



國農金融投資有限公司

China Demeter Financial Investments Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立及於百慕達存續之有限公司)

(Stock Code 股份代號 : 8120)



Third Quarterly Report

2019

第三季度業績報告

Characteristics of GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”)

香港聯合交易所有限公司（「聯交所」）GEM之特點

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM and generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (“Directors”) of China Demeter Financial Investments Limited (“Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange Hong Kong Limited (“GEM Listing Rules”) for the purpose of giving information with regard to the Company.

The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

GEM乃為較於聯交所上市之其他公司帶有更高投資風險之中小型公司提供上市之市場。有意投資人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

鑒於在GEM上市之公司通常為中小型公司，在GEM買賣之證券可能會較在聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不會就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）之規定而提供有關國農金融投資有限公司（「本公司」）之資料。本公司各董事（「董事」）願就本報告所載內容共同及個別承擔全部責任。

各董事在作出一切合理查詢後，確認就其所深知及確信，本報告所載資料在各重要方面均屬準確完備，且無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告或其所載任何陳述產生誤導。

Highlights

摘要

- The Company reported a loss attributable to owners of the Company of approximately HK\$37,370,000 for the nine months ended 30 September 2019 (“**Period**”), when compared to a loss attributable to owners of the Company of approximately HK\$14,453,000 in the same period last year.
- The revenue of the Group was approximately HK\$73,489,000 for the Period, representing an increase of approximately HK\$28,149,000 when compared to the same period of approximately HK\$45,340,000 last year.
- Gross profit for the Period was approximately HK\$42,531,000 compared with gross profit of approximately HK\$14,741,000 in the same period last year.
- The board of Directors does not recommend the payment of any interim dividend for the nine months ended 30 September 2019 (30 September 2018: Nil).
- 本公司匯報，截至二零一九年九月三十日止九個月（「**期內**」），本公司擁有人應佔虧損約港幣37,370,000元，而去年同期則錄得本公司擁有人應佔虧損約港幣14,453,000元。
- 本集團期內之收入約港幣73,489,000元，較去年同期之約港幣45,340,000元增加約港幣28,149,000元。
- 期內之毛利約港幣42,531,000元，而去年同期毛利約港幣14,741,000元。
- 董事會不建議派發截至二零一九年九月三十日止九個月之任何中期股息（二零一八年九月三十日：無）。

Interim Results (Unaudited) 中期業績 (未經審核)

The Board (“**Board**”) of directors (“**Directors**”) of China Demeter Financial Investments Limited (“**Company**”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the three months and nine months ended 30 September 2019 together with the comparative unaudited figures for the corresponding periods in 2018. The third quarterly results are unaudited, but have been reviewed by the audit committee of the Board (“**Audit Committee**”).

國農金融投資有限公司（「本公司」）董事（「董事」）會（「董事會」）提呈本公司及其附屬公司（統稱「本集團」）截至二零一九年九月三十日止三個月及九個月之未經審核簡明綜合業績，連同二零一八年度同期之未經審核比較數字。第三季度業績未經審核，但已經由董事會審核委員會（「審核委員會」）審閱。

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

		Notes 附註	For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
			2019 二零一九年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 港幣千元 (Restated) (經重列) (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 港幣千元 (Restated) (經重列) (Unaudited) (未經審核)
Revenue	收入					
Alcoholic beverage distribution business	酒精飲品分銷業務		180	2,947	3,304	4,902
Dividend income from listed equity instruments	上市股本工具之股息收入		37	71	64	95
Food and beverage business	食品及飲料業務		18,429	2,795	44,127	2,795
Loan interest income	貸款利息收入		2,142	2,605	6,867	8,209
Provision of children education services	提供兒童教育服務		536	-	3,637	-
Provision of financial services	提供金融服務		453	604	1,531	1,789
Sales of feedstock products	銷售飼料產品		1,023	9,303	13,959	27,550
Total revenue	總收入	3	22,800	18,325	73,489	45,340
Cost of sales and services	銷售及服務成本		(6,563)	(11,786)	(30,958)	(30,599)
Gross profit	毛利		16,237	6,539	42,531	14,741
Other income, other gains and losses	其他收入、其他收益及虧損	4	2,240	408	(69)	498
Selling and distribution costs	銷售及分銷成本		(54)	(91)	(158)	(251)
General and administrative expenses	一般及行政開支		(28,773)	(10,545)	(73,118)	(26,046)
Fair value loss on financial assets through profit or loss	計入損益之金融資產之公允價值虧損	5	(3,073)	(3,372)	(5,079)	(2,819)
Share of loss of a joint venture	應佔一間合營企業之虧損		(760)	(318)	(1,626)	(1,199)
Finance costs	財務成本	6	(92)	(2)	(96)	(4)
Loss before tax	除稅前虧損		(14,275)	(7,381)	(37,615)	(15,080)
Income tax expense	所得稅開支	7	(3)	(29)	(115)	(59)
Loss for the period	期內虧損		(14,278)	(7,410)	(37,730)	(15,139)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Cont'd)

簡明綜合損益及其他全面收益表 (續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元 (Restated) (經重列)	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元 (Restated) (經重列)
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Other comprehensive expense for the period:	期內其他全面開支：				
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>				
- Exchange differences on translation of foreign operations	- 換算海外業務之匯兌差額	(700)	(1,047)	(692)	(1,391)
- Share of other comprehensive expense of a joint venture	- 應佔一間合營企業之其他全面開支	(10)	(16)	(1)	(50)
<i>Item that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目：</i>				
- Change in fair value of financial assets at fair value through other comprehensive income ("FVTOCI")	- 按公允價值計入其他全面收益 (「按公允價值計入其他全面收益」) 之金融資產之公允價值變動	(104)	-	(53)	-
Other comprehensive expense for the period	期內其他全面開支	(814)	(1,063)	(746)	(1,441)
Total comprehensive expense for the period	期內全面開支總額	(15,092)	(8,473)	(38,476)	(16,580)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Cont'd)

簡明綜合損益及其他全面收益表 (續)

For the three months and nine months ended 30 September 2019 截至二零一九年九月三十日止三個月及九個月

			For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
			2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
			HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
			(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Notes 附註						
	Loss for the period attributable to:	以下人士應佔期內虧損:				
	- Owners of the Company	- 本公司擁有人	(13,793)	(7,157)	(37,370)	(14,453)
	- Non-controlling interests	- 非控股權益	(485)	(253)	(360)	(686)
			(14,278)	(7,410)	(37,730)	(15,139)
	Total comprehensive expense for the period attributable to:	以下人士應佔期內全面開支總額:				
	- Owners of the Company	- 本公司擁有人	(14,553)	(7,723)	(38,065)	(15,091)
	- Non-controlling interests	- 非控股權益	(539)	(750)	(411)	(1,489)
			(15,092)	(8,473)	(38,476)	(16,580)
	Loss per share	每股虧損				
	Basic (HK cents)	基本 (港仙)	(9.01)	(4.68)	(24.42)	(10.41)
	Diluted (HK cents)	攤薄 (港仙)	(9.01)	(4.68)	(24.42)	(10.41)

1. CORPORATE INFORMATION

During the Period, the Group is principally engaged in (i) alcoholic beverage distribution business; (ii) securities investment business; (iii) food and beverage business; (iv) money lending business; (v) provision of children education services; (vi) financial services business; and (vii) feedstock products business.

The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The principal place of business in Hong Kong is located at Unit 1002, 10/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong.

The Company's shares are listed on GEM of The Stock Exchange of Hong Kong Limited ("Stock Exchange").

1. 公司資料

期內，本集團主要從事(i)酒精飲品分銷業務；(ii)證券投資業務；(iii)食品及飲料業務；(iv)放債業務；(v)提供兒童教育服務；(vi)金融服務業務；及(vii)飼料產品業務。

本公司註冊辦事處設於 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

香港主要營業地點位於香港中環德輔道中141號中保集團大廈10樓1002室。

本公司股份在香港聯合交易所有限公司（「聯交所」）GEM上市。

2. BASIS OF PREPARATION

These unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. These unaudited condensed consolidated financial statements should be read in conjunction with the financial statements of the Group for the year ended 31 December 2018. The accounting policies and method of computation used in the preparation of these unaudited condensed consolidated financial statements are consistent with those followed in the preparation of the financial statements of the Group for the year ended 31 December 2018. The financial statements are unaudited but have been reviewed by the Audit Committee.

HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”). For those which are effective for accounting periods beginning on 1 January 2019, the adoption has no material effect on the reported results and the financial position of the Group for the current or prior accounting periods. For those which are not yet effective and have not been early adopted, the Group is in the process of assessing their impact on the Group’s results and financial position. So far, the Group considers that the adoption of those HKFRSs are unlikely to have a significant impact on the Group’s results of operations and financial position.

2. 編製基準

該等截至二零一九年九月三十日止九個月之未經審核簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)及GEM上市規則第18章之適用披露規定編製。該等未經審核簡明綜合財務報表應與本集團截至二零一八年十二月三十一日止年度之財務報表一併閱覽。編製該等未經審核簡明綜合財務報表所採納之會計政策及計算方式與編製本集團截至二零一八年十二月三十一日止年度之財務報表所採納者貫徹一致。財務報表未經審核，但已由審核委員會審閱。

香港會計師公會已頒佈多項新訂及經修訂之香港財務報告準則(「香港財務報告準則」)。就於二零一九年一月一日開始之會計期間生效者而言，採納有關準則對本集團現時或先前會計期間之匯報業績及財務狀況並無重大影響。就尚未生效及尚未提早採納者而言，本集團現正評估其對本集團業績及財務狀況之影響。迄今為止，本集團認為採納該等香港財務報告準則不大可能對本集團之經營業績及財務狀況造成重大影響。

Notes (Cont'd)

附註 (續)

3. REVENUE

Revenue represents the aggregate of the net amounts received and receivable from third parties for the period.

