORMATION (CONTINUED)

PID operation was discontinued in the current period. The segment information reported does not include any amounts for these discontinued operations, which are described in more detail in note 9.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

Segment profits or losses do not include unallocated administrative expenses, finance costs and income tax expense. Segment assets do not include current and deferred tax assets and corporate assets. Segment liabilities do not include current and deferred tax liabilities and corporate liabilities. Segment non-current assets do not include financial assets at FVTOCI, financial assets at FVTPL and deferred tax assets.

Information about operating segment profit or loss, assets and liabilities from continuing operations:

	Paper trading <i>HK\$'000</i> (Unaudited)	Paper manufacturing <i>HK\$'000</i> (Unaudited)	Others <i>HK\$'000</i> (Unaudited)	Total <i>HK\$'000</i> (Unaudited)
6 months ended 30 September 2021:				
Revenue from external customers	23	268,069	1,789	269,881
Intersegment revenue	—	—	—	—
Segment profit/(loss)	<u>(181,328)</u>	<u>458,899</u>	<u>(33,797)</u>	<u>243,774</u>
As at 30 September 2021:				
Segment assets	156,622	1,666,391	5,200	1,828,213
Segment liabilities	<u>92,472</u>	<u>1,163,427</u>	<u>437,627</u>	<u>1,693,526</u>
6 months ended 30 September 2020:				
Revenue from external customers	1,594,385	521,141	14,084	2,129,610
Intersegment revenue	78,985	—	5,745	84,730
Segment profit/(loss)	<u>822,319</u>	<u>(1,142,009)</u>	<u>(106,178)</u>	<u>(425,868)</u>
	(Audited)	(Audited)	(Audited)	(Audited)
As at 31 March 2021:				
Segment assets	641,560	—	128,944	770,504
Segment liabilities	<u>506,290</u>	<u>—</u>	<u>413,414</u>	<u>919,704</u>

4. SEGMENT INFORMATION (CONTINUED)

Reconciliations of segment revenue and profit or loss from continuing operations:

	Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Revenue		
Total revenue of reportable segments	269,881	2,214,340
Elimination of intersegment revenue	—	(84,730)
Consolidated revenue for the period	<u>269,881</u>	<u>2,129,610</u>
Profit or loss		
Total profit or loss of reportable segments	243,774	(425,868)
Unallocated amounts:		
— Administrative expenses	(5,742)	(4,400)
— Other operating expenses	(88)	—
— Recognition of financial guarantee liabilities	(15,722)	(2,211,472)
— Finance costs	(68)	(34,936)
Consolidated profit/(loss) before tax	<u>222,154</u>	<u>(2,676,676)</u>

5. REVENUE

Disaggregation of revenue:

Disaggregation of revenue from contracts with customers by major products or service line for the period from continuing operations is as follows:

	Six months ended 30 September	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Revenue from contracts with customers within the scope of HKFRS 15		
Sale of goods	269,858	2,117,315
Provision of services	23	12,295
	<u>269,881</u>	<u>2,129,610</u>

5. REVENUE (CONTINUED)

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major product lines:

For the six months ended	Paper trading	Paper manufacturing	Others	Total
30 September 2021 (unaudited)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue	23	268,069	1,789	269,881
Intersegment revenue	—	—	—	—
Revenue from external customers	<u>23</u>	<u>268,069</u>	<u>1,789</u>	<u>269,881</u>
Timing or revenue recognition				
Products transferred at a point in time	<u>23</u>	<u>268,069</u>	<u>1,789</u>	<u>269,881</u>
For the six months ended	Paper trading	Paper manufacturing	Others	Total
30 September 2020 (unaudited)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue	1,673,370	521,141	19,829	2,214,340
Intersegment revenue	(78,985)	—	(5,745)	(84,730)
Revenue from external customers	<u>1,594,385</u>	<u>521,141</u>	<u>14,084</u>	<u>2,129,610</u>
Timing or revenue recognition				
Products transferred at a point in time	1,594,385	521,141	2,993	2,118,519
Products and services transferred over time	—	—	11,091	11,091
Total	<u>1,594,385</u>	<u>521,141</u>	<u>14,084</u>	<u>2,129,610</u>

6. GAIN ON RE-CONSOLIDATION OF A DECONSOLIDATED SUBSIDIARY

During the six months ended 30 September 2021, the Company regained the control on a deconsolidated subsidiary, UPPSD.

Assets and liabilities as at the date of regain of control are as follows:

	HK\$'000 (Unaudited)
Property, plant and equipment	884,230
Right-of-use assets	222,466
Other intangible assets	210
Inventories	2,601
Accounts and other receivables	74,763
Bank and cash balances	1,566
Accounts and other payables	(712,626)
Deferred tax liabilities	(22,198)
	<hr/>
Gain on re-consolidation	451,012
	<hr/> <hr/>
Net cash inflow arising on re-consolidation:	
Cash and cash equivalents re-consolidated of	1,566
	<hr/> <hr/>

7. INCOME TAX (CREDIT)/EXPENSE

	Six months ended 30 September	
	2021	2020
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current tax — Hong Kong		
Provision for the period	<hr/> <u>—</u>	<hr/> <u>—</u>
Current tax — the PRC		
Provision for the period	<hr/> <u>(207)</u>	<hr/> <u>3,450</u>
Deferred tax	<hr/> <u>(8,763)</u>	<hr/> <u>—</u>
	<hr/> <u>(8,970)</u>	<hr/> <u>3,450</u>

Under the two-tiered Profits Tax regime, the first HK\$2 million of profits of the qualifying group entity established in Hong Kong will be taxed at 8.25%, and profits above that amount will be subject to the tax rate of 16.5%. The profits of the group entities not qualifying for the two-tiered Profit Tax rate regime will continue to be taxed at a rate of 16.5%.

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

The Group's PRC subsidiaries are subject to the PRC corporate income tax rate of 25% except as follows. UPPSD, a PRC subsidiary of the Group, was entitled to the preferential tax rate of 15% from years 2016 to 2018, being accredited as a High and New Technology Enterprise according to the PRC Corporate Income Tax Law and its relevant regulations. As UPPSD has renewed the qualification of High and New Technology Enterprise and approved on 28 November 2019 with an effective period of three years starting from 2019, and therefore the tax rate used to recognise deferred tax assets and liabilities as at 30 September 2021 and 2020 was 15%.

