



# 中國農產品交易

CHINA AGRI-PRODUCTS EXCHANGE

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股票代號: 0149



Dedicated to developing Agriculture  
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# 2019

SECOND INTERIM REPORT  
第二份中期報告

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# Corporate Information

## 公司資料

### Board of Directors

#### Executive Directors

Mr. Chan Chun Hong, Thomas  
*Chairman and Chief Executive Officer*  
Mr. Leung Sui Wah, Raymond  
Mr. Yau Yuk Shing

#### Independent Non-executive Directors

Mr. Ng Yat Cheung, *JP*  
Mr. Lau King Lung  
Mr. Wong Ping Yuen

### Audit Committee

Mr. Wong Ping Yuen, *Chairman*  
Mr. Ng Yat Cheung, *JP*  
Mr. Lau King Lung

### Remuneration Committee

Mr. Ng Yat Cheung, *JP*, *Chairman*  
Mr. Lau King Lung  
Mr. Wong Ping Yuen  
Mr. Chan Chun Hong, Thomas

### Nomination Committee

Mr. Lau King Lung, *Chairman*  
Mr. Ng Yat Cheung, *JP*  
Mr. Wong Ping Yuen  
Mr. Chan Chun Hong, Thomas  
Mr. Leung Sui Wah, Raymond

### Company Secretary

Mr. Leung Sui Wah, Raymond

### Principal Bankers

Bank of Communications Co., Ltd. Hong Kong Branch  
The Hongkong and Shanghai Banking Corporation Limited

### Legal Advisers

Hong Kong Law: DLA Piper Hong Kong  
PRC Law: King & Wood Mallesons

### Auditors

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants

### 董事會

#### 執行董事

陳振康先生  
*主席兼行政總裁*  
梁瑞華先生  
游育城先生

#### 獨立非執行董事

吳日章先生，*太平紳士*  
劉經隆先生  
王炳源先生

### 審核委員會

王炳源先生，*主席*  
吳日章先生，*太平紳士*  
劉經隆先生

### 薪酬委員會

吳日章先生，*太平紳士*，*主席*  
劉經隆先生  
王炳源先生  
陳振康先生

### 提名委員會

劉經隆先生，*主席*  
吳日章先生，*太平紳士*  
王炳源先生  
陳振康先生  
梁瑞華先生

### 公司秘書

梁瑞華先生

### 主要往來銀行

交通銀行股份有限公司香港分行  
香港上海滙豐銀行有限公司

### 法律顧問

香港法律：歐華律師事務所  
中國法律：金杜律師事務所

### 核數師

國衛會計師事務所有限公司  
香港執業會計師

### Registered Office

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### Head Office and Principal Place of Business in Hong Kong

Suite 3202, 32/F., Skyline Tower  
39 Wang Kwong Road  
Kowloon Bay  
Kowloon  
Hong Kong

### Principal Share Registrar and Transfer Agent

MUFG Fund Services (Bermuda) Limited  
4th Floor North  
Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

### Branch Share Registrar and Transfer Office in Hong Kong

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### Listing Information

#### Shares Listing

The Stock Exchange of Hong Kong Limited  
Stock Code: 0149

#### Notes Listing

The Stock Exchange of Hong Kong Limited  
The Company's 1% notes due 2024  
Stock Code: 5755

### Homepage

<http://www.cnagri-products.com>

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 總辦事處及香港主要營業地點

香港  
九龍  
九龍灣  
宏光道39號  
宏天廣場32樓3202室

### 股份過戶登記總處

MUFG Fund Services (Bermuda) Limited  
4th Floor North  
Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 上市資料

#### 股份上市

香港聯合交易所有限公司  
股份代號：0149

#### 債券上市

香港聯合交易所有限公司  
本公司之二零二四年到期1%債券  
股份代號：5755

### 網址

<http://www.cnagri-products.com>

## Interim Dividend 中期股息

The board (the “Board”) of directors (the “Director(s)”) of China Agri-Products Exchange Limited (the “Company”) together with its subsidiaries, collectively the “Group”) has resolved not to declare any payment of interim dividend for the twelve months ended 31 December 2019 (the “Period”) (for the twelve months ended 31 December 2018: Nil).