3. 收入

收入指期內已收及應收第三方之合計款項淨額。

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元 (Restated) (經重列)	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元 (Restated) (經重列)
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Alcoholic beverage distribution business	酒精飲品分銷業務	180	2,947	3,304	4,902
Dividend income from listed equity investments	上市股本投資之股息收入	37	71	64	95
Food and beverage business	食品及飲料業務	18,429	2,795	44,127	2,795
Loan interest income	貸款利息收入	2,142	2,605	6,867	8,209
Provision of children education services	提供兒童教育服務	536	-	3,637	-
Provision of financial services	提供金融服務				
- Commission from securities dealing	- 證券交易佣金	221	359	1,054	1,278
- Placing and underwriting commission	- 配售及包銷佣金	-	106	30	255
- Interest income from securities clients	- 來自證券客戶之利息收入	112	3	243	49
- Clearing and handling fee income	- 結算及手續費收入	117	134	193	201
- Asset management commission	- 資產管理佣金	3	2	11	6
Sales of feedstock products	銷售飼料產品	1,023	9,303	13,959	27,550
		22,800	18,325	73,489	45,340

Notes (Cont'd)

附註(續)

4. OTHER INCOME, OTHER GAINS AND LOSSES

4. 其他收入、其他收益及虧損

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 港幣千元 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	8	27	103	40
Consultancy and referral fee income	諮詢及轉介費收入	781	-	2,248	-
Dividend income from fund investment	基金投資之股息收入	-	118	-	118
Gain on bargain purchase	議價收購收益	-	-	1,903	-
Impairment loss of loan and interest receivables	應收貸款及利息之減值虧損	-	-	(6,188)	-
Interest income from joint venture	來自合營企業之利息收入	63	90	188	254
Interest income from debt securities	債務證券之利息收入	88	-	88	-
Loss on disposal of a subsidiary	出售一間附屬公司之虧損	-	-	-	(308)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(109)	-	(109)	-
Reversal of impairment loss of trade receivables	應收賬款之減值虧損撥回	3	5	9	52
Sundry income	雜項收入	1,406	168	1,689	342
		2,240	408	(69)	498

Notes (Cont'd)

附註 (續)

5. FAIR VALUE LOSS ON FINANCIAL ASSETS THROUGH PROFIT OR LOSS

Change in fair value of financial assets through profit or loss represents the change in fair value of the equity securities based on closing prices in an active market.

5. 計入損益之金融資產之公允價值虧損

計入損益之金融資產之公允價值變動指股本證券以活躍市場之收市價為基準之公允價值變動。

6. FINANCE COSTS

6. 財務成本

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 港幣千元 (Unaudited) (未經審核)
Interest on bank and other borrowings	銀行及其他借貸利息	1	2	5	4
Interest on lease liabilities	租賃負債利息	91	-	91	-
		92	2	96	4

Notes (Cont'd)
附註(續)

7. INCOME TAX EXPENSE

7. 所得稅開支

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 港幣千元 (Unaudited) (未經審核)
Current tax:	即期稅項：				
Hong Kong Profits Tax	香港利得稅	3	29	115	59
The People's Republic of China ("PRC")	中華人民共和國 (「中國」)				
Enterprise Income Tax	企業所得稅	-	-	-	-
Total income tax expense recognised in profit or loss	於損益確認之所得稅 開支總額	3	29	115	59

7. INCOME TAX EXPENSE (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong profits tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Under the Law of the People’s Republic of China on Enterprise Income Tax (“EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

7. 所得稅開支 (續)

於二零一八年三月二十一日，香港立法會通過二零一七年稅務（修訂）（第7號）條例草案（「條例草案」），其引入兩級制利得稅率制度。條例草案於二零一八年三月二十八日簽署成為法律並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體的首港幣2,000,000元溢利將按8.25%的稅率徵稅，而超過港幣2,000,000元的溢利將按16.5%的稅率徵稅。不符合兩級制利得稅率制度資格的集團實體之溢利將繼續按16.5%之劃一稅率徵稅。

因此，香港利得稅乃按首港幣2,000,000元之估計應課稅溢利之8.25%計算，並按超過港幣2,000,000元之估計應課稅溢利之16.5%計算。

根據《中華人民共和國企業所得稅法》（「企業所得稅法」）及《企業所得稅法實施條例》，中國附屬公司兩個期間的稅率均為25%。

其他司法權區產生之稅項乃按相關司法權區現行稅率計算。

Notes (Cont'd)

附註(續)

8. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to owners of the Company is based on the following data:

8. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃基於以下數據計算：

	For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
	2019 二零一九年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 港幣千元 (Unaudited) (未經審核)
Loss for the period attributable to owners of the Company for the purposes of calculating basic and diluted loss per share	(13,793)	(7,157)	(37,370)	(14,453)

Number of shares

股份數目

	For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
	2019 二零一九年 '000 千股	2018 二零一八年 '000 千股 (Restated) (經重列)	2019 二零一九年 '000 千股	2018 二零一八年 '000 千股 (Restated) (經重列)
Weighted average number of ordinary shares for the purposes of calculating basic and diluted loss per share	153,030	153,030	153,030	138,879

8. LOSS PER SHARE (Continued)

The weighted average number of ordinary shares for the purposes of calculating basic and diluted loss per share for the three months and nine months ended 30 September 2019 and 2018 has been adjusted to reflect the effect of consolidation of shares completed during the period as detailed in note 11.

The denominators used are the same as those detailed above for both basic and diluted loss per share. The basic and diluted loss per share for the nine months ended 30 September 2019 and three months ended 30 September 2019 are the same as there were no potential ordinary share in issue for the nine months ended 30 September 2019 and three months ended 30 September 2019.

The computation of diluted loss per share for the nine months ended 30 September 2018 did not assume the exercise of the potential ordinary shares granted under the Company's share options scheme at period end since their exercise would have an anti-dilutive effect.

The basic and diluted loss per share for the three months ended 30 September 2018 are the same as there were no potential ordinary share in issue for the three months ended 30 September 2018.

8. 每股虧損 (續)

如附註11所詳載，截至二零一九年及二零一八年九月三十日止三個月及九個月，計算每股基本及攤薄虧損之普通股加權平均數已於期內作出調整，以反映已完成股份合併的影響。

所用分母與上文所詳列用以計算每股基本及攤薄虧損者相同。截至二零一九年九月三十日止九個月及截至二零一九年九月三十日止三個月之每股基本及攤薄虧損相同，因於截至二零一九年九月三十日止九個月及截至二零一九年九月三十日止三個月並無發行任何潛在普通股。

計算截至二零一八年九月三十日止九個月之每股攤薄虧損時，並無假設於期間末根據本公司購股權計劃授出的潛在普通股獲行使，原因為行使該等潛在普通股會導致反攤薄作用。

由於截至二零一八年九月三十日止三個月並無發行任何潛在普通股，截至二零一八年九月三十日止三個月每股基本及攤薄虧損相同。

Notes (Cont'd)

附註(續)

9. INTERIM DIVIDEND

The directors do not recommend the payment of any interim dividend for the nine months ended 30 September 2019 (30 September 2018: Nil).

10. RESERVES

For the nine months ended 30 September 2018

9. 中期股息

董事不建議派發截至二零一九年九月三十日止九個月之任何中期股息(二零一八年九月三十日:無)。

10. 儲備

截至二零一八年九月三十日止九個月

		Attributable to owners of the Company 本公司擁有人應佔										Attributable to non-controlling interests		Total
		Share capital	Share premium	Contributed surplus	Capital reserve	PRC statutory reserve	Share options reserve	Foreign currency translation reserve	FVTOCI	Accumulated losses	Sub-total	Non-controlling interests	Total	
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
For the nine months ended 30 September 2018	截至二零一八年九月三十日止九個月													
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	9,936	138,874	153,551	61,545	873	1,507	1,758	(112)	(90,197)	277,735	10,868	288,603	
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(14,453)	(14,453)	(686)	(15,139)	
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	-	-	(638)	-	-	(638)	(803)	(1,441)	
Total comprehensive expense for the period	期內全面開支總額	-	-	-	-	-	-	(638)	-	(14,453)	(15,091)	(1,489)	(16,580)	
Issue of placing share (note 11(i))	發行配售股份(附註11(i))	1,845	16,605	-	-	-	-	-	-	-	18,450	-	18,450	
Transaction costs related to issue of shares	有關股份發行之交易成本	-	(864)	-	-	-	-	-	-	-	(864)	-	(864)	
Recognition of equity settled share based payment (note 11(ii))	確認為股本結算股份付款(附註11(ii))	461	5,495	-	-	-	(1,010)	-	-	-	4,946	-	4,946	
Lapse of share option	購股權失效	-	-	-	-	-	(497)	-	-	497	-	-	-	
Disposal of a non-controlling interest of a subsidiary	出售一間附屬公司之非控股權益	-	-	-	-	-	-	-	-	-	-	1,428	1,428	
Acquisition from a non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	-	(2,088)	(2,088)	(7,912)	(10,000)	
At 30 September 2018 (Unaudited)	於二零一八年九月三十日 (未經審核)	12,242	160,110	153,551	61,545	873	-	1,120	(112)	(106,241)	283,088	2,895	285,983	

Notes (Cont'd)

附註 (續)

10. RESERVES (Continued)

For the nine months ended 30 September 2019

10. 儲備 (續)

截至二零一九年九月三十日
止九個月

		Attributable to owners of the Company 本公司擁有人應佔										
	Share capital	Share premium	Contributed surplus	Capital reserve	PRC statutory reserve	Share options reserve	Foreign currency translation reserve	FVTOCI reserve	Accumulated losses	Sub-total	Attributable to non-controlling interests	Total
	股本	股份溢價	撥入盈餘	資本儲備	中國法定儲備	購股權儲備	外幣換算儲備	按公允價值計入其他全面收益之儲備	累計虧損	小計	非控股權益應佔	合計
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
For the nine months ended 30 September 2019												
At 1 January 2019 (Audited)	12,242	160,109	153,551	61,545	873	-	897	(28,462)	(117,339)	243,416	3,081	246,497
Loss for the period	-	-	-	-	-	-	-	-	(37,370)	(37,370)	(360)	(37,730)
Other comprehensive expense for the period	-	-	-	-	-	-	(642)	(53)	-	(695)	(51)	(746)
Total comprehensive expense for the period	-	-	-	-	-	-	(642)	(53)	(37,370)	(38,065)	(411)	(38,476)
Capital reorganization (note 11(iii))	(10,712)	-	10,712	-	-	-	-	-	-	-	-	-
At 30 September 2019 (Unaudited)	1,530	160,109	164,263	61,545	873	-	255	(28,515)	(154,709)	205,351	2,670	208,021