Pursuant to the rules and regulations of Bermuda and the British Virgin Islands, the Group is not subject to any income tax in Bermuda and the British Virgin Islands.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

8. PROFIT/(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS

The Group's profit/(loss) for the period from continuing operations is stated at after charging the following:

	Six months ended 30 September	
	2021	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Fair value losses on investment properties	—	17,300
Allowance for inventories	12,059	53,502
Allowance for impairment losses of financial assets, net	18,119	1,156,807
Auditor's remuneration	350	350

9. DISCONTINUED OPERATIONS

On 16 September 2021, the shareholder of Seng Jin Group Limited ("SJ Limited") passed a qualifying resolution to wind up SJ Limited by way of an insolvent liquidation. Messrs. Lai Kar Yan (Derek) and Kam Chung Hang (Forrest) of Deloitte Touche Tohmatsu and Mr. Ryan Jarvis of Deloitte Ltd. were appointed as the joint and several liquidators of SJ Limited (the "Seng Jin Liquidators").

9. DISCONTINUED OPERATIONS (CONTINUED)

Upon appointment of the Seng Jin Liquidators, the Group lost control over SJ Limited (including SJ (China) and Jordon Nantong). Financial results and positions of SJ Limited and its subsidiaries (the “De-consolidated Group C”) were therefore deconsolidated from the Group with effect from 17 September 2021 in accordance with the requirements of HKFRS 10 Consolidated Financial Statements.

	Unaudited	
	Six months ended 30 September	
	2021	2020
	HK\$'000	HK\$'000
Loss for the period from discontinued operations:		
Revenue	1,634	13,673
Cost of sales	(1,180)	(3,118)
Fair value losses on investment properties	—	(17,300)
Other gains and income, net	520	174
Selling expenses	(205)	(81)
Administrative expenses	(1,874)	(2,682)
Other operating income	—	20,156
	<hr/>	<hr/>
(Loss)/profit before tax	(1,105)	10,822
Income tax expense	—	—
	<hr/>	<hr/>
(Loss)/profit for the period	(1,105)	10,822
Loss on deconsolidation of subsidiaries	(64,903)	(788,914)
	<hr/>	<hr/>
Loss for the period from discontinued operations	(66,008)	(778,092)

10. DIVIDENDS

The Board of Directors does not recommend the payment of any dividend in respect of the six months ended 30 September 2021 and 2020.

11. EARNINGS/(LOSS) PER SHARE

From continuing and discontinued operations

The calculation of the basic and diluted earnings/(loss) per share is based on the following:

	Six months ended 30 September	
	2021	2020
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Earnings/(loss)		
Earnings/(loss) for the purpose of calculating basic and diluted earnings/(loss) per share	<u>165,116</u>	<u>(3,219,683)</u>
	Six months ended 30 September	
	2021	2020
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic earnings/(loss) per share	1,141,076	1,141,076
Effect of dilutive potential ordinary shares arising from conversion of preference shares issued by the Company	<u>132,065</u>	<u>—</u>
Weighted average number of ordinary shares for the purpose of calculating diluted earnings/(loss) per share	<u>1,273,141</u>	<u>1,141,076</u>

The effect of all potential ordinary shares is anti-dilutive for the six months ended 30 September 2021 due to loss making for the six months ended 30 September 2021.

From continuing operations

The calculation of the basic and diluted earnings/(loss) per share from continuing operations is based on the following:

	Six months ended 30 September	
	2021	2020
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Earnings/(loss)		
Earnings/(loss) for the purpose of calculating basic and diluted earnings/(loss) per share	<u>231,124</u>	<u>(2,441,591)</u>

11. EARNINGS/(LOSS) PER SHARE (CONTINUED)

From discontinued operations

Basic loss per share from the discontinued operations is HK5.8 cents per share (2020: HK68.2 cents per share) and diluted loss per share from the discontinued operations is HK5.2 cents per share (2020: HK68.2 cents per share), based on the loss for the year from discontinued operations attributable to the owners of the Company of approximately HK\$66,008,000 (2020: HK\$778,092,000) and the denominators used are the same as those detailed above for both basic and diluted loss per share.

12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2021, the Group acquired property, plant and equipment of approximately HK\$1,578,000 (2020: HK\$819,000).

13. RIGHT-OF-USE ASSETS

During the six months ended 30 September 2021, the Group did not enter into any new lease agreement.

14. ACCOUNTS AND OTHER RECEIVABLES

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Accounts and bills receivables — net of provision	33,077	211,040
Other receivables, deposits and prepayments	516,902	243,296
	549,979	454,336

The ageing analysis of accounts and bills receivable, based on the invoice date, and net of allowance, is as follows:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Current to 60 days	10,925	37
61 to 90 days	—	7
Over 90 days	22,152	210,996
	33,077	211,040

15. ACCOUNTS AND OTHER PAYABLES

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Accounts and bills payables	160,745	384,660
Accruals and other payables	806,606	128,633
	967,351	513,293

The ageing analysis of accounts and bills payable, based on invoice date, is as follows:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Current to 60 days	125,351	—
61 to 90 days	—	—
Over 90 days	35,394	384,660
	160,745	384,660

16. BORROWINGS

During the six months ended 30 September 2021, the Group breached certain covenant clauses in bank loan agreements in relation to the maintenance of the current ratio of the Group. As a result, bank loan of HK\$402,846,000 (31 March 2021: HK\$402,846,000) were subject to an early repayment option by the banks. Such bank loan is reclassified as a current liability as at 30 September 2021 and 31 March 2021 respectively.