中國農產品交易有限公司(「本公司」)連同其附屬公司，統稱「本集團」董事(「董事」)會(「董事會」)已決議不派付截至二零一九年十二月三十一日止十二個月(「本期間」)之中期股息(截至二零一八年十二月三十一日止十二個月：無)。

## Management Discussion and Analysis 管理層討論及分析

### Summary of Financial Results

#### Turnover, Gross Profit and Segment Result

For the Period, the Group recorded a turnover of approximately HK\$995 million, representing an increase of approximately HK\$216 million or approximately 28% from approximately HK\$779 million for the corresponding period of 2018 as property sales recognition was higher than that of the same period of 2018. The below table summarises the key financial performance of the Group:

### 財務業績概要

#### 營業額、毛利及分部業績

於本期間，本集團錄得營業額約995,000,000港元，較二零一八年同期約779,000,000港元增加約216,000,000港元或約28%，此乃由於確認的物業銷售高於二零一八年同期。本集團之主要財務表現概述如下：

HK\$ million and approximate % 百萬港元及概約百分比	For the twelve months ended 31 December 2019 截至二零一九年 十二月三十一日止十二個月			For the twelve months ended 31 December 2018 截至二零一八年 十二月三十一日止十二個月		
	Agricultural Produce Exchange Market Operations 經營 農產品 交易市場	Property Sales 物業銷售	Total 總計	Agricultural Produce Exchange Market Operations 經營 農產品 交易市場	Property Sales 物業銷售	Total 總計
Turnover 營業額	390	605	995	379	400	779
Gross Profit 毛利	269	191	460	278	113	391
Segment Result 分部業績	183	86	269	126	73	199
Gross Profit to Turnover 毛利佔營業額之百分比	69%	32%	46%	73%	28%	50%
Segment Result to Turnover 分部業績佔營業額之百分比	47%	14%	27%	33%	18%	26%

During the Period, the Group recorded a gross profit and a segment result of approximately HK\$460 million and approximately HK\$269 million, respectively (for the twelve months ended 31 December 2018: approximately HK\$391 million and approximately HK\$199 million, respectively), representing an increase of approximately 18% and approximately 35%, respectively, as compared to the corresponding period of 2018 mainly due to higher property sales recognition compared to the corresponding period of 2018.

#### General and Administrative Expenses, Selling Expenses and Finance Costs

The Group recorded general and administrative expenses of approximately HK\$201 million in the Period (for the twelve months ended 31 December 2018: approximately HK\$235 million). The decrease was mainly due to the implementation of cost saving policies and the decrease of exchange loss during the Period. Selling expenses were approximately HK\$92 million in the Period (for the twelve months ended 31 December 2018: approximately HK\$50 million), which was mainly due to the increase in marketing and promotion expenses of promoting property sales. Finance costs were approximately HK\$185 million in the Period (for the twelve months ended 31 December 2018: approximately HK\$212 million) and such decrease was mainly due to the repayment of bank and other borrowings.

#### Net Gain in Fair Value of Investment Properties and Written Down of Stock of Properties

The net gain in fair value of investment properties was approximately HK\$125 million (for the twelve months ended 31 December 2018: net gain of approximately HK\$5 million). Such increase was mainly due to the improvement of income derived from Wuhan Baisazhou Agricultural and By-Product Exchange Market (“**Wuhan Baisazhou Market**”) and Luoyang Hongjin Agricultural and By-Product Exchange Market (“**Luoyang Market**”). Stock of properties value of approximately HK\$3 million was impaired during the Period (for the twelve months ended 31 December 2018: approximately HK\$66 million). The fair value was arrived at based on the valuations carried out by an independent firm of qualified professional valuers. The professional valuers are professional members of The Hong Kong Institute of Surveyors and the valuations conform to the Valuation Standard of The Hong Kong Institute of Surveyors.