11. SHARE CAPITAL

11. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 港幣千元
Ordinary shares of HK\$0.01 each	每股港幣0.01元之普通股		
Authorised:	法定:		
At 1 January 2018 and 31 December 2018	於二零一八年一月一日 及二零一八年十二月 三十一日	100,000,000	1,000,000
Share consolidation (Note (iii))	股份合併 (附註(iii))	(87,500,000)	-
Share sub-division (Note (iii))	股份拆細 (附註(iii))	87,500,000	-
At 30 September 2019	於二零一九年九月三十日	100,000,000	1,000,000
Issued and fully paid:	已發行及繳足:		
At 1 January 2018	於二零一八年一月一日	993,596	9,936
Issue of placing shares (Note (i))	發行配售股份 (附註(i))	184,500	1,845
Issue of shares upon exercise of share options (Note (ii))	行使購股權後發行股份 (附註(ii))	46,140	461
At 31 December 2018 and at 1 January 2019	於二零一八年十二月 三十一日及二零一九年 一月一日	1,224,236	12,242
Capital reorganisation (Note(iii))	股本重組 (附註(iii))	(1,071,207)	(10,712)
At 30 September 2019	於二零一九年九月三十日	153,029	1,530

11. SHARE CAPITAL (Continued)

Notes:

(i) Issue of placing shares

On 24 May 2018, the Company completed the placing of an aggregate of 184,500,000 ordinary shares of the Company of HK\$0.01 each to not less than six places through a placing agent at HK\$0.10 per ordinary share. The net proceeds from the placing of shares amounted to approximately HK\$17,585,000.

(ii) Issue of shares upon exercise of share options

During the year ended 31 December 2018, 46,140,000 ordinary shares were issued upon the exercise of share options at an exercise price HK\$0.1072 per share, giving rise to aggregate net proceeds of approximately HK\$4,946,000.

(iii) Capital Reorganisation

Pursuant to a special general meeting held on 27 May 2019, the special resolution approving the capital reorganisation comprising the share consolidation, the capital reduction and the share sub-division was duly passed by way of poll and took effect on 28 May 2019.

11. 股本 (續)

附註：

(i) 發行配售股份

於二零一八年五月二十四日，本公司通過配售代理向不少於六名承配人按每股普通股港幣0.10元之價格，完成配售合共184,500,000股本公司每股面值港幣0.01元之普通股。配售股份所得款項淨額約為港幣17,585,000元。

(ii) 行使購股權後發行股份

於截至二零一八年十二月三十一日止年度，46,140,000股普通股於以行使價每股港幣0.1072元行使購股權時發行，所產生之所得款項淨額總額約為港幣4,946,000元。

(iii) 股本重組

根據於二零一九年五月二十七日舉行之股東特別大會，批准股本重組（包括股份合併、股本削減及股份拆細）之特別決議案以投票表決方式獲正式通過，並於二零一九年五月二十八日生效。

11. SHARE CAPITAL (Continued)

Notes: (Continued)

(iii) Capital Reorganisation (Continued)

The capital reorganisation involved,

(1) Share Consolidation

Every 8 issued and unissued then existing shares of par value of HK\$0.01 each in the share capital of the Company were consolidated into 1 consolidated share of par value of HK\$0.08 each.

(2) Capital Reduction

The par value of each of the then issued consolidated shares were reduced from HK\$0.08 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$0.07 on each of the then issued consolidated shares, the credits arising from (a) such reduction of the paid up capital; and (b) the cancellation of any fractional consolidated share in the issued share capital of the Company which may arise from the share consolidation, which together, amount to approximately HK\$10,712,000, were credited to the contributed surplus account of the Company.

(3) Share Sub-division

Each of the then authorised but unissued consolidated shares of par value of HK\$0.08 each was sub-divided into 8 new shares of par value of HK\$0.01 each.

11. 股本(續)

附註:(續)

(iii) 股本重組(續)

股本重組包括:

(1) 股份合併

本公司股本中每8股每股面值港幣0.01元之已發行及未發行當時既有股份被合併為1股每股面值港幣0.08元之合併股份。

(2) 股本削減

透過註銷本公司繳足股本(以每股當時已發行合併股份港幣0.07元為限),將每股當時已發行合併股份之面值由港幣0.08元削減至港幣0.01元,因(a)該削減已繳足股本;及(b)註銷因股份合併而可能產生之本公司已發行股本中任何零碎合併股份產生之進賬合共約港幣10,712,000元計入本公司繳入盈餘賬。

(3) 股份拆細

每股面值港幣0.08元之當時法定但未發行合併股份分拆為8股每股面值港幣0.01元之新股份。

**12. ACQUISITION/DISPOSAL OF
SUBSIDIARIES AND BUSINESS
COMBINATION**

**(a) Acquisition of Wala Wala Limited
("Wala Wala")**

During the period, the Group acquired 100% equity interest in Wala Wala and a shareholder's loan at an aggregate cash consideration of HK\$2,300,000. Wala Wala is a company incorporated in Hong Kong with limited liability and is the lessee of the lease, on which the leased property is used for carrying on the business of operating a restaurant serving Japanese cuisine in Hong Kong.

**12. 收購／出售附屬公司及
業務合併**

**(a) 收購華拉華拉有限公司
〔「華拉華拉」〕**

期內，本集團收購華拉華拉之全部股權及一項股東貸款，合共現金代價為港幣2,300,000元。華拉華拉為一間於香港註冊成立的有限公司，且為租賃的承租人，有關租賃物業用作開展經營在香港供應日本料理的餐廳的業務。

**12. ACQUISITION/DISPOSAL OF
SUBSIDIARIES AND BUSINESS
COMBINATION (Continued)**

**(a) Acquisition of Wala Wala Limited
("Wala Wala") (Continued)**

The fair value of identifiable assets and liabilities at the date of acquisition is as follows:

**12. 收購／出售附屬公司及
業務合併(續)**

**(a) 收購華拉華拉有限公司
("華拉華拉")(續)**

於收購日期，可識別資產及負債之公允價值如下：

		HK\$'000 港幣千元 (unaudited) (未經審核)
Property, plant and equipment	物業、廠房及設備	3,261
Accounts receivables	應收賬款	10
Inventories	存貨	100
Deposits, prepayments and other receivables	按金、預付款及其他應收款項	1,414
Accruals and other payables	應計費用及其他應付款項	(582)
Shareholder's loan	股東貸款	(4,754)
Total net liabilities	負債淨值總額	(551)
Consideration satisfied by:	支付代價之方式：	
Cash paid	已付現金	2,300
Gain on bargain purchase	議價收購收益	
Consideration	代價	2,300
Less: Shareholder's loan acquired	減：所收購的股東貸款	(4,754)
Add: Net liabilities acquired	加：所收購的負債淨值	551
Gain on bargain purchase	議價收購收益	(1,903)

**12. ACQUISITION/DISPOSAL OF
SUBSIDIARIES AND BUSINESS
COMBINATION** *(Continued)*

**(b) Acquisition of Belicious (HK)
Limited (“Belicious”)**

On 20 April 2018, the Group acquired 100% equity interest in Belicious at a cash consideration of HK\$23,000,000. Belicious is a company incorporated in Hong Kong with limited liability and is principally engaged in the distribution of imported craft beer in Hong Kong and the PRC. Please refer to the announcements of the Company dated 9 February 2018, 29 March 2018 and 20 April 2018 for details.

**12. 收購／出售附屬公司及
業務合併 (續)**

**(b) 收購比利時手工啤酒有
限公司 (「比利時手工
啤酒」)**

於二零一八年四月二十日，本集團收購比利時手工啤酒之全部股權，現金代價為港幣23,000,000元。比利時手工啤酒為一間於香港註冊成立的有限公司，主要於香港及中國從事分銷進口精釀啤酒。有關詳情請參閱本公司日期為二零一八年二月九日、二零一八年三月二十九日及二零一八年四月二十日之公告。

12. ACQUISITION/DISPOSAL OF SUBSIDIARIES AND BUSINESS COMBINATION *(Continued)*

(b) **Acquisition of Belicious (HK) Limited (“Belicious”)** *(Continued)*

The fair value of identifiable assets and liabilities at the date of acquisition is as follows:

12. 收購／出售附屬公司及業務合併 (續)

(b) **收購比利時手工啤酒有限公司(「比利時手工啤酒」)** (續)

於收購日期，可識別資產及負債之公允價值如下：

		HK\$'000 港幣千元 (Audited) (經審核)
Property, plant and equipment	物業、廠房及設備	198
Inventories	存貨	1,787
Trade receivables	應收賬款	2,259
Deposits, prepayments and other receivables	按金、預付款及 其他應收款項	202
Cash and cash equivalents	現金及現金等值項目	3,496
Trade and other payables	應付賬款及其他應付款項	(4,869)
Total net assets	資產淨值總額	3,073
Consideration satisfied by:	支付代價之方式：	
Cash paid	已付現金	23,000
Less: Assignment of shareholder's loan	減：轉讓股東貸款	(1,519)
		21,481
Goodwill arising on acquisition	收購產生之商譽	
Consideration	代價	21,481
Less: Net assets acquired	減：所收購的資產淨值	(3,073)
Goodwill	商譽	18,408

12. ACQUISITION/DISPOSAL OF
SUBSIDIARIES AND BUSINESS
COMBINATION (Continued)

(c) Acquisition of 39% interest in a non-
wholly owned subsidiary

On 21 September 2018, the Group as the purchaser and a company incorporated in the Republic of Seychelles with limited liability as the seller entered into a sale and purchase agreement in relation to the acquisition of 39% of the issued shares, of Tony China Limited (“**Tony China**”) at a consideration of HK\$10,000,000. Prior to the acquisition, Tony China was a non-wholly owned subsidiary of the Company, as to 51% held by the Company and as to 49% held by the seller.