17. SHARE CAPITAL

	Number of shares	Amount <i>HK\$'000</i>
Authorised:		
Ordinary shares of HK\$0.10 each		
At 31 March 2021 (audited) and 30 September 2021 (unaudited)	1,456,913,987	145,691
Convertible non-voting preference shares of HK\$0.10 each		
At 31 March 2021 (audited) and 30 September 2021 (unaudited)	<u>143,086,013</u>	<u>14,309</u>
At 30 September 2021 (unaudited)	<u><u>1,600,000,000</u></u>	<u><u>160,000</u></u>
Issued and fully paid:		
Ordinary shares of HK\$0.10 each		
At 31 March 2021 (audited) and 30 September 2021 (unaudited)	1,141,075,827	114,108
Convertible non-voting preference shares of HK\$0.10 each		
At 31 March 2021 (audited) and 30 September 2021 (unaudited)	<u>132,064,935</u>	<u>13,207</u>
At 30 September 2021 (unaudited)	<u><u>1,273,140,762</u></u>	<u><u>127,315</u></u>

18. RELATED PARTY TRANSACTIONS

The remuneration of directors and other members of key management during the period:

	Six months ended 30 September	
	2021	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Basic salaries and allowances	3,868	8,268
Retirement benefit scheme contribution	<u>20</u>	<u>300</u>
	<u><u>3,888</u></u>	<u><u>8,568</u></u>

19. EVENTS AFTER THE REPORTING PERIOD

Update on Winding up Petition

Following the appointment of the JPL pursuant to the Bermuda Court order dated 24 July 2020 and the subsequent adjourned hearings of the Petition, the hearing of the Petition is further adjourned to 2 July 2021.

On 29 June 2021, an application has been filed with the Bermuda Court for adjourning the hearing of the Petition. On 2 July 2021, the Bermuda Court ordered that the hearing of the Petition be further adjourned to 26 November 2021.

Details of the above events were disclosed in the announcement of the Company dated 2 July 2020, 20 July 2020, 22 July 2020, 23 July 2020, 26 July 2020, 29 July 2020, 14 August 2020, 18 August 2020, 30 September 2020, 9 February 2021, 14 April 2021, 27 April 2021, 30 July 2021, 7 September 2021, 23 September 2021, 30 September 2021, 28 October 2021 and 22 November 2021.

20. APPROVAL OF FINANCIAL STATEMENTS

The interim financial statements were approved and authorised for issue by the Board of Directors on 15 December 2021.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND EVENTS AFTER REPORTING PERIOD

Suspension of trading of shares of the Company and appointment of Joint Provisional Liquidators (for restructuring purpose only) (the “JPLs”)

As additional time was required by the then auditors of the Company (the “Former Auditors”) to finalize their audit procedures in respect of the annual results for the year ended 31 March 2020 (the “2020 Annual Results”), the Company was unable to announce its audited 2020 Annual Results by the deadline prescribed by the Listing Rules. The trading of the Company’s shares on the Stock Exchange was suspended with effect from 2 July 2020 (the “Suspension”). Subsequently, by way of a letter dated 16 July 2020 (the “Former Auditor Letter”) to the Board, the Former Auditors set out details of outstanding audit issues concerning the 2020 Annual Results which were published by the Company on 17 September 2020 through an announcement on the Stock Exchange.

As a direct result of the above stated developments, certain creditors of the Group accelerated the repayment obligations of certain indebtedness of the Group and ceased providing facilities to the Group, leading to a detrimental effect on the Group’s cash flow and series of events of default by the Group on its indebtedness. To facilitate a restructuring of the Company’s indebtedness, the Company filed with the Supreme Court of Bermuda (the “Bermuda Court”) on 18 July 2020 (Hong Kong time) a petition for the winding up of the Company and an application for the appointment of joint and several provisional liquidators on a “light touch” basis for restructuring purposes.

On 24 July 2020, Messrs. Lai Kar Yan (Derek) and Ho Kwok Leung Glen, both of Deloitte Touche Tohmatsu, and Ms. Rachelle Ann Frisby of Deloitte Ltd. were appointed by the Bermuda Court as the joint provisional liquidators (the “JPLs”) of the Company for the purpose of, inter alia, formulating, proposing and implementing a restructuring plan of the indebtedness of the Company. The Board continues to manage the day-to-day affairs of the Company in all aspects, subject to the oversight and monitoring of the JPLs.

Listing status of the Company

By way of letters dated 21 July 2020, 26 November 2020 and 11 June 2021, the Stock Exchange imposed the following resumption guidance (the “Resumption Guidance”) for the Company:

1. Address all audit issues raised by the Former Auditors (the “Audit Issues”);
2. Conduct an appropriate independent investigation into the Audit Issues, announce the findings and take appropriate remedial actions;
3. Publish all outstanding financial results required under the Listing Rules and address any audit modifications;
4. Have the winding-up petition (or winding-up order, if made) against the Company withdrawn or dismissed;
5. Announce all material information for the Company’s shareholders and investors to appraise the Company’s position;
6. Demonstrate its compliance with Rule 13.24 of the Listing Rules;

7. Conduct an independent internal control review and demonstrate adequate internal control systems being put in place to meet the obligations under the Listing Rules; and
8. Re-comply with Rules 3.05, 3.10(1), 3.21 and 3.25 of the Listing Rules.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 1 January 2022 (the “Delisting Deadline”). If the Company fails to remedy the issue(s) causing its trading suspension, fully comply with the Listing Rules to the Stock Exchange’s satisfaction and resume trading in its shares by 1 January 2022, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company’s listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

Liquidation and winding down of paper trading business

Upon their appointment, the JPLs, together with the Board, carried out a review of the different business segments of the Group. Among all segments, as the principal bank borrower of the Group, the paper trading business was most severely and immediately impacted by the withdrawal of banking facilities and acceleration of repayment obligations by certain creditors of the Group, in particular, it was unable to make new purchases for maintaining normal trading operations. The Board and the JPLs decided to wind down or dispose the paper trading business in view of its substantial working capital requirement and the Group’s then liquidity position and its vulnerability against business interruption.

Meanwhile, some creditors had issued proceedings in the Hong Kong Court against Samson Paper Company Limited (“SMHK”), which is a major operating subsidiary of the paper trading business in Hong Kong and also a principal bank borrower of the Group, with most of these borrowings being guaranteed by the Company. Operations of SMHK was severely disrupted and some employees had left SMHK in light of the uncertainty then surrounding the Group’s operation.

With a view to protecting interests of all unsecured creditors of SMHK and to maintain the prospect of an holistic approach to the restructuring of the Company’s indebtedness, SMHK was put into voluntary liquidation on 14 August 2020 because it could not, by reason of its liabilities, continue in business. Financial results and position of SMHK and its subsidiaries (the “De-consolidated Group A”) were deconsolidated from those of the Group on 15 August 2020. Upon the commencement of its liquidation, SMHK laid off all employees (over 80 employees) with immediate effect but re-employed a small number of sales personnel on a short-term basis to facilitate the collection of accounts receivables. As one of the longest established subsidiaries of the Group, SMHK served as headquarter office of the Group in Hong Kong and some of its employees provided managerial and accounting services to other subsidiaries of the Company.