於本期間，本集團錄得毛利及分部業績分別約460,000,000港元及約269,000,000港元(截至二零一八年十二月三十一日止十二個月：分別約391,000,000港元及約199,000,000港元)，較二零一八年同期分別增加約18%及約35%，主要因為確認的物業銷售高於二零一八年同期。

#### 一般及行政開支、銷售開支及融資成本

於本期間，本集團錄得一般及行政開支約201,000,000港元(截至二零一八年十二月三十一日止十二個月：約235,000,000港元)。該減幅主要因為於本期間內落實節省成本政策及匯兌虧損減少所致。本期間銷售開支約92,000,000港元(截至二零一八年十二月三十一日止十二個月：約50,000,000港元)，主要因為推動物業銷售的營銷及推廣費用增加所致。本期間融資成本約185,000,000港元(截至二零一八年十二月三十一日止十二個月：約212,000,000港元)，該減幅主要由於償還銀行及其他借貸所致。

#### 投資物業公平值淨收益及物業存貨撇減

投資物業公平值之淨收益約125,000,000港元(截至二零一八年十二月三十一日止十二個月：淨收益約5,000,000港元)。該增加主要由於武漢白沙洲農副產品交易市場(「**武漢白沙洲市場**」)及洛陽宏進農副產品交易市場(「**洛陽市場**」)收入改善所致。於本期間內，物業存貨價值約3,000,000港元(截至二零一八年十二月三十一日止十二個月：約66,000,000港元)已作減值。公平值乃基於一間獨立合資格專業估值師事務所進行的估值釐定。專業估值師為香港測量師學會專業成員，且估值符合香港測量師學會估值準則。

## Management Discussion and Analysis

### 管理層討論及分析

#### Change in Fair Value of Derivative Financial Instruments

During the Period, net loss in fair value of derivative financial instruments was approximately HK\$2 million (for the twelve months ended 31 December 2018: approximately HK\$18 million) due to the closer to the maturity date.

#### Profit Attributable to Owners of the Company

The profit attributable to owners of the Company for the Period was approximately HK\$9 million as compared to the loss attributable to owners of the Company of approximately HK\$213 million in the corresponding period of 2018. The Group recorded profit from operations before fair value change of investment properties and impairment of approximately HK\$181 million and profit from operations of approximately HK\$302 million for the Period (for the twelve months ended 31 December 2018: approximately HK\$127 million and approximately HK\$98 million, respectively). The profit attributable to owners of the Company was mainly due to the increase in property sales recognition, increase in net gain in fair value of investment properties, decrease in loss in fair value of derivative financial instruments, decrease in impairment of stock of properties and decrease in finance costs and administrative expenses.

### Review of Operations

During the Period, the Group was principally engaged in management and sales of properties in agricultural produce exchange markets in the People's Republic of China (the "PRC"). The operating performance of our agricultural by-products exchange markets had improved during the Period with the operating performance and market ranking of the merchandising services remarked steady progress.

#### Agricultural Produce Exchange Markets

##### Hubei Province

##### Wuhan Baisazhou Market

Located in the provincial capital of Hubei Province, the PRC, Wuhan Baisazhou Market is one of the largest agricultural produce exchange market operators in the PRC. Wuhan Baisazhou Market is situated in the Hongshan District of Wuhan City, the PRC with a site area of approximately 310,000 square metres and a total gross floor area of approximately 190,000 square metres. In 2019, Wuhan Baisazhou Market was awarded top 10 of agricultural produce exchange markets by China Agricultural Wholesale Market Association. The award was a sign to the market contribution being made by the Group's effort and expertise as an agricultural produce exchange market operator in the PRC.

#### 衍生金融工具之公平值變動

於本期間，衍生金融工具之公平值淨虧損約2,000,000港元(截至二零一八年十二月三十一日止十二個月：約18,000,000港元)，此乃由於較接近到期日所致。

#### 本公司擁有人應佔溢利

於本期間，本公司擁有人應佔溢利約9,000,000港元，而二零一八年同期則為本公司擁有人應佔虧損約213,000,000港元。於本期間，本集團錄得投資物業公平值變動及減值前經營溢利約181,000,000港元及經營溢利約302,000,000港元(截至二零一八年十二月三十一日止十二個月：分別約127,000,000港元及約98,000,000港元)。本公司擁有人應佔溢利主要由於確認的物業銷售增加、投資物業之公平值淨收益增加、衍生金融工具之公平值虧損減少、物業存貨減值減少，以及融資成本及行政開支減少所致。

### 業務回顧

於本期間，本集團主要在中華人民共和國(「中國」)從事農產品交易市場之物業管理及銷售。我們的農副產品交易市場之營運表現於本期間有所改善，且採購服務之經營表現及市場地位均穩步提升。