12. 收購／出售附屬公司及
業務合併(續)

(c) 收購非全資附屬公司
39%權益

於二零一八年九月二十一日，本集團(作為買方)與一間於塞舌爾共和國註冊成立的有限公司(作為賣方)訂立買賣協議，內容有關以港幣10,000,000元之代價收購東利中國有限公司(「東利中國」)39%已發行股份。於收購事項之前，東利中國為本公司之非全資附屬公司，由本公司及賣方分別持有51%及49%權益。

12. ACQUISITION/DISPOSAL OF
SUBSIDIARIES AND BUSINESS
COMBINATION (Continued)

(c) Acquisition of 39% interest in a non-
wholly owned subsidiary (Continued)

Tony China is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. It is the holding company of three PRC subsidiaries (collectively known as the “**Tony China Group**”). The Tony China Group is principally engaged in the manufacturing and distribution of feedstock products and related activities. The completion of the acquisition took place on 28 September 2018 upon which the Company now holds 90% of the issued shares of the Tony China and the seller holds the remaining 10% of the issued shares of the Tony China. Each of the members of the Tony China Group remain to be a non-wholly owned subsidiary of the Company.

12. 收購／出售附屬公司及
業務合併(續)

(c) 收購非全資附屬公司
39%權益(續)

東利中國為一間於香港註冊成立的有限公司，主要從事投資控股，為三間中國附屬公司的控股公司（統稱為「**東利中國集團**」）。東利中國集團主要從事生產及分銷飼料產品及相關業務。收購事項於二零一八年九月二十八日完成，其後本公司現持有東利中國已發行股份之90%，而賣方持有東利中國已發行股份餘下的10%。東利中國集團各成員公司仍為本公司之非全資附屬公司。

12. ACQUISITION/DISPOSAL OF SUBSIDIARIES AND BUSINESS COMBINATION (Continued)

(c) Acquisition of 39% interest in a non-wholly owned subsidiary (Continued)

The effect of changes in the ownership interest of Tony China Group on the equity attributable to owners of the Company during the year ended 31 December 2018 was summarised as follows:

		HK\$'000 港幣千元 (Audited) (經審核)
Carrying amount of non-controlling interest acquired 已收購之非控股權益賬面值		8,969
Consideration:	代價:	
Settlement of other receivables	結算其他應收款項	4,600
Consideration paid to non-controlling interest	向非控股權益支付之代價	5,400
		10,000
Excess of consideration paid recognised in accumulated losses within equity	於權益的累計虧損中確認的超額已付代價	(1,031)

(d) Acquisition of Nobel Education Organisation Limited (“Nobel Education”)

On 8 October 2018, the Group acquired 51% equity interest in Nobel Education at a cash consideration of HK\$3,000,000. Nobel Education is a company incorporated in Hong Kong with limited liability and principally engaged in provision of kindergarten and pre-school education services.

12. 收購／出售附屬公司及業務合併(續)

(c) 收購非全資附屬公司 39% 權益 (續)

於截至二零一八年十二月三十一日止年度，東利中國集團的所有者權益變動對本公司擁有人應佔權益的影響概述如下：

		HK\$'000 港幣千元 (Audited) (經審核)
Carrying amount of non-controlling interest acquired 已收購之非控股權益賬面值		8,969
Consideration:	代價:	
Settlement of other receivables	結算其他應收款項	4,600
Consideration paid to non-controlling interest	向非控股權益支付之代價	5,400
		10,000
Excess of consideration paid recognised in accumulated losses within equity	於權益的累計虧損中確認的超額已付代價	(1,031)

(d) 收購樂沛兒教育機構有限公司(「樂沛兒教育」)

於二零一八年十月八日，本集團收購樂沛兒教育的51%股權，現金代價為港幣3,000,000元。樂沛兒教育為一間於香港註冊成立的有限公司，主要從事提供幼稚園及學前教育服務。

12. ACQUISITION/DISPOSAL OF SUBSIDIARIES AND BUSINESS COMBINATION *(Continued)*

(d) Acquisition of Nobel Education Organisation Limited (“Nobel Education”) *(Continued)*

The fair value of identifiable assets and liabilities at the date of acquisition is as follows:

12. 收購／出售附屬公司及業務合併 (續)

(d) 收購樂沛兒教育機構有限公司(「樂沛兒教育」) (續)

可識別資產及負債於收購日期之公允價值如下：

		HK\$'000 港幣千元 (Audited) (經審核)
Property, plant and equipment	物業、廠房及設備	330
Deposits, prepayments and other receivables	按金、預付款及其他應收款項	920
Cash and cash equivalents	現金及現金等值項目	3,308
Trade and other payables	應付賬款及其他應付款項	(2,190)
Total net assets	資產淨值總額	2,368
Consideration satisfied by:	支付代價之方式：	
Cash paid	已付現金	3,000
Less: Cash and cash equivalents	減：現金及現金等值項目	(3,308)
		(308)
Goodwill arising on acquisition	收購產生之商譽	
Consideration	代價	3,000
Add: Non-controlling interests	加：非控股權益	1,160
Less: Net assets acquired	減：所收購的資產淨值	(2,368)
Goodwill	商譽	1,792

**12. ACQUISITION/DISPOSAL OF
SUBSIDIARIES AND BUSINESS
COMBINATION (Continued)**

**(e) Acquisition of Hamayaki (HK)
Limited (“Hamayaki”) and the
related business of operation of
restaurants**

On 16 October 2018, the Group acquired 100% equity interest in Hamayaki and a shareholder's loan at an aggregate cash consideration of HK\$813,200. Hamayaki is a company incorporated in Hong Kong with limited liability and is an investment holding company. The Group also acquired the business operation of two restaurants serving Japanese cuisine in Hong Kong including the rights and assets agreed to be sold in the transfer of business agreement at a cash consideration of HK\$1,986,800. Hamayaki is the lessee of the leases, on which the leased properties are used for carrying on the business of operating the two restaurants acquired.

**12. 收購／出售附屬公司及
業務合併 (續)**

**(e) 收購Hamayaki (HK)
Limited (「Hamayaki」)
及經營餐廳的相關業務**

於二零一八年十月十六日，本集團收購Hamayaki之全部股權及一項股東貸款，合共現金代價為港幣813,200元。Hamayaki為一間於香港註冊成立的有限公司，且為投資控股有限公司。本集團亦收購兩間在香港供應日本料理的餐廳的業務（包括於轉讓業務協議中同意出售的權利及資產），現金代價為港幣1,986,800元。Hamayaki為租賃的承租人，有關租賃物業用作開展經營所收購兩間餐廳的業務。

12. ACQUISITION/DISPOSAL OF SUBSIDIARIES AND BUSINESS COMBINATION *(Continued)*

(e) **Acquisition of Hamayaki (HK) Limited (“Hamayaki”) and the related business of operation of restaurants** *(Continued)*

The fair value of identifiable assets and liabilities at the date of acquisition is as follows:

		HK\$'000 港幣千元 (Audited) (經審核)
Property, plant and equipment	物業、廠房及設備	1,985
Inventories	存貨	2
Deposits, prepayments and other receivables	按金、預付款及其他應收款項	813
Shareholder's loan	股東貸款	(822)
Total net assets	資產淨值總額	1,978
Consideration satisfied by:	支付代價之方式:	
Cash paid	已付現金	2,800
Goodwill arising on acquisition	收購產生之商譽	
Consideration	代價	2,800
Less: Shareholder's loan acquired	減: 所收購的股東貸款	(822)
Less: Net assets acquired	減: 所收購的資產淨值	(1,978)
Goodwill	商譽	-

12. 收購／出售附屬公司及業務合併(續)

(e) **收購Hamayaki (HK) Limited (「Hamayaki」) 及經營餐廳的相關業務(續)**

於收購日期，可識別資產及負債之公允價值如下：

12. ACQUISITION/DISPOSAL OF SUBSIDIARIES AND BUSINESS COMBINATION *(Continued)*

(f) **Disposal of Broad Sound Enterprise Limited (“Broad Sound”)**

During the Period, City Ally Holdings Limited (“City Ally”), a direct wholly owned subsidiary of the Company, as seller, and an independent third party as purchaser completed the disposal by City Ally of its 100% equity interest in Broad Sound to the purchaser, at an aggregate cash consideration of HK\$2,300,000.

The assets, liabilities and loss on disposal of Broad Sound as at the date of disposal are as follows:

		HK\$'000 港幣千元 (Unaudited) (未經審核)
Loan receivables	應收貸款	2,296
Cash and cash equivalents	現金及現金等值項目	3
Total net assets	資產淨值總額	2,299
		HK\$'000 港幣千元 (Unaudited) (未經審核)
Gain arising on disposal	出售事項產生之收益	
Consideration	代價	2,300
Less: Net assets disposed	減：已出售之資產淨值	(2,299)
Gain on disposal	出售事項之收益	1

12. 收購／出售附屬公司及業務合併 (續)

(f) **出售Broad Sound Enterprise Limited (「Broad Sound」)**

期內，本公司之直接全資附屬公司聯城控股有限公司（「聯城」，作為賣方）與獨立第三方（作為買方）完成聯城出售其於Broad Sound之全部股權予買方，總現金代價為港幣2,300,000元。

Broad Sound於出售日期的資產、負債及出售事項之虧損如下：

12. ACQUISITION/DISPOSAL OF
SUBSIDIARIES AND BUSINESS
COMBINATION (Continued)

(g) Disposal of Treasure Easy Limited

On 31 January 2018, Rich Sheen International Limited (“**Rich Sheen**”), an indirect wholly-owned subsidiary of the Company, as seller, and Mr. Li Ho Kwong, a substantial shareholder and director of Treasure Easy Limited (“**Treasure Easy**”), as purchaser, completed the disposal by Rich Sheen of its 51% equity interest in Treasure Easy and the entire shareholder’s loan owing by Treasure Easy to Rich Sheen as at 31 January 2018 to the purchaser, at an aggregate cash consideration of HK\$20,000 as Treasure Easy was at a net liability position as of that date.