Upon the vacant possession and disposal of SMHK’s premises which served as the Group’s headquarter office, with very limited manpower at that time, the liquidators of SMHK and the management of the Group could only use their best endeavor to arrange for preservation and relocation of books and records of the Group then available in their then form.

Similarly, the paper trading business in the PRC, which was conducted through 19 subsidiaries/branches of the Company in 19 major cities of the PRC with 510 staff, had been wound down since September 2020. Most staff were made redundant and approximately 54 staff (out of 510 staff) were re-employed on a short-term basis to assist with the collection of accounts receivables. Following the cessation of operations of the PRC paper trading business, the remaining staff gradually left the Group before June 2021. On 30 June 2021, Samson Paper (China) Company Limited (“SMC”), an indirect wholly-owned subsidiary of the Company and the holding Company of PRC subsidiaries engaging in the paper trading business, was put into creditors’ voluntary liquidation. Financial results and position of SMC and its subsidiaries (the “De-consolidated Group B”) were deconsolidated from those of the Group with effect from 1 July 2021.

Deconsolidation of Property Development and Investment (“PID”) Segment

The Company was also engaged in the PID segment including (i) the development of Nantong Business Park through SJ (China) Company Limited (“SJ (China)”) and Jordan Property (Nantong) Co Ltd. (“Jordan Nantong”) which are wholly-owned subsidiaries of Seng Jin Group Limited (“SJ Limited”); and (ii) investment in warehouses and offices in the PRC and Hong Kong for rental income through Jordan Property Investment (XM) Company Limited (a subsidiary of SJ Limited) and SMHK, which have been deconsolidated from the Group upon the appointment of liquidators to SJ Limited and SMHK.

Following the financial turmoil experienced by the Group in July 2020, SJ (China) has had limited access to working capital from the Group and defaulted payments to its creditors. Creditors have since taken action to freeze land and buildings owned by SJ (China) in Nantong Business Park, causing suspension in construction and certain phases of the development to be suspended from sale. There was increasing pressure from the local government on SJ (China) to resume construction. The distressed local workforce appealed to the Group to resolve the indebtedness of SJ (China) and maintain job stability.

As the Group intends to focus on the Paper Manufacturing business, coupled with defaults and inherent constraints on working capital of Nantong Business Park, it was resolved to put SJ Limited, an indirect wholly-owned subsidiary of the company and the holding company of SJ (China) and Jordan Nantong, into insolvent liquidation on 16 September 2021. Financial results and position of SJ Limited and its subsidiaries (the “De-consolidated Group C”) were deconsolidated from those of the Group on 17 September 2021.

Disposal of other auxiliary businesses

The Group was also engaged in Fast Moving Consumer Goods business (the “FMCG business”) and other businesses including trading of consumable aeronautic parts and the provision of related services, and provision of logistic services and marine services (the “Other Businesses”).

Following the Suspension and the defaults of the Group, there was limited working capital available to fund the overheads of FMCG business and Other Businesses. In the circumstances, the Group disposed of its marine vessels repair business in Singapore (conducted through Hypex International Pte. Ltd. and its subsidiaries (the “De-Consolidated Group D”)) in September 2020 and the FMCG business in January 2021.

Resignation of directors and senior management

Shortly after the Suspension, the non-executive directors and independent non-executive directors of the Company resigned. Subsequently, the executive directors of the Company resigned from the Company and other positions within the Group (including directorship of certain subsidiaries) during the period from February 2021 to May 2021. The Board are now comprised of two executive directors, Mr. Choi Wai Hong, Clifford (“Mr. Choi”) and Mr. Lau Wai Leung, Alfred (“Mr. Lau”) and an independent non-executive director, Mr. Leung Vincent Gar-gene (“Mr. Leung”) who were first appointed as independent non-executive directors of the Company after the Suspension (with Mr. Choi and Mr. Lau being re-designated as executive directors in May 2021).

The chief financial officer of the Company (who was also an executive director and the company secretary of the Company) resigned from the Company and other positions within the Group (including directorship of certain subsidiaries) in February 2021. The Company appointed Mr. Yu Ngai, who joined the Group as the deputy chief financial officer in July 2020, as the chief financial officer.

The departure of directors and senior management, together with the large-scale of redundancy/resignation of staff, resulted in severe under-staffing of the accounting function of the Group and undermined the Group's effort in updating the accounting information of the Group and obtaining explanation or information in relation to historical transactions from management and accounting personnel at the relevant time. In preparing the financial information of the Group, the current management of the Group could only rely on the books and records available to them, which might not be up-to-date and complete, without explanations of management and accounting personnel at the relevant time.

Proposed Restructuring of the Group

On 30 July 2021, the Company, the JPLs, Xiamen C&D Paper & Pulp Co., Ltd* ("Xiamen C&D Paper"), Zhejiang Xinshengda Holding Group Co., Ltd* ("Zhejiang Xinshengda"), NCD Investment Holding Limited (the "Investor") (a company incorporated in the British Virgin Islands owned by Xiamen C&D Paper as to 55% and Zhejiang Xinshengda as to 45%) and Shandong Bairun Pulp & Paper Co. Ltd* ("Shandong Bairun") (background of which is set out in the paragraphs under the section headed "UPPSD Bankruptcy Reorganisation" below) entered into a restructuring agreement (as amended by a supplemental restructuring agreement dated 22 November 2021) (the "Restructuring Agreement") in relation to the restructuring of the Group (the "Proposed Restructuring") involving, inter alia, (i) the Capital Reorganisation; (ii) the Subscription; (iii) the Group Reorganisation; (iv) the Placement; (v) the ListCo Scheme; (vi) the UPPSD Bankruptcy Reorganisation; and (vii) the Resumption.

Details of the Restructuring Agreement has been announced in an announcement dated 22 November 2021.

Subscription

The Company shall issue and allot, and the Investors shall subscribe for the 990,220,583 New Shares (i.e. ordinary shares of the Company upon completion of the Capital Reorganisation) (the "Subscription Shares"), representing 70% of the enlarged ordinary share capital of the Company upon the completion of the Capital Reorganisation and the issue and allotment of the Subscription Shares, Creditors' Shares (as defined below) and Placement Shares (as defined below) and assuming all issued preference shares of the Company have been converted into ordinary shares of the Company, at the subscription price of HK\$0.121056 per Share (the "Subscription Price") for a total consideration of HK\$119,872,142 (the "Subscription Proceeds"). The Subscription Proceeds shall be used for settling the costs and expenses for implementing the Proposed Restructuring and discharging debts of the Company under the ListCo Scheme.