#### 農產品交易市場

##### 湖北省

##### 武漢白沙洲市場

武漢白沙洲市場位於中國湖北省省會，乃全中國最大之農產品交易市場營運商之一。武漢白沙洲市場位於中國武漢市洪山區，佔地面積約310,000平方米及總建築面積約190,000平方米。於二零一九年，武漢白沙洲市場榮獲全國城市農貿中心聯合會評為「中國農產品十佳市場」。該獎項表彰本集團以其努力及其營運中國農產品交易市場的專業知識對市場所作出的貢獻。

As a mature market in Wuhan, the PRC, Wuhan Baisazhou Market has established its reputation and track record to customers and tenants and has continued to make significant contribution to the community. During the Period, the performance of Wuhan Baisazhou Market was steady and satisfactory.

#### *Huangshi Market*

Huangshi Hongjin Agricultural and By-Product Exchange Market (“**Huangshi Market**”) is one of the Group’s joint venture projects in Hubei Province, the PRC. Huangshi Market occupies approximately 23,000 square metres. Huangshi City is a county level city in Hubei and around 100 kilometres away from Wuhan Baisazhou Market. Huangshi Market, as a second-tier agricultural produce exchange market, created synergy with Wuhan Baisazhou Market to boost vegetables and by-products trading. During the Period, Huangshi Market faced keen competition from a new nearby market that led to a low performance.

#### *Suizhou Market*

In March 2018, the Group formed a joint venture company with an independent third party in Suizhou City, Hubei Province, the PRC, to operate Suizhou Baisazhou Agricultural and By-Product Exchange Market (“**Suizhou Market**”), which is the third project of the Group in Hubei Province and this market occupies approximately 240,000 square metres. Phase one of Suizhou Market focused on vegetables and fruits transactions. The Group has pursued asset light business model by taking up the contract management rights to operate this new market in Hubei Province. During the Period, the operating performance of Suizhou Market was satisfactory.

#### *Henan Province*

##### *Luoyang Market*

Luoyang Market was the flagship project of the Group in Henan Province, the PRC, with a site area and a gross floor area of approximately 255,000 square metres and approximately 223,000 square metres, respectively. During the Period, the business performance of Luoyang Market improved, while both occupancy rate and vehicles traffic were satisfactory, and contributed positive cashflow to the Group.

作為一個位於中國武漢的成熟市場，武漢白沙洲市場已在客戶及租戶間建立良好的聲譽及往績，並繼續對社區作出重大貢獻。於本期間，武漢白沙洲市場的表現穩健，令人滿意。

##### *黃石市場*

黃石宏進農副產品交易市場(「**黃石市場**」)為本集團於中國湖北省的合營項目之一。黃石市場佔地約23,000平方米。黃石市是湖北省的縣級市，距離武漢白沙洲市場約100公里。作為次級農產品交易市場，黃石市場能夠與武漢白沙洲市場產生協同作用，促進蔬菜及副產品交易。於本期間，黃石市場面對鄰近新市場的激烈競爭，導致表現稍遜。

##### *隨州市場*

於二零一八年三月，本集團與一名獨立第三方於中國湖北省隨州市成立一間合營公司，以經營隨州白沙洲農副產品交易市場(「**隨州市場**」)。隨州市場為本集團於湖北省的第三個項目，該市場佔地約240,000平方米。隨州市場一期集中於蔬果交易。本集團採用輕資產營運模式，透過取得合同經營權於湖北省經營該新市場。於本期間，隨州市場的经营表現令人滿意。

##### *河南省*

##### *洛陽市場*

洛陽市場為本集團於中國河南省之旗艦項目，其佔地面積及建築面積分別為約255,000平方米及約223,000平方米。於本期間，洛陽市場的業務表現有所改善，出租率及汽車流量均令人滿意，並為本集團帶來正現金流量。



## Management Discussion and Analysis

### 管理層討論及分析

#### *Puyang Market*

Puyang Hongjin Agricultural and By-Product Exchange Market (“**Puyang Market**”) was one of our joint venture projects in cooperation with a local partner in Henan Province, the PRC. During the Period, Puyang Market recognised property sales and resulted in a growth at a double digit rate in turnover as compared to the corresponding period of 2018.

#### *Kaifeng Market*

Kaifeng Hongjin Agricultural and By-Product Exchange Market (“**Kaifeng Market**”), with a gross floor construction area of approximately 120,000 square metres, was the third point of market operations for facilitating the Group to build an agricultural produce market network in Henan Province, the PRC. Kaifeng Market performed steadily during the Period.