12. 收購／出售附屬公司及
業務合併(續)

(g) 出售Treasure Easy
Limited

於二零一八年一月三十一日，本公司之間接全資附屬公司富星國際有限公司(「富星」，作為賣方)與Treasure Easy Limited(「**Treasure Easy**」)的主要股東兼董事李鎬光先生(作為買方)完成出售事項，富星已出售其於Treasure Easy的51%股權及於二零一八年一月三十一日Treasure Easy結欠富星的全部股東貸款予買方，總現金代價為港幣20,000元，原因是Treasure Easy於該日期處於負債淨額狀態。

12. ACQUISITION/DISPOSAL OF SUBSIDIARIES AND BUSINESS COMBINATION *(Continued)*

(g) Disposal of Treasure Easy Limited
(Continued)

The assets, liabilities and loss on disposal of Treasure Easy as at the date of disposal are as follows:

		HK\$'000 港幣千元 (Audited) (經審核)
Deposits, prepayments and other receivables	按金、預付款及其他應收款項	198
Trade and other payable	應付賬款及其他應付款項	(1,298)
Shareholder's loan	股東貸款	(1,814)
Net liabilities	負債淨額	(2,914)

		HK\$'000 港幣千元 (Audited) (經審核)
Loss arising on disposal	出售事項產生之虧損	
Consideration	代價	20
Non-controlling interests	非控股權益	(1,428)
Shareholder's loan disposed	已出售之股東貸款	(1,814)
Add: Net liabilities disposed	加：已出售之負債淨額	2,914
Loss on disposal	出售事項之虧損	(308)

12. 收購／出售附屬公司及業務合併(續)

(g) 出售Treasure Easy Limited(續)

Treasure Easy於出售日期的資產、負債及出售事項之虧損如下：

FINANCIAL AND BUSINESS REVIEW

The Company recorded a net loss attributable to owners of the Company of approximately HK\$37,370,000 for the nine months ended 30 September 2019 (“Period”) (30 September 2018: HK\$14,453,000). This was mainly attributable to the combined effect of: (i) increase in loss in the food and beverage segment as a result of expense increased in the development of such business segment; (ii) loss as a result of impairment loss on loan and interest receivable of approximately HK\$6,188,000 in the money lending business; (iii) a record in loss from changes in fair value of financial asset through profit or loss of approximately HK\$5,079,000; and (iv) decrease in sale of feedstock products resulting from the continuous outbreak of the swine fever in various provinces and regions in the PRC.

Revenue of the Group for the Period increased by approximately 62.1% to approximately HK\$73,489,000 (30 September 2018: HK\$45,340,000). Gross profit of the Group amounted to approximately HK\$42,531,000 (30 September 2018: HK\$14,741,000). The revenue for the Period comprised the sales of alcoholic beverage amounting to approximately HK\$3,304,000 (30 September 2018: HK\$4,902,000), dividend income from listed equity investments amounting to approximately HK\$64,000 (30 September 2018: HK\$95,000), revenue from food and beverage business amounting to approximately HK\$44,127,000 (30 September 2018: HK\$2,795,000), loan interest income amounting to approximately HK\$6,867,000 (30 September 2018: HK\$8,209,000), provision of children education services amounting to approximately HK\$3,637,000 (30 September 2018: Nil), provision of financial services amounting to approximately HK\$1,531,000 (30 September 2018: HK\$1,789,000), and sales of feedstock products amounting to approximately HK\$13,959,000 (30 September 2018: HK\$27,550,000).

財務及業務回顧

本公司於截至二零一九年九月三十日止九個月（「期內」）錄得本公司擁有人應佔虧損淨額約港幣37,370,000元（二零一八年九月三十日：港幣14,453,000元）。此乃主要由於以下各項的綜合影響所致：(i) 食品及飲料分部虧損增加，原因是該業務分部發展而開支增加；(ii) 放債業務中應收貸款及利息減值虧損約港幣6,188,000元，故錄得虧損；(iii) 錄得計入損益之金融資產之公允價值變動虧損約港幣5,079,000元；及(iv) 中國多個省份及地區持續爆發豬瘟導致飼料產品銷售減少。

期內，本集團收入增加約62.1%至約港幣73,489,000元（二零一八年九月三十日：港幣45,340,000元）。本集團毛利約為港幣42,531,000元（二零一八年九月三十日：港幣14,741,000元）。期內收入包括酒精飲品銷售約港幣3,304,000元（二零一八年九月三十日：港幣4,902,000元）、上市股本投資之股息收入約港幣64,000元（二零一八年九月三十日：港幣95,000元）、食品及飲料業務收入約港幣44,127,000元（二零一八年九月三十日：港幣2,795,000元）、貸款利息收入約港幣6,867,000元（二零一八年九月三十日：港幣8,209,000元）、提供兒童教育服務約港幣3,637,000元（二零一八年九月三十日：無）、提供金融服務約港幣1,531,000元（二零一八年九月三十日：港幣1,789,000元）以及銷售飼料產品約港幣13,959,000元（二零一八年九月三十日：港幣27,550,000元）。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

FINANCIAL AND BUSINESS REVIEW (Continued)

General and administrative expenses for the Period amounted to approximately HK\$73,118,000 (30 September 2018: HK\$26,046,000). The increase was mainly due to inclusion of operating expenses of newly acquired business in the food and beverage business segment and the provision of children education services segment and the administrative expenses of the Group upon the completion of their respective acquisitions last year.

Alcoholic Beverage Distribution Business

Aiming to diversify the business profile of the Group, Eternal Code Holdings Limited (“**Eternal Code**”), a wholly-owned subsidiary of the Group, as the purchaser, Nice Fund Limited, a company incorporated in Hong Kong as the seller, and the ultimate beneficial owners of the entire issued share capital of Belicious (“**Sales Shares**”) and the directors of Belicious, as the guarantors, entered into a memorandum of understanding on 9 February 2018, and further entered into the sale and purchase agreement on 29 March 2018, in relation to the acquisition of (i) the Sale Shares; and (ii) the sale debts representing the entire shareholder’s loan owing by Belicious to the seller at completion, at an aggregate cash consideration of HK\$23 million. According to the terms of the sale and purchase agreement, Nice Fund Limited and the guarantors guaranteed to Eternal Code that the average of the audited net profit after tax for each of the year ended of 2018, 2019 and 2020 shall not be less than HK\$3,000,000. Following the signing of the supplemental agreement on 20 April 2018, completion of the acquisition took place and Belicious becomes a wholly-owned subsidiary of the Group, and therefore its financial results is consolidated into the consolidated financial statements of the Group.

財務及業務回顧 (續)

期內，一般及行政開支約港幣73,118,000元（二零一八年九月三十日：港幣26,046,000元）。該增加乃主要由於食品及飲料業務分部及提供兒童教育服務分部中新收購業務的經營開支及行政開支於去年各項收購完成後納入本集團。

酒精飲品分銷業務

為多元化本集團的業務組合，於二零一八年二月九日，恆捷控股有限公司（「**恆捷**」）（本集團一間全資附屬公司（作為買方）），妙銀有限公司（一間於香港註冊成立之公司（作為賣方）），以及比利時手工啤酒之全部已發行股本（「**待售股份**」）的最終實益擁有人及比利時手工啤酒董事（作為擔保人），訂立諒解備忘錄並於二零一八年三月二十九日進一步訂立買賣協議，內容有關收購(i)待售股份；及(ii)待售債務，為比利時手工啤酒於完成時負欠賣方之全部股東貸款，總現金代價為港幣23,000,000元。根據買賣協議的條款，妙銀有限公司及擔保人向恆捷保證，於截至二零一八年、二零一九年及二零二零年止年度各年，經審核除稅後純利平均數將不少於港幣3,000,000元。收購事項於二零一八年四月二十日簽訂補充協議後完成，而比利時手工啤酒成為本集團一間全資附屬公司，因此其財務業績將併入本集團綜合財務報表。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

FINANCIAL AND BUSINESS REVIEW

(Continued)

Alcoholic Beverage Distribution Business

(Continued)

Belicious is principally engaged in distribution of imported craft beer in Hong Kong and the PRC. It is expected to have a positive impact on the operations, financial results and profitability of the Group. During the Period, revenue from the distribution of alcoholic beverage business is approximately HK\$3,304,000 (30 September 2018: HK\$4,902,000).

Securities Investment Business

The Group's diversified securities investment portfolios cover bonds that are quoted in an active market and equity investment in listed and non-listed companies, in order to diversify its investment portfolios and increase returns to shareholders. The financial assets at fair value through profit or loss held by the Group were shares of listed companies in Hong Kong.

The Directors consider an investment in listed securities with a carrying value of 5% or more of the net asset value of the Group as at a balance sheet date as significant investments (“**Significant Investments**”). As at 30 September 2019, the Company did not hold any Significant Investments.

財務及業務回顧 (續)

酒精飲品分銷業務 (續)

比利時手工啤酒的主營業務為於香港及中國從事分銷進口精釀啤酒。預期此將對本集團的經營、財務業績及盈利能力產生積極影響。期內，來自分銷酒精飲品業務之收入約為港幣3,304,000元（二零一八年九月三十日：港幣4,902,000元）。

證券投資業務

為使投資組合更多元化並提升股東回報，本集團之多元化證券投資組合涵蓋於活躍市場報價之債券及於上市及非上市公司之股本投資。本集團持有之所有按公允價值計入損益之金融資產均為香港上市公司股份。

董事認為賬面值佔本集團於結算日的資產淨值5%或以上的上市證券投資屬於重大投資（「**重大投資**」）。於二零一九年九月三十日，本公司並無持有任何重大投資。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

FINANCIAL AND BUSINESS REVIEW

(Continued)

Securities Investment Business *(Continued)*

During the Period, the Group recorded loss from the changes in fair value of financial assets through profit or loss of approximately HK\$5,079,000 (30 September 2018: HK\$2,819,000).

The Board expects that performance of the securities investment business will be able to contribute positive returns for the Group in the near future. The Board will continue to closely monitor the performance of the securities in order to mitigate potential financial risks.

Food and Beverage Business

During the Period, revenue from food and beverage business through operating of nine restaurants serving Japanese cuisine, Italian food, Thai food and Hong Kong local food in Hong Kong and Singapore amounted to approximately HK\$44,127,000 (30 September 2018: HK\$2,795,000).

The Group is optimistic about the food and beverage market in particular the potential in Japanese-style, Italian style and Asian style restaurants for development and hopes to generate higher returns for shareholders by mapping out a business strategy for expansion in a flexible and prudent approach.