Group Reorganisation

Pursuant to the Restructuring Agreement, the Group Reorganisation shall involve:

- a. the incorporation of Greater Paper Development Limited ("SPV1"), a company incorporated in Hong Kong with limited liability, owned as to 100% by the Company;
- b. the incorporation of Greater Paper (Shenzhen) Paper Limited ("SPV2"), a company incorporated in the PRC with limited liability and owned as to 100% by SPV1;
- c. SPV2 becoming the sole registered shareholder of UPPSD through the UPPSD Bankruptcy Reorganisation;

- d. upon the completion of all the transactions under the Restructuring Agreement (the “Closing”), to effectuate the transfer of the subsidiaries of the Group other than SPV1, SPV2 and UPPSD (the “Excluded Subsidiaries”) to the SchemeCo (as defined below) for the Scheme Creditors (as defined below) pursuant to the terms of the ListCo Scheme by transferring the entire equity interests of Samson Paper (BVI) Ltd. (being the holding company of the Excluded Subsidiaries and a directly wholly-owned subsidiary of the Company) held by the Company to the SchemeCo at a nominal consideration of HK\$1.0. The Group upon the completion of the Proposed Restructuring (the “Retained Group”) shall comprise of the Company, SPV1, SPV2 and UPPSD and will be principally engaged in manufacturing of paper product;
- e. provision of a loan not less than RMB80,000,000 by Shandong Bairun to SPV2 which will be used in the daily business operations of UPPSD (which forms part of the loan of not less than RMB250,000,000 to be provided by Shandong Bairun to SPV2 under the UPPSD Bankruptcy Reorganisation, the remaining RMB170,000,000 of which will be used for the first instalment payment under the UPPSD Bankruptcy Reorganisation plan);
- f. the completion of the implementation of the UPPSD Bankruptcy Reorganisation plan; and
- g. the above-mentioned loan would be secured by charge over the shares of SPV1, SPV2 and UPPSD and the appropriate assets of UPPSD created in favour of the Investor or Shandong Bairun (as the case may be) by way of a first priority fixed charge, which shall be discharged upon the completion of the Group Reorganisation.

Placement

Pursuant to the Restructuring Agreement, the Company shall enter into a placing agreement with the Investor and a placing agent (the “Placing Agent for Placement”), pursuant to which the Placing Agent for Placement undertakes to place, on fully underwritten basis, 56,584,032 placement shares (the “Placement Shares”) to no less than six places at HK\$0.121056 per Placement Share (the “Placement”).

The gross proceeds from the Placement will be approximately HK\$6,849,837, and shall be used for discharging part of the debts of the Company under the ListCo Scheme.

ListCo Scheme

The Company shall restructure its indebtedness by ListCo Scheme under the Hong Kong Laws involving:

- a. upon the ListCo Scheme become effective, the scheme administrators shall incorporate a special purpose vehicle (the “SchemeCo”) to hold and realise assets of the SchemeCo for distribution to the creditors of the Company with unsecured claims admitted by the scheme administrators in accordance with the terms of the ListCo Scheme (the “Scheme Creditors”) and settle the costs and expenses arising from the implementation of the ListCo Scheme in accordance with the terms of the ListCo Scheme;
- b. all the claims against the Company shall be fully and finally discharged under ListCo Scheme by way of the SchemeCo accepting and assuming an equivalent liability in place of the Company in respect of the claims of the creditors of the Company. In return, the Scheme Creditors will be entitled to receive dividends from the realization of the assets of the SchemeCo pursuant to the ListCo Scheme in full and final settlement of their claims against the SchemeCo;

- c. the assets of the SchemeCo to be realised for the benefit of the Scheme Creditors shall include:
- (i) the remaining balance of the gross Subscription Proceeds of approximately HK\$119,872,142 after deducting the costs of implementing the Proposed Restructuring;
 - (ii) 240,482,142 New Shares to be issued and allotted by the Company to the SchemeCo (the “Creditors’ Shares”) for the benefit of the Scheme Creditors, representing approximately 17% of the issued ordinary share capital of the Company after the completion of the Capital Reorganisation and as enlarged by the issue and allotment of the Subscription Shares, Placement Shares and Creditors’ Shares and assuming all preference shares have been converted, subject to the right to dispose the Creditors’ Shares as detailed in paragraph (viii) below;
 - (iii) gross proceeds from the Placement of approximately HK\$6,849,837;
 - (iv) the shares and/other assets of the Excluded Subsidiaries;
 - (v) the inter-company account receivables due from the Excluded Subsidiaries to the Retained Group in the amount of approximately HK\$300 million;
 - (vi) the cash, bank deposits and account receivables of the Company as at the effective date of the ListCo Scheme (apart from the account receivables due from the Retained Group);
 - (vii) all claims or litigations and all potential claims or litigation rights against third parties raised by the Retained Group (to the extent transferrable under the applicable law and approved by the relevant party);
 - (viii) a right to the SchemeCo exercisable by the scheme administrators in their absolute discretion (for the benefit of the Scheme Creditors other than the Scheme Creditors who elected to hold the Creditors’ Shares in their own names or through CCASS) to dispose the Creditors’ Shares on behalf of the relevant Scheme Creditors, either (i) in the open market at the market price; or (ii) instructing a placing agent (the “Placing Agent for Placing Out”) at one or more times during the 12 months from the Closing to place such number of the Creditors’ Shares to independent places at price(s) procured by the Placing Agent for Placing Out on a best effort basis (the “Placing Price for Placing Out”) and, given the guarantee by the Investor (the “Price Protection”) to pay the shortfall between the Placing Price for Placing Out and the issue price of the Creditors’ Shares (i.e. HK\$0.121056 per Share) should the Placing Price for Placing Out be lower than the issue price of the Creditors’ Shares, to realise such Creditors’ Shares at a price not less than the issue price of the Creditors’ Shares, thereby offering a certain minimum realization from the Creditors’ Shares in exchange for the relevant Scheme Creditors releasing their admitted claims against the Company.