#### *Guangxi Zhuang Autonomous Region*

##### *Yulin Market*

Yulin Hongjin Agricultural and By-Product Exchange Market (“**Yulin Market**”) is one of the largest agricultural produce exchange markets in Guangxi Zhuang Autonomous Region (“**Guangxi Region**”), the PRC with a site area of approximately 415,000 square metres and a total gross floor area of approximately 196,000 square metres. It consists of various types of market stalls and multi-storey godown. Phase two development of Yulin Market was a new growth driver for the Group. As an energetic agricultural produce exchange market with continuously remarkable performance, Yulin Market has become one of the key agricultural produce exchange markets in the Guangxi Region. The performance of Yulin Market was satisfactory during the Period, achieving property sales recognition contributed positively to the Group.

##### *Qinzhou Market*

Qinzhou Hongjin Agricultural and By-Product Exchange Market (“**Qinzhou Market**”), with a gross floor construction area of approximately 180,000 square metres, was the second point of market operations and facilitated the Group to build an agricultural produce market network in the Guangxi Region. During the Period, the performance of Qinzhou Market was satisfactory.

##### *濮陽市場*

濮陽宏進農副產品交易市場(「**濮陽市場**」)是我們與中國河南省當地夥伴合作發展的合營項目之一。於本期間，濮陽市場確認物業銷售，營業額較二零一八年同期實現雙位數增長。

##### *開封市場*

開封宏進農副產品交易市場(「**開封市場**」)之建築面積約120,000平方米，為有助本集團於中國河南省建立農產品市場網絡的第三個市場營運據點。開封市場於本期間表現穩健。

#### *廣西壯族自治區*

##### *玉林市場*

玉林宏進農副產品交易市場(「**玉林市場**」)是中國廣西壯族自治區(「**廣西地區**」)最大的農產品交易市場之一，佔地面積約415,000平方米及總建築面積約196,000平方米，設有多種市場舖位及多層貨倉。玉林市場二期之發展項目為本集團之新增長動力。作為一個持續取得卓越表現之充滿動力的農產品交易市場，玉林市場已成為廣西地區主要的農產品交易市場之一。於本期間，玉林市場的表現理想，確認的物業銷售為本集團作出正面貢獻。

##### *欽州市場*

欽州宏進農副產品交易市場(「**欽州市場**」)之建築面積約180,000平方米，為有助本集團於廣西地區建立農產品市場網絡的第二個市場營運據點。於本期間，欽州市場表現令人滿意。

## Jiangsu Province

### Xuzhou Market

Xuzhou Agricultural and By-Product Exchange Market (“**Xuzhou Market**”) occupies approximately 200,000 square metres and is located in the northern part of Jiangsu Province, the PRC. The market houses various market stalls, godowns and cold storage. Xuzhou Market is a major marketplace for the supply of fruits in the city and the northern part of Jiangsu Province, the PRC. The operating performance of Xuzhou Market was steady during the Period.

### Huai’an Market

Huai’an Hongjin Agricultural and By-Product Exchange Market (“**Huai’an Market**”) occupies approximately 100,000 square metres and is located at Huai’an City of Jiangsu Province, the PRC. Phase one of Huai’an Market began operation in October 2015 and it is expected that the performance of Huai’an Market will gradually improve after the market becomes more mature. During the Period, the Company is under a legal dispute with the joint venture partner, the details of which are disclosed in note 20 to the condensed consolidated financial statements in this second interim report.

## Liaoning Province

### Panjin Market

Panjin Hongjin Agricultural and By-Product Exchange Market (“**Panjin Market**”), with a construction area of around 50,000 square metres, is the first attempt of the Group’s investment in Liaoning Province, the PRC. Panjin Market focused on the trading of river crabs. It is expected that the performance of Panjin Market will remain steady.

## Food and Agricultural By-products Merchandising

Wuhan Baisazhou Market strategically extended its footprints to the business of food and agricultural by-products merchandising and the business was gradually improving during the Period. The management would closely monitor the performance of this new business and would launch this new service to other markets when the business model becomes mature.