財務及業務回顧 (續)

證券投資業務 (續)

期內，本集團錄得計入損益之金融資產之公允價值變動虧損約港幣5,079,000元（二零一八年九月三十日：港幣2,819,000元）。

董事會預期，證券投資業務的表現能於不久將來為本集團貢獻正面回報。董事會將繼續密切監察證券表現，以減輕潛在金融風險。

食品及飲料業務

期內，透過於香港及新加坡經營九間供應日本料理、意大利食品、泰國菜及香港當地食物的餐廳的食品及飲料業務之收入約為港幣44,127,000元（二零一八年九月三十日：港幣2,795,000元）。

本集團對有關食品及飲料市場，尤其就日式、意式及亞洲風格餐廳之發展潛力持樂觀態度，並希望透過制定業務策略，以靈活謹慎方法拓展，為股東帶來更高回報。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

FINANCIAL AND BUSINESS REVIEW

(Continued)

Money Lending Business

During the Period, the Group used its surplus liquidity to fund its money lending business through its wholly-owned subsidiaries, Way Union Finance Limited and Delight Sky Finance Limited and the loan interest income under this business segment amounted to approximately HK\$6,867,000 during the Period (30 September 2018: HK\$8,209,000). Interest of the loans receivable were charged at rates ranging from 5% to 24% (30 September 2018: 5% to 24%) per annum during the Period.

Impairment loss of loans and interest receivables of approximately HK\$6,188,000 was made on the Group's money lending business for the Period. The impairment was made after considering the recoverability of the loan and the related interest.

財務及業務回顧 (續)

放債業務

期內，本集團動用盈餘資金，透過全資附屬公司偉聯財務有限公司及喜天財務有限公司為其放債業務提供資金。期內該業務分部的貸款利息收入約為港幣6,867,000元（二零一八年九月三十日：港幣8,209,000元）。期內應收貸款之年利率介乎5%至24%（二零一八年九月三十日：5%至24%）。

期內，已就本集團之放債業務作出應收貸款及利息之減值虧損約港幣6,188,000元。該減值乃經考慮貸款及相關利息之回收性後作出。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

FINANCIAL AND BUSINESS REVIEW

(Continued)

Provision of Children Education Services

On 8 October 2018, the Group entered into the subscription agreement with Nobel Education Organisation Limited (“Nobel”), to subscribe for 51% of the enlarged issued share capital of Nobel at HK\$3,000,000 in cash. The Directors are of the view that the education services market in particular in the kindergarten and pre-school education business will have good potential for growth in Hong Kong. The Directors believe the acquisition represented a good opportunity for the Group to enter the kindergarten and pre-school education-related service business. Through the acquisition, the Group would be able to acquire the requisite expertise, knowledge and connections without having to invest heavily or incur substantial costs in adapting to and exploration of the new market. During the Period, revenue from the provision of children education services amounted to approximately HK\$3,637,000 (30 September 2018: Nil).

Financial Services Business

During the Period, revenue from external customers of China Demeter Securities Limited (“CD Securities”) amounted to approximately HK\$1,531,000 (30 September 2018: HK\$1,789,000). CD Securities is a wholly-owned subsidiary of the Group, principally engaged in advising on securities and dealing in securities and asset management and is a licensed corporation in Hong Kong to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“SFO”).

財務及業務回顧 (續)

提供孩童教育服務

於二零一八年十月八日，本集團與樂沛兒教育機構有限公司（「樂沛兒」）訂立認購協議，以現金港幣3,000,000元認購樂沛兒51%的經擴大已發行股本。董事認為，教育服務市場（尤其是幼稚園及學前教育業務）將於香港擁有良好的增長潛力。董事相信，收購事項代表著本集團踏入幼稚園及學前教育相關服務的業務的良好機遇。透過收購事項，本集團將能獲取適應及探索新市場所需的專業知識及關係，且無須作出大量投資或產生重大成本。期內，來自提供孩童教育服務之收入約為港幣3,637,000元（二零一八年九月三十日：無）。

金融服務業務

期內，來自國農證券有限公司（「國農證券」）外部客戶之收入約為港幣1,531,000元（二零一八年九月三十日：港幣1,789,000元）。國農證券為本集團之全資附屬公司（主要從事就證券提供意見及證券交易以及資產管理）以及根據香港法例第571章證券及期貨條例（「證券及期貨條例」）進行第1類（證券交易）、第4類（就證券提供意見）及第9類（提供資產管理）受規管活動之香港持牌法團。

FINANCIAL AND BUSINESS REVIEW

(Continued)

Financial Services Business (Continued)

In late June 2017, there was a sharp decline in the share price of certain stocks held by CD Securities as collateral for its margin clients (“**June 2017 Incident**”). As a result of the June 2017 Incident, a number of CD Securities’ accounts receivable arising from margin financing business became undercollateralised. Following the June 2017 Incident and the deterioration of CD Securities’ margin loans during and after the June 2017 Incident, CD Securities received a letter from the Securities and Futures Commission (“**SFC**”), wherein the SFC, among other things, had raised concern about certain issues on CD Securities’ margin loan operations and requirements under the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (“**Code of Conduct**”). In such connection, the SFC had instructed CD Securities to temporarily refrain from providing further margin lending to its clients and refine its margin financing policy. In late October 2018, CD Securities has reinforced control measures to ensure compliance with its revised internal control policies and procedure for its securities margin financing activities and the Code of Conduct and CD Securities has resumed its securities margin lending business during the Period.

財務及業務回顧 (續)

金融服務業務 (續)

於二零一七年六月底，國農證券為其保證金客戶持作抵押品的若干股票之股價大幅下跌（「二零一七年六月事件」）。由於二零一七年六月事件，國農證券的多筆來自保證金融資業務之應收賬款變得抵押不足。於二零一七年六月事件後及因國農證券保證金貸款於二零一七年六月事件期間及之後惡化，國農證券接獲證券及期貨事務監察委員會（「**證監會**」）之函件，函件載述（其中包括）證監會對國農證券保證金貸款業務以及證券及期貨事務監察委員會持牌人或註冊人操守準則（「**操守準則**」）的規定的若干問題提出關注。就此，證監會已指示國農證券暫時不得向其客戶提供進一步的保證金放款並完善其保證金貸款政策。於二零一八年十月底，國農證券已加強監控措施，確保符合其有關證券保證金融資活動之經修訂內部監控政策及程序以及行為守則及期內國農證券已恢復其證券保證金貸款業務。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

FINANCIAL AND BUSINESS REVIEW

(Continued)

Financial Services Business *(Continued)*

The Group will strengthen its internal control policy and take a prudent approach to develop the securities brokerage and margin financing business to reduce the credit risk from the margin clients.

Agriculture Business

Revenue of the feedstock product business for the Period was approximately HK\$13,959,000 (30 September 2018: HK\$27,550,000), representing a decrease of approximately HK\$13,591,000 as compared with the same period last year, which was mainly attributable to the swine fever occurred in late 2018 in the PRC which led to a decrease in the sales of feedstock product accordingly. The continuous outbreak of the swine fever in various provinces and regions in the PRC has contributed to a disruption of the upstream side and downstream side of the PRC pork supply chain and the swine market, and has resulted in a significant decrease in demand for the Group's feedstock products.

財務及業務回顧 (續)

金融服務業務 (續)

本集團將強化其內部監控政策及審慎發展證券經紀及保證金融資業務，以降低來自保證金客戶的信貸風險。

農業業務

期內飼料產品業務的收入約為港幣13,959,000元(二零一八年九月三十日：港幣27,550,000元)，較去年同期減少約港幣13,591,000元，主要由於中國二零一八年末爆發的豬瘟使飼料產品銷售量相應下降。中國多個省份及地區持續爆發豬瘟已導致中國豬肉供應鏈及生豬市場的上游及下游中斷，因此，對本集團飼料產品的需求大幅減少。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

INVESTMENTS IN A JOINT VENTURE

The joint venture is currently engaged in investing in the business of operating restaurants, cafes and takeaway outlets in Singapore. During the Period, the Group recorded the share of loss of a joint venture of approximately HK\$1,626,000 (30 September 2018: HK\$1,199,000). The loss was mainly attributable to the rising costs of the food ingredients and beverages for operation and related staff costs. The Group will closely monitor the development of the joint venture and adjust its business strategy according to the market conditions to cater to market needs.

INVESTMENTS IN AN UNLISTED INVESTMENT FUND

East Gain Enterprise Limited (“**East Gain**”), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company, invested in certain non-voting participating redeemable shares (“**Fund Shares**”) of an unlisted investment fund (“**Fund**”) in 2015. On 15 March 2019, East Gain accepted the offer from Convoy Collateral Limited (“**CCL**”), a company incorporated in Hong Kong with limited liability and an independent third party, to purchase the 736.217 Fund Shares held by East Gain at the disposal price of approximately HK\$6.6 million (“**Disposal Price**”), representing the net asset value attributable to the Fund Shares held by East Gain as at 31 December 2017. The Disposal Price is to be settled in cash by 34 monthly instalments from March 2019 to December 2021.

於合營企業之投資

合營企業現於新加坡從事投資經營餐廳、小餐館及外賣店之業務。期內，本集團錄得應佔一間合營企業之虧損約為港幣1,626,000元（二零一八年九月三十日：港幣1,199,000元）。虧損主要由於營運所需的食品原材料及飲料成本及相關員工成本上漲所致。本集團會密切留意合營企業之發展，並因應市況調整業務策略以符合市場需求。

於一間非上市投資基金的投資

東益企業有限公司（「**東益**」）（一間於英屬處女群島註冊成立的有限公司，為本公司的全資附屬公司）已於二零一五年投資於一間非上市投資基金（「**基金**」）的若干無投票權參與可贖回股份（「**基金股份**」）。於二零一九年三月十五日，東益接納康宏財務有限公司（「**康宏財務**」）（一間於香港註冊成立的有限公司，且為獨立第三方）按出售價約港幣6,600,000元（「**出售價**」）認購東益所持有的736.217股基金股份（相當於東益於二零一七年十二月三十一日所持有基金股份之應佔資產淨值）之要約。出售價將於二零一九年三月至二零二一年十二月內按34個月分期付款現金結算。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

INVESTMENTS IN AN UNLISTED INVESTMENT FUND (Continued)

Taking into account (i) the fact that the investment in the Fund has not generated any dividend income for the Group; (ii) the redemption and transfer restrictions; (iii) the constant cash inflow that will be brought by the disposal; and (iv) the declining performance of the Fund, the Group considered that the disposal of the Fund Shares represented a good opportunity for the Group to cash in the uncertainties. For details, please refer to the announcement of the Company dated 15 March 2019.