On 30 September 2021, the Company held a meeting of the creditors of the Company (the “Scheme Meeting”) pursuant to the order dated 1 September 2021 granted by the Hong Kong Court. The resolution to approve the ListCo Scheme was duly passed. Subsequently, the ListCo Scheme was sanctioned by the Hong Kong Court on 28 October 2021.

UPPSD Bankruptcy Reorganisation

Upon completion of the Proposed Restructuring, the Retained Group shall continue to be engaged in paper manufacturing business conducted through UPPSD.

As set out in the Company's announcement dated 22 November 2021, due to the then liquidity shortage of the Group and the eventual suspension of production of UPPSD in late September 2020, in order to provide and ring-fence working capital to resume UPPSD's operation so as to preserve its operational value, UPPSD, Xiamen C&D Paper and Shandong Herun Holding Group Co., Ltd.* ("Shandong Herun") (a PRC company wholly owned by Mr. Li Shengfeng, the majority ultimate beneficial owner of Zhejiang Xinshengda) entered into the an agreement dated 24 October 2020 (the "Entrusted Operation Agreement"), pursuant to which, Xiamen C&D Paper and Shandong Herun formed their joint venture Shandong Bairun (owned by Xiamen C&D Paper as to 55% and owned by Shandong Herun as at 45%) in November 2020 to operate the paper manufacturing facility of UPPSD (the "Entrusted Assets") on an entrusted basis (the "Entrusted Operation").

The resumption of manufacturing operations of UPPSD was funded by Shandong Bairun on the bases that UPPSD was paid/reimbursed the costs of its staff and Shandong Bairun would pay all operating expenses (including raw material and maintenance costs). Shandong Bairun would not, however, bear liabilities (trade or otherwise) that arose prior to the commencement of the Entrusted Operation. Shandong Bairun would not be entitled to any increase in value of the Entrusted Assets and the operations of UPPSD. Also, Shandong Bairun would not bear any risk of deterioration in value of the Entrusted Assets and risks of seizure of the Entrusted Assets (e.g. Shandong Bairun could terminate the Entrusted Operation Agreement if major assets of UPPSD were under bankruptcy proceedings or enforcement action such that it became impractical for Xiamen C&D Paper, Shandong Herun and Shandong Bairun to continue production in accordance to the terms of the Entrusted Operation Agreement).

The Company/UPPSD also retained control over UPPSD/the Entrusted Assets, including but not limited to selling assets of and/or interests in UPPSD and rights to reject any proposed addition/upgrade to the Entrusted Assets.

In view of the above, the Company is of the view that there is no impact on the accounting treatment of UPPSD in the Company's consolidated financial statements after entering into the Entrusted Operation Agreement.

On 23 December 2020, UPPSD received the notice from the People's Court of Xuecheng District, Zaozhuang City, Shandong Province (the "Shandong Court"), informing that a creditor of UPPSD had filed a bankruptcy application against UPPSD (the "UPPSD Bankruptcy Application"). Despite the objection filed by UPPSD to the Shandong Court, UPPSD received a civil judgement issued by the Shandong Court, advising that the Bankruptcy Application was accepted and that a bankruptcy administrator (the "UPPSD Bankruptcy Administrator") was appointed on 30 December 2020. UPPSD Bankruptcy Administrator had taken custody of UPPSD assets and company seal in accordance to the relevant rules and regulations. Accordingly, the Company lost control over UPPSD and financial results and position of UPPSD were deconsolidated from the Group with effect from 31 December 2020 in accordance with the requirements of HKFRS 10 Consolidated Financial Statements.

Following the execution of the Term Sheet, UPPSD submitted an application to the Shandong Court and the UPPSD Bankruptcy Administrator to seek for a conversion of the bankruptcy proceedings of UPPSD into a bankruptcy reorganisation, which was approved by the Shandong Court with effect from 20 April 2021.

On 29 July 2021, the UPPSD Bankruptcy Administrator convened the second meeting of creditors of UPPSD for the purpose of considering and approving the UPPSD Bankruptcy Reorganisation plan as summarised below:

- a. UPPSD shall become a wholly owned subsidiary of the Company (through SPV1 and SPV2) through the UPPSD Bankruptcy Reorganisation;
- b. settlement of four creditors' priority claims with an aggregate amount of RMB4,960,533.58 in one lump sum payment by cash in priority to other creditors with unsecured claims, with their unsecured claims totalling RMB1,084,101,760.80 settled in the method as provided in (d), (e) and (f) below;
- c. settlement of two creditors' verified tax claims with an aggregate amount of RMB48,333,787.65 in one lump sum payment by cash;
- d. settlement of each creditor's unsecured claims with principal amount of RMB200,000 (inclusive) or below in full by way of cash;
- e. for each creditor's unsecured claims with principal amount exceeding RMB200,000, settlement will be completed within four (4) years in five (5) instalments of 20% every year. The first instalment payment shall be made to repay creditor's unsecured claim of principal amount below RMB200,000 (inclusive) and 20% of the principal amount in excess of RMB200,000. The four subsequent instalments of 20% of the principal amount in excess of RMB200,000 shall be paid on or before the first, second, third and fourth anniversary date of the first instalment payment. Remaining debts shall not bear any interest for the period of settlement in instalments;
- f. the settlement of the inter-company debts due by UPPSD to the Excluded Subsidiaries in the total sum of RMB741,989,908.38 as recognised by the UPPSD Bankruptcy Administrator in one lump sum payment of RMB50,000,000;
- g. upon the completion of UPPSD Bankruptcy Reorganisation, UPPSD shall forfeit its all accounts receivables, prepayments and other receivables due by the Group to UPPSD, which amounted to RMB156,943,268.36 based on the liquidation audit on UPPSD commissioned by the UPPSD Bankruptcy Administrator; and
- h. termination of the Entrusted Operation Agreement.

The UPPSD Bankruptcy Reorganisation was approved by its creditors and the Shandong Court on 29 July 2021 and 31 July 2021 respectively and the UPPSD Bankruptcy Administrator was discharged with effect from 1 August 2021. The Entrusted Operation Agreement has also been terminated with effect from 1 August 2021 and UPPSD resumed its self-operation.