## 江蘇省

### 徐州市場

徐州農副產品交易市場(「**徐州市場**」)佔地面積約200,000平方米，位於中國江蘇省北部。市場設有多種市場舖位、貨倉及冷藏庫。徐州市場為中國江蘇省城市內及北部水果供應之主要市集。於本期間，徐州市場的經營表現穩健。

### 淮安市場

淮安宏進農副產品交易市場(「**淮安市場**」)佔地約100,000平方米，位於中國江蘇省淮安市。淮安市場一期於二零一五年十月投入營運，預期淮安市場的表現將於市場越趨成熟後逐步改善。於本期間，本公司與合營公司夥伴發生法律糾紛，有關詳情於此第二份中期報告內簡明綜合財務報表附註20披露。

## 遼寧省

### 盤錦市場

盤錦宏進農副產品交易市場(「**盤錦市場**」)的建築面積約50,000平方米，為本集團首個嘗試在中國遼寧省投資之項目。盤錦市場集中河蟹買賣。預期盤錦市場的表現將維持穩定。

## 食品及農副產品採購

武漢白沙洲市場策略性涉足食品及農副產品採購業務。於本期間，此業務已逐步改善。管理層將密切監察此新業務之表現，且將於該業務模式成熟後向其他市場推出此新服務。

## Management Discussion and Analysis

### 管理層討論及分析

#### E-commerce Development

With the robust mobile network and widespread use of intelligent mobile devices in the PRC, the Group has put limited resources into e-commerce development linking online and offline customers in our agricultural produce exchange markets together. The Group took cautious cost control on e-business operations and will also explore opportunities to cooperate with other business partners in this area.

#### Cyber Risk and Security

With computer system and internet network playing vital roles in its operation, the Group has designated professionals to monitor and assess potential cyber risk. Both hardware and software are kept track with appropriate company policies. Potential cyber risks and network security is one of the key concerns to the management, thus the Group has formulated policies and procedures to regulate the use of internet, physically safeguard of system power supply and regularly update of internet protection system and firewall to separate the Company's intranet from outside network. Designated professionals are responsible for the day-to-day monitoring on any abnormal network activities.

#### Data Fraud or Theft Risk

The Group continuously reviews and updates its internal control system on data and information access. Appropriate policies have been adopted to protect data, and access permissions are only granted to the authorised personnel. The management believes the current policies and procedures have been effectively in place to avoid data fraud or theft risk.

#### Environmental and Social Risk

Due to the nature of business, the Company will face a moderate environmental risk if serious and permanent climate change happens in China. Such risk may cause an adverse impact on agricultural production and affect the Company's turnovers from market operation and property sales.

#### 2019-novel Coronavirus (COVID-19) Outbreak

During the outbreak, the PRC government have imposed various measures to constraint the spreads. This includes limiting the locomotion of people and vehicles and strengthening the markets hygiene controls. These measures lower the market trading activities and related commission income. However, due to the nature of business, the impact is temporary. Once the outbreak is over, the trading volume and income will restore to normal level.

#### 電子商務發展

隨著強大的流動通訊網絡及智能手機在中國備受廣泛使用，本集團於電子商務發展方面有限度地投放資源，以聯繫我們線上和線下的農產品交易市場客戶。本集團謹慎控制於電子業務營運的成本，並將探索在該領域與其他業務夥伴合作的機會。

#### 網絡風險及安全

隨著電腦系統及互聯網網絡在我們的營運中發揮重要作用，本集團已指派專業人士監控及評估潛在的網絡風險。硬件及軟件均跟從適當的公司政策。潛在的網絡風險及網絡安全是管理層關注的主要問題之一，因此本集團已制定政策及程序來規範互聯網的使用、系統供電的實質維護、定期更新互聯網保安系統及防火牆，以將本公司內聯網與外界網絡隔離。指派的專業人士負責對任何異常的網絡活動進行日常監控。

#### 數據欺詐或盜竊風險

本集團不斷審視並更新其有關取用數據及資料的內部監控系統。本集團已採納適當政策保護數據，只允許獲授權人士登入。管理層認為，現行政策及程序已有效落實，以避免數據欺詐或盜竊風險。