Completion of the disposal of the Fund Shares is conditional upon the other shareholders of the Fund accepting CCL's offer and East Gain receiving the Disposal Price in full from CCL. On 19 March 2019, East Gain was informed by CCL that all shareholders of the Fund had accepted its offer to purchase.

Up to the date of this report, the instalments of the Disposal Price receivable had been received.

CAPITAL REORGANISATION

Pursuant to a special general meeting held on 27 May 2019, the special resolution approving the Capital Reorganisation comprising the Share Consolidation, the Capital Reduction and the Share Sub-division (each as defined below) was duly passed by way of poll and took effect on 28 May 2019.

於一間非上市投資基金的投資 (續)

經考慮(i)基金投資尚未為本集團帶來任何股息收入的事實；(ii)贖回及轉讓限制；(iii)出售將帶來的穩定現金流入；及(iv)基金表現的下跌，本集團認為，出售基金股份為本集團在不確定性中套現之良機。有關詳情，請參閱本公司於二零一九年三月十五日的公告。

完成出售基金股份須待基金之其他股東接納康宏財務的要約且東益接獲康宏財務的全額出售價方可作實。於二零一九年三月十九日，東益已獲康宏財務知會，所有基金之股東已接納認購之要約。

截至本報告日期，本集團已收到應收出售價的分期付款。

股本重組

根據於二零一九年五月二十七日舉行之股東特別大會，批准股本重組（包括股份合併、股本削減及股份拆細（各自定義見下文））之特別決議案以投票表決方式獲正式通過，並於二零一九年五月二十八日生效。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

CAPITAL REORGANISATION (Continued)

Under the Capital Reorganisation,

- (1) Every 8 issued and unissued shares of HK\$0.01 each in the then existing share capital of the Company was consolidated (“**Share Consolidation**”) into 1 consolidated share of HK\$0.08 each (“**Consolidated Share**”);
- (2) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation was rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;
- (3) the par value of each of the then issued Consolidated Shares was reduced from HK\$0.08 to HK\$0.01 each (“**New Shares**”) by cancelling the paid-up capital of the Company to the extent of HK\$0.07 on each of the then issued Consolidated Shares, such that the par value of each issued Consolidated Share was reduced from HK\$0.08 to HK\$0.01 (together with sub-paragraph (2) above, the “**Capital Reduction**”); the credits arising from (a) such reduction of the paid up capital; and (b) the cancellation of any fractional Consolidated Share which may arise from the Share Consolidation, was transferred to the contributed surplus account of the Company within the meaning of the Company Act 1981 of Bermuda; and

股本重組 (續)

根據股本重組，

- (1) 將每8股本公司當時既有股本中每股港幣0.01元之已發行及未發行股份合併(「**股份合併**」)為1股每股港幣0.08元之合併股份(「**合併股份**」)；
- (2) 緊隨股份併生效後，藉註銷本公司已發行股本中因股份合併而產生之任何零碎股份，將本公司已發行股本中之合併股份總數向下調整至整數；
- (3) 透過註銷本公司繳足股本(以每股當時已發行合併股份港幣0.07元為限)，將每股當時已發行合併股份之面值由每股港幣0.08元削減至港幣0.01元(「**新股份**」)，致使每股當時已發行合併股份的面值由港幣0.08元削減至港幣0.01元(連同上文(2)分段，統稱為「**股本削減**」)；而(a)削減實繳股本；及(b)註銷可能因股份合併而產生之任何零碎合併股份所產生之進賬，轉撥至本公司繳入盈餘賬(定義見一九八一年百慕達公司法)；及

Management Discussion and Analysis (Cont'd) 管理層討論及分析 (續)

CAPITAL REORGANISATION (Continued)

- (4) each of the then authorised but unissued Consolidated Shares of par value of HK\$0.08 each was sub-divided into 8 New Shares of par value of HK\$0.01 each (“**Share Sub-division**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”).

The board lot size for trading in the Shares was changed from 20,000 then existing shares to 10,000 New Shares on the Stock Exchange after completion of the Capital Reorganisation.

PROPOSED ISSUE OF SHARES UNDER THE GENERAL MANDATE

On 3 June 2019, the Company and Yellow River Securities Limited as placing agent entered into a conditional placing agreement pursuant to which the placing agent agreed to place, on a best endeavor basis, up to 30,600,000 placing shares of the Company at the placing price of HK\$0.22 per share under general mandate (“**Placing**”). As disclosed in the announcement of the Company dated 24 June 2019, the conditions precedent under the placing agreement was not fulfilled on or before 24 June 2019, being the long stop date of the placing agreement, the placing agreement has lapsed and the Placing did not proceed.

股本重組 (續)

- (4) 每股面值港幣0.08元之當時法定但未發行合併股份分拆為8股每股面值港幣0.01元之新股份(「**股份拆細**」, 連同股份合併及股本削減統稱為「**股本重組**」)。

於完成股本重組後, 股份於聯交所的每手買賣單位由20,000股當時既有股份更改為10,000股新股份。

建議根據一般授權發行股份

於二零一九年六月三日, 本公司與黃河證券有限公司(作為配售代理)訂立一項有條件配售協議, 據此, 配售代理同意以最大努力原則按配售價每股股份港幣0.22元配售最多30,600,000股本公司根據一般授權發行的配售股份(「**配售事項**」)。誠如本公司日期為二零一九年六月二十四日之公告所披露, 配售協議的先決條件未能於二零一九年六月二十四日(即配售協議的截止日期)或之前達成, 配售協議已經失效及配售事項並未進行。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

PROSPECTS

For the past several months, the food and beverage business are under severe duress from unprecedented challenges on the home front and a slowdown in the global economy. Given the fact that Hong Kong's food and beverage sector has been severely impacted, the Group will adhere to a flexible and prudent approach in food and beverage business development and deploy resources cautiously in order to maintain its overall competitiveness. In addition, it is expected that the loan business will have a steady development this year based on the current market environment and sentiment. The Group remains optimistic about the development potential of Hong Kong's money lending market and take measures accordingly to improve our overall operational efficiency and strengthen our revenue base.

The Group will review the markets for its respective businesses with a forward looking perspective, committing more resources to the business with sustainability potential. Meanwhile, the Group will continue to seek business and investment opportunities with a view to providing growth potential of the Group and bringing higher returns to the shareholders of the Company.

前景

於過去數月，食品及飲料行業承受來自香港本地前所未有的挑戰以及全球經濟放緩的巨大壓力。鑒於香港食品及飲料行業已受到嚴重影響的事實，本集團將堅持以靈活謹慎的方式發展食品及飲料業務及審慎分配資源以維持其整體競爭力。此外，基於現時市場環境及氣氛，預料今年貸款業務的發展穩定。本集團對香港放債市場的發展潛力保持樂觀態度並將採取適當措施，以提升整體營運效益及加強收入基礎。

本集團將以前瞻性的角度審視其相應業務的市場，為具有可持續發展潛力的業務投入更多資源。同時，本集團將繼續尋求業務及投資機遇，藉此為本集團帶來增長空間，並為本公司股東帶來更為豐厚的回報。

Management Discussion and Analysis (Cont'd) 管理層討論及分析 (續)

MATERIAL ACQUISITION AND DISPOSAL

Proposed acquisition of Champ Express Holdings Limited

On 4 January 2019, Amber Talent International Limited (“**Amber Talent**”), an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with an individual (“**Vendor**”), an independent third party, pursuant to which Amber Talent has conditionally agreed to acquire from the Vendor the entire issued share capital of Champ Express Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, at the consideration of HK\$6,800,000. Champ Express Holdings Limited and its subsidiaries (“**Champ Express Group**”) are principally engaged in the research and development of Chinese patented medicine products. After taking into account of commercial considerations, in particular, that sufficient documents and/or information have not been provided to the Group to carry out and complete the due diligence of the Champ Express Group to its satisfaction, on 7 March 2019, the Vendor and Amber Talent entered into a termination agreement whereby the parties have mutually agreed to terminate the sale and purchase agreement with effect from the date of such termination agreement and upon termination, no party to the sale and purchase agreement shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the sale and purchase agreement save for any antecedent breaches and accrued benefits.

重大收購及出售

建議收購 Champ Express Holdings Limited

於二零一九年一月四日，珀天國際有限公司（「**珀天國際**」，本公司一間間接全資附屬公司）與一名個別人士（「**賣方**」，獨立第三方）訂立買賣協議，據此，珀天國際有條件同意向賣方收購 Champ Express Holdings Limited（一間於英屬處女群島註冊成立的有限公司）的全部已發行股本，代價為港幣6,800,000元。Champ Express Holdings Limited及其附屬公司（「**Champ Express集團**」）主要從事中成藥產品研究及開發。考慮到商業因素，尤其是本集團未獲提供足夠的文件及／或資料以開展及完成對 Champ Express集團的盡職審查以令本集團信納，於二零一九年三月七日，賣方與珀天國際訂立終止協議，據此，雙方已相互協定終止買賣協議，自該終止協議日期起生效，且於終止後，買賣協議的任何一方不得就因買賣協議而導致或與其相關的任何事宜或事項向另一方提出任何申索，惟任何先前違反及累計利益除外。

Management Discussion and Analysis (Cont'd)

管理層討論及分析 (續)

MATERIAL ACQUISITION AND DISPOSAL (Continued)

Disposal of investments in an unlisted investment fund

On 15 March 2019, East Gain accepted the offer from CCL, an independent third party, to purchase 736.217 Fund Shares held by East Gain at the Disposal Price, representing the net asset value attributable to the Fund Shares held by East Gain as at 31 December 2017. The Disposal Price is to be settled in cash by 34 monthly instalments from March 2019 to December 2021. For further details of the Fund and the disposal, please refer to the section headed “Investments in an Unlisted Investment Fund” above.

Save as disclosed above, the Company does not have any significant acquisition and disposal during the Period.

EVENTS AFTER THE REPORTING PERIOD

Up to the date of results announcement and quarterly report issuance, there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Director after the nine months ended 30 September 2019.

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the nine months ended 30 September 2019 (30 September 2018: Nil).