On 11 October 2021, following the first instalment payment by UPPSD in accordance to the UPPSD Bankruptcy Reorganisation plan, the Shandong Court handed down a judgment confirming that the UPPSD Bankruptcy Reorganisation has been successfully implemented and ordered the termination of the UPPSD's bankruptcy reorganisation proceedings.

PROSPECTS

The Group is undergoing the Proposed Restructuring, upon the completion of the Proposed Restructuring, the Group shall continue the paper manufacturing business via SPV1, SPV2 and UPPSD. All claims against the Company shall be discharged in full by virtue of the implementation of the ListCo Scheme. UPPSD has also returned to solvency upon the completion of the implementation of the UPPSD Bankruptcy Reorganization in October 2021. The Directors are confident that upon the completion of the Proposed Restructuring, the Retained Group's business and financial position will be improved and the Retained Group will have sufficient level of operation to maintain its listing status.

FINANCIAL PERFORMANCE

Revenue from continuing operations

The revenue from continuing operations of the Group decreased from approximately HK\$2,130 million to approximately HK\$270 million mainly due to the drop in the revenue of the paper trading business from approximately HK\$1,594 million to approximately HK\$23,000.

Gross profit from continuing operations

Gross profit from continuing operations of the Group for the period was approximately HK\$23 million (30 September 2020: gross loss of approximately HK\$39 million).

Profit for the period from continuing operations

Profit for the period from continuing operations was approximately HK\$231 million (30 September 2020: loss for the period from continuing operations of approximately HK\$2,680 million). The profit for the period from continuing operations was primarily due to the net effect of the gain on re-consolidation of a deconsolidated subsidiary of approximately HK\$451 million, the recognition of financial guarantee liabilities of approximately HK\$16 million and the loss on deconsolidation/deregistration of subsidiaries of approximately HK\$178 million.

Liquidity and financial resources

As at 30 September 2021, the Group had cash and bank balances of approximately HK\$188 million with a gearing ratio of -8.8%. Gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings and lease liabilities) less cash and bank balances. Total capital is calculated as total equity plus net debt.

The current ratio (current assets divided by current liabilities) was 0.26 times (31 March 2021: 0.28 times).

Financial guarantee liabilities, contingent liabilities and charge of assets

As at 30 September 2021, the Company has issued certain guarantees of approximately HK\$2,300 million to some banks and a supplier in respect of banking and trade facilities granted to a deconsolidated subsidiary of the Company. The maximum liability of the Group at 30 September 2021 under guarantees is the amount of bank loans and the payables to a supplier drawn under the guarantees at that date of HK\$2,694 million (31 March 2021: HK\$2,926 million).

As at 30 September 2021, the Group continued to provide corporate guarantees on banking facilities granted to the Group's subsidiaries. The amount of bank borrowings utilised by the subsidiaries as at 30 September 2021 amounted to approximately HK\$411 million (31 March 2021: HK\$411 million).

Certain land and buildings of the Group's subsidiaries, with a total carrying value of approximately HK\$18 million as at 30 September 2021 (31 March 2021: HK\$17 million) were pledged to banks as securities for bank loans of approximately HK\$9 million (31 March 2021: HK\$9 million).

Foreign exchange risk

The Group's transaction currencies are principally denominated in Renminbi and Hong Kong dollars. The Group will hedge its position with foreign exchange contracts and options when considered necessary.

Employees and remuneration policies

As at 30 September 2021, the Group employed 842 staff members, 7 of whom are based in Hong Kong and 831 are based in the PRC and 4 are based in other countries. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the Group and of the individuals concerned. Remuneration policies are reviewed regularly to ensure that the Group is offering competitive employment packages. In addition to salary payments, other staff benefits include performance bonuses, education subsidies, provident fund and medical insurance. Training for various levels of staff is undertaken on a regular basis, consisting of development in the strategic, implementation, sales and marketing disciplines.

INTERIM DIVIDEND

The Board has resolved not to recommend an interim dividend for the six months ended 30 September 2021.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2021, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") are as follows:

(a) Long position in shares of the Company

Ordinary shares of HK\$0.10 each

	Capacity	Number of ordinary shares beneficially held			Total	Percentage
		Personal interest	Corporate interest	Family interest		
Mr. LEE Seng Jin	Beneficial owner	128,459,688	688,533,247 <i>(note)</i>	33,425,112	850,418,047	74.53%
Ms. SHAM Yee Lan, Peggy	Beneficial owner	1,145,112	32,280,000	816,992,935	850,418,047	74.53%
Mr. CHOW Wing Yuen	Beneficial owner	1,080,000	—	—	1,080,000	0.09%

Convertible non-voting preference shares ("CP shares") of HK\$0.10 each

	Capacity	Number of CP shares beneficially held			Total	Percentage
		Personal interest	Corporate interest	Family interest		
Mr. LEE Seng Jin	Beneficial owner	—	132,064,935 <i>(note)</i>	—	132,064,935	100.00%

Note: The 688,533,247 ordinary shares and 132,064,935 CP shares are held by Quinselle Holdings Limited which is wholly owned by Mr. Lee Seng Jin. Mr. Lee Seng Jin therefore deemed under the SFO to be interested in such Shares and CP Shares.

Save as disclosed above, as at 30 September 2021, none of the Directors and chief executives of the Company had any interests or short positions in the shares or underlying shares or debentures of, or had been granted, or exercised any rights to subscribe for shares (or warrants or debentures, if applicable) of, the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which had been recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Other than those interests disclosed above, the Directors and chief executives of the Company also hold shares of certain subsidiaries of the Company solely for the purpose of ensuring that the relevant subsidiary has more than one member.

At no time during the period was the Company, its holding company, its subsidiaries or its associated companies a party to any arrangement to enable any Director or chief executives of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company and its associated corporations as defined in the SFO.

(b) Short positions in shares and underlying shares of the Company

None of the Directors and the chief executive of the Company or their associates had any short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(c) Share option scheme

At the Special General Meeting of the Company held on 18 September 2015, the shareholders of the Company approved the adoption of a share option scheme (the "Option Scheme") to comply with the requirements of Chapter 17 of the Listing Rules. As at 30 September 2021, no option was granted under the Option Scheme. A summary of the terms and conditions of the Option Scheme are set out below.

(1) Purpose

The purpose of the Option Scheme is to provide incentives to Participants (as defined below) to contribute to the Group and to enable the Group to recruit high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest (the "Invested Entity").