#### 環境及社會風險

基於業務性質，如中國發生嚴重且永久的氣候變化，本公司將面臨中度的環境風險。該風險可能對農業生產造成不利影響，並影響本公司市場營運及物業銷售的營業額。

#### 爆發二零一九年新型冠狀病毒(COVID-19)疫情

於疫情爆發期間，中國政府已採取各種措施以限制傳播，包括限制人員及車輛活動，以及加強市場的衛生管制。該等措施降低了市場貿易活動及相關佣金收入。然而，由於業務性質，此影響屬暫時性。一旦疫情結束，交易量及收入將恢復至正常水平。

## Pre-conditional Voluntary Partial Cash Offer to Acquire Shares and Convertible Notes of the Company

On 26 September 2019 (as supplemented by the announcement of the Company dated 28 November 2019), Goal Success Investments Limited (the “**Offeror**”), an indirect wholly-owned subsidiary of Wai Yuen Tong Medicine Holdings Limited (“**WYT**”), announced that Kingston Securities Limited, on behalf of the Offeror, would make a pre-conditional voluntary partial cash offer to acquire such number of shares of the Company (the “**Share(s)**”) from the shareholders of the Company (the “**Shareholders**”) which would result in the Offeror and parties acting in concert with it holding a maximum of 75% of the issued share capital of the Company at the partial share offer price of HK\$0.091 per Share (the “**Partial Share Offer**”) and to acquire a maximum of 46.86% of the outstanding principal amount of the 7.5% convertible notes (the “**Convertible Notes**” or the “**CN**”) due 2021 issued by the Company on 19 October 2016 (subject to adjustment in the event of a change in the issued share capital of the Company) at the partial CN offer price of HK\$0.2275 for each outstanding HK\$1 face value of the CN (the “**Partial CN Offer**”, together with the Partial Share Offer, collectively the “**Partial Offers**”).

On 29 January 2020, the Offeror announced that it had received (i) valid acceptances in respect of 5,582,473,153 Shares from the independent Shareholders under the Partial Share Offer, representing approximately 56.09% of the Shares in issue as at that date; and (ii) no valid acceptance under the Partial CN Offer. The Partial Share Offer was approved by the independent Shareholders holding 5,056,235,475 Shares, representing approximately 70.70% of the Shares held by the independent Shareholders as at that date. The Offeror further announced that as at 29 January 2020, all the conditions to the Partial Share Offer were fulfilled and the Partial Share Offer became unconditional in all respects. The Partial CN Offer, which was subject to and conditional upon the Partial Share Offer becoming or being declared unconditional in all respects, accordingly became and was declared unconditional in all respects.

## 收購本公司股份及可換股票據的具先決條件自願性部分現金要約

於二零一九年九月二十六日(經本公司日期為二零一九年十一月二十八日的公佈補充)，Wai Yuen Tong Medicine Holdings Limited(位元堂藥業控股有限公司)(「位元堂」)的間接全資附屬公司Goal Success Investments Limited(「要約人」)宣佈，金利豐證券有限公司(代表要約人)以每股股份0.091港元的部分股份要約價向本公司股東(「股東」)作出具先決條件自願性部分現金要約，以收購若干數目的本公司股份(「股份」)(致令要約人及其一致行動人士持有本公司最多75%的已發行股本)(「部分股份要約」)及就每份面值1港元的未償還可換股票據而言，以0.2275港元的部分可換股票據要約價收購最多46.86%由本公司於二零一六年十月十九日發行及於二零二一年到期的7.5厘可換股票據(「可換股票據」)的未償還本金額(可根據本公司的已發行股本變動予以調整)(「部分可換股票據要約」，連同部分股份要約統稱「部分要約」)。

於二零二零年一月二十九日，要約人宣佈，其已接獲(i)來自獨立股東於部分股份要約項下就5,582,473,153股股份(於該日佔已發行股份約56.09%)之有效接納；及(ii)部分可換股票據要約項下概無有效接納。部分股份要約已獲持有5,056,235,475股股份(於該日佔獨立股東持有之股份約70.70%)之獨立股東批准。要約人進一步宣佈，於二零二零年一月二十九日，部分股份要約的所有條件已獲達成及部分股份要約已於各方面成為無條件。部分可換股票據要約待部分股份要約在各方面成為或被宣佈為無條件後，方可作實，並以此為條件，因此，部分可換股票據要約已在各方面成為及被宣佈為無條件。

\* 僅供識別

## Management Discussion and Analysis

### 管理層討論及分析

On 12 February 2020 (i.e. the final closing date of the Partial Offers), the