重大收購及出售 (續)

出售於一間非上市投資基金的投資

於二零一九年三月十五日，東益接納獨立第三方康宏財務之要約，以出售價格購買東益所持之736.217股基金股份，相當於東益於二零一七年十二月三十一日所持基金股份應佔之資產淨值。出售價格自二零一九年三月起至二零二一年十二月以現金分34個月支付。有關基金及出售事項之進一步詳情請參閱上文「於一間非上市投資基金的投資」一節。

除上述披露外，本公司於期內並無任何重大收購及出售。

報告期間後事項

就董事所知，於截至二零一九年九月三十日止九個月後直至業績公告及季度報告刊發日期，概無發生與本集團業務或財務表現有關的任何重大事件。

中期股息

董事會不建議就截至二零一九年九月三十日止九個月派付任何中期股息 (二零一八年九月三十日：無)。

Other Information 其他資料

SHARE OPTION SCHEMES

No share options were brought forward, granted or exercised pursuant to the Company's Share Option Scheme during the Period, and no share options remained outstanding as at the period ended 30 September 2019.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to the existing shareholders of the Company.

PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S LISTED SECURITIES OR ITS SUBSIDIARIES' SECURITIES

During the period ended 30 September 2019, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities or the securities of the Company's subsidiaries.

DIRECTORS' INTERESTS IN A TRANSACTION, ARRANGEMENT AND CONTRACT OF SIGNIFICANCE

No transactions, arrangements and contracts of significance to which the Company or its subsidiaries was a party and in which a Director or a connected entity of a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Period or at any time during the Period.

購股權計劃

期內概無根據本公司購股權計劃結轉、授出或行使購股權，且並無購股權於截至二零一九年九月三十日止期間仍未行使。

優先購買權

根據本公司之公司細則或百慕達法例，並無優先購買權條款規定本公司須按比例向本公司現有股東提呈發售新股份。

購買、贖回或出售本公司上市證券或其附屬公司證券

於截至二零一九年九月三十日止期間內，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券或本公司附屬公司之證券。

董事於重大交易、安排及合約之權益

概無董事或本公司董事的關連實體於本公司或其附屬公司訂立而於期末或期內任何時間存續的重大交易、安排及合約擁有直接或間接重大權益。

Other Information (Cont'd)

其他資料 (續)

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

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

Long positions in ordinary shares of the Company

於本公司普通股的好倉

Name of Directors	Nature of interest	Number of ordinary shares of the Company held	Approximate percentage of interest
董事姓名	權益性質	所持本公司普通股數目	權益概約百分比
			(Note) (附註)
Mr. Ng Man Chun Paul 吳文俊先生	Beneficial owner 實益擁有人	961,250	0.63%
Mr. Ng Ting Ho 吳廷浩先生	Beneficial owner 實益擁有人	961,250	0.63%

Note:

附註：

The percentage of interest in the Company is calculated by reference to the number of Shares in issue as at 30 September 2019, that is 153,029,515 Shares.

本公司之權益百分比乃經參考於二零一九年九月三十日已發行股份數目153,029,515股後計算得出。

Other Information (Cont'd) 其他資料 (續)

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Long positions in ordinary shares of the Company (Continued)

Other than as disclosed above, as at the 30 September 2019, none of the Directors or chief executive of the Company had interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have 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 have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉 (續)

於本公司普通股的好倉 (續)

除上文所披露者外，於二零一九年九月三十日，本公司董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例之該等條文而被當作或視作彼等擁有之權益或淡倉），或根據證券及期貨條例第352條須登記於該條所述之登記冊內之權益或淡倉，或根據GEM上市規則第5.46至第5.67條之規定而須知會本公司及聯交所之權益或淡倉。

Other Information (Cont'd) 其他資料 (續)

DIRECTORS' RIGHTS TO ACQUIRE SHARE OR DEBENTURES

Save as disclosed under the sections headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" and "Share Option Scheme", at no time during the Period was the Company or any of its holding companies or subsidiaries a party to any arrangements which enabled the Directors, to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2019, so far as is known to the Directors, the following persons (other than the Directors and chief executives of the Company) had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

董事收購股份或債券之權利

除「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」及「購股權計劃」兩節所披露者外，於期內任何時間本公司或其任何控股公司或附屬公司概無參與作出任何安排，讓董事透過收購本公司或任何其他法團之股份或債券而獲得利益。

主要股東

於二零一九年九月三十日，據董事所知，根據證券及期貨條例第336條須由本公司存置之登記冊所記錄，下列人士（除本公司董事及主要行政人員以外）於本公司股份及相關股份中持有權益或淡倉：

Other Information (Cont'd)

其他資料 (續)

SUBSTANTIAL SHAREHOLDERS

(Continued)

Long Position

Name of Shareholder	Capacity	Number of ordinary shares held	Percentage of the share capital of the Company
股東姓名	身份	所持普通股數目	於本公司股本所佔百分比
Mr. Ng Ting Kit 吳廷傑先生	Beneficial owner 實益擁有人	25,925,000	16.94%

Notes:

- The percentage of interest in the Company is calculated by reference to the number of Shares in issue as at 30 September 2019, that is 153,029,515.

Other than as disclosed above, as at 30 September 2019, there was no person who had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

主要股東 (續)

好倉

Number of ordinary shares held	Percentage of the share capital of the Company
所持普通股數目	於本公司股本所佔百分比
25,925,000	16.94%

附註：

- 本公司之權益百分比乃經參考於二零一九年九月三十日已發行股份數目153,029,515股後計算得出。

除上文所披露者外，於二零一九年九月三十日，概無任何人士於本公司股份或相關股份中，擁有任何記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊之任何權益或淡倉。

Other Information (Cont'd)

其他資料 (續)

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Mr. Lam Chun Kei (“**Mr. Lam**”), an executive Director, is a shareholder and director of a company incorporated under the laws of Singapore whose principal business is operating food and beverage business in Singapore, which may compete with the Group’s food and beverage business.

Save as disclosed above, none of the Directors nor their respective associates had any business which competes or may compete with the business of the Group.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors.

The Company has made specific enquiry to all Directors and the Directors have confirmed that they have complied with all the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules during the Period.

董事於競爭業務之權益

執行董事林俊基先生（「林先生」）為一間根據新加坡法律註冊成立並主要在新加坡從事經營餐飲業務的公司的股東及董事，該公司的業務可能與本集團的餐飲業務構成競爭。

除上文所披露者外，董事及彼等各自之聯繫人士概無持有與本集團之業務有所競爭或可能有所競爭之任何業務。

董事進行證券交易之行為守則

本公司已採納GEM上市規則第5.48至5.67條所載述之交易必守標準，作為董事進行證券交易之行為守則。

經本公司向全體董事作出具體查詢後，各董事確認，期內彼等已遵守載列GEM上市規則第5.48至5.67條所載述之一切交易必守標準。

Other Information (Cont'd)

其他資料 (續)

CORPORATE GOVERNANCE CODE

During the Period, the Company has adopted and complied with the code provisions (“**Code Provision**”) as set out in the “Corporate Governance Code” contained in Appendix 15 (“**Code**”) to the GEM Listing Rules except for Code Provision A.2.1 in respect of the role separation of chairman and chief executive officer.

The deviation from the Code Provisions will be explained below. The Company aims to comply with all the Code Provision and will review and update the current practices of the corporate governance regularly in order to achieve the aims.

The Code Provisions A.2.1 requires the position of the chairman and the chief executive officer be held separately by two individuals to ensure their independence, separate accountability and responsibilities. The chairman of the Company is responsible for the overall leadership of the Company and for strategies and planning of the Group. The chief executive officer is responsible for the day-to-day management of the Group’s business and operations.

Mr. Ng Man Chun Paul assumes the role of both the chairman of the Board and the chief executive officer of the Company. The Board believes that vesting both the roles of chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions.

企業管治守則

期內本公司已採納並遵守GEM上市規則附錄十五「企業管治守則」(「守則」)所載之守則條文(「守則條文」)，惟守則條文A.2.1(有關主席及行政總裁的職務區分)除外。

偏離守則條文之事項於下文闡述。本公司致力遵守全部守則條文，並將定期檢討及更新企業管治之現行常規以達到此目標。

守則條文A.2.1規定，主席及行政總裁須由兩名人士分別擔任，以確保彼等之獨立性、單獨問責性及負責性。本公司主席負責全權領導本公司及本集團之策略規劃。行政總裁則負責本集團業務及營運之日常管理。

吳文俊先生同時擔任董事會主席及本公司行政總裁。董事會相信，由一人兼任主席與行政總裁的職務可確保本集團貫徹的領導，令本集團整體的策略計劃更有效益及效率。董事會認為，現時的安排不會損害權力與權限之間的平衡，而該結構將令本公司有能力作出並推行決策。

Other Information (Cont'd)

其他資料 (續)

AUDIT COMMITTEE

The Audit Committee consists of three independent non-executive Directors, namely, Mr. Chan Hin Hang, Mr. Yum Edward Liang Hsien and Mr. Hung Kenneth with written terms of reference in compliance with the Rule 5.28 to 5.33 to the GEM Listing Rules. The Audit Committee has reviewed the third quarterly results for the nine months ended 30 September 2019.

On behalf of the Board

China Demeter Financial Investments Limited

Ng Man Chun Paul

Chairman

Hong Kong, 14 November 2019

As at the date of this report, the Board comprises three executive Directors, namely, Mr. Ng Man Chun Paul, Mr. Lam Chun Kei and Mr. Ng Ting Ho; and three independent non-executive Directors, namely Mr. Chan Hin Hang, Mr. Yum Edward Liang Hsien and Mr. Hung Kenneth.

This report will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company’s website at www.chinademeter.com.

審核委員會

審核委員會成員包括三名獨立非執行董事，即陳衍行先生、任亮憲先生及洪君毅先生，其書面職權範圍符合GEM上市規則第5.28至第5.33條之規定。審核委員會已審閱截至二零一九年九月三十日止九個月之第三季度業績。

代表董事會

國農金融投資有限公司

主席

吳文俊

香港，二零一九年十一月十四日

於本報告日期，董事會包括三名執行董事，即吳文俊先生、林俊基先生及吳廷浩先生；及三名獨立非執行董事，即陳衍行先生、任亮憲先生及洪君毅先生。

本報告將由刊登之日起計最少一連七日刊登於GEM網站(www.hkgem.com)「最新上市公司公告」網頁及本公司網站(www.chinademeter.com)。



國農金融投資有限公司
China Demeter Financial Investments Limited