(2) Participants

All directors and employees of the Group and suppliers, consultants, advisors, agents, customers, service providers, contractors, any member of or any holder of any securities issued by any member of the Group or any Invested Entity.

(3) Maximum number of shares

The number of shares which may be issued upon exercise of all options to be granted under the Option Scheme and any other share option scheme(s) of the Company must not exceed 10% in the nominal amount of the issued share capital of the Company as at the date of adoption of the Option Scheme. The maximum number of share available for issue under the Option Scheme is nil as at the date of this report.

(4) Maximum entitlement of each Participant

The maximum number of shares issued and to be issued upon exercise of the options granted to any one Participant (including both exercised and unexercised options) in any 12-month period shall not exceed one percent of the Shares in issue as at the date of grant.

(5) *Time of exercise of option*

An option may be exercised in accordance with the terms of the Option Scheme at any time during the period to be notified by the Board to each grantee of the option at the date of grant provided that such period shall not exceed a period of ten years from the date of grant but subject to the provisions for early termination of the option as contained in the terms of the Option Scheme.

- (6)** The eligible person shall pay HK\$1.0 to the Company in consideration of the grant of an option upon acceptance of the grant of option.

(7) *Exercise price*

The option price per share payable on the exercise of an option is determined by the Board and shall not be less than the highest of

- i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant;
- ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- iii) the nominal value of a share on the date of grant.

(8) *Remaining life of the Option Scheme*

The Option Scheme will remain in force until 17 September 2025.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY

As at 30 September 2021, the interests and short positions of the shareholders of the Company other than a Director or chief executives of the Company and their associates, in the shares and underlying shares of the Company as recorded in the register which were required to be kept by the Company under Section 336 of the SFO are as follows:

Long position in ordinary shares of HK\$0.10 each in the Company

Name	Number of ordinary shares	Percentage
Quinselle Holdings Limited (<i>note</i>)	688,533,247	60.34%

Long position in CP shares of HK\$0.10 each in the Company

Name	Number of CP shares	Percentage
Quinselle Holdings Limited (<i>note</i>)	132,064,935	100.00%

Note: Quinselle Holdings Limited is a company wholly owned by Mr. Lee Seng Jin.

Save as disclosed above, the register which is required to be kept under Section 336 of the SFO shows that the Company had not been notified of any interests or short positions in the shares or underlying shares of the Company as at 30 September 2021.

AUDIT COMMITTEE

The Audit Committee of the Company (the "Committee") was set up to review and provides supervision of the Group's financial reporting process and internal controls. The Committee has reviewed the Group's unaudited interim report for the six months ended 30 September 2021 before it was tabled for the Board's approval.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as the Company's code of conduct for dealings in securities of the Company by the Directors. Having made specific enquiry, all current Directors confirmed that they have complied with the required standard set out in the Model Code throughout the period under review and up to the date of this report.

COMPLIANCE WITH THE LISTING RULES AND THE CODE ON CORPORATE GOVERNANCE PRACTICES OF THE LISTING RULES

None of the Directors is aware of any information which would reasonably indicate that the Company is not, or was not, throughout the period under review, in compliance with the Listing Rules and the code provisions (the “Code Provision(s)”) under the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules, except the following deviations:

Listing Rule 3.05

Listing Rule 3.05 stipulated that every listed issuer shall appoint two authorized representatives who shall act at all times as the listed issuer’s principal channel of communication with the Stock Exchange. The Listing Rule 3.05 is not complied since 21 May 2021.

Listing Rule 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25

Listing Rule 3.10(1) stipulates that every board of directors of a listed issuer must include at least three independent non-executive directors and Listing Rule 3.10(2) stipulates that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. Listing Rule 3.10A stipulates that an issuer must appoint independent non-executive directors representing at least one-third of the board. Listing Rule 3.21 stipulates that, among others, the audit committee must comprise a minimum of three members, and the audit committee must be chaired by an independent non-executive director. Listing Rule 3.25 stipulates that an issuer must establish a remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors.

For the period from 12 July 2020 to 17 July 2020, due to the resignation of Mr. Pang Wing Kin, Patrick (“Mr. Pang”), Mr. Tong Yat Chong (“Mr. Tong”) and Mr. Ng Hung Sui, Kenneth (“Mr. Ng”) on 12 July 2020, the Listing Rule 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25 are not complied.

Subsequently, on 16 July 2020 and 17 July 2020, the Company appointed Mr. Choi, Mr. Lau and Mr. Leung as independent non-executive directors, the Company re-complied with the Listing Rule 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25.

Since the re-designation of Mr. Choi and Mr. Lau to executive directors on 21 May 2021, the Listing Rule 3.10(1), 3.21 and 3.25 are not complied.

Code Provision A.2.1

Code Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. For the period from 9 December 2019 to 19 May 2021, Mr. Lee Seng Jin (“Mr. Lee”) (resigned with effect from 20 May 2021) was the chairman and chief executive officer of the Company.

Code Provision A.4.1

Code Provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term, subject to re-election. From the period under review and up to 12 July 2020, the non-executive Directors were not appointed for a specific term but are subject to retirement by rotation and re-election at each annual general meeting in accordance with the bye-laws of the Company (“Bye-Laws”).

Code Provision A.5.1

Code Provision A.5.1 of the CG Code stipulates that issuers should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors.

For the period from 12 July 2020 to 17 July 2020, due to the resignation of Mr. Pang, Mr. Tong and Mr. Ng on 12 July 2020, the Code Provision A.5.1 is not complied.

Subsequently, on 16 July 2020 and 17 July 2020, the Company appointed Mr. Choi, Mr. Lau and Mr. Leung as independent non-executive directors, the Company re-complied with the Code Provision A.5.1.

Since the re-designation of Mr. Choi and Mr. Lau to executive directors on 21 May 2021, the Code Provision A.5.1 is not complied.

BOARD OF DIRECTORS

As at the date of this report, the Board comprises two executive Directors, namely Mr. CHOI Wai Hong, Clifford and Mr. LAU Wai Leung, Alfred; and one independent non-executive Director, namely Mr. LEUNG Vincent Gar-gene.

By Order of the Board
SAMSON PAPER HOLDINGS LIMITED
(Provisional Liquidators Appointed)
(For Restructuring Purposes Only)
CHOI Wai Hong, Clifford
Executive Director

Hong Kong, 15 December 2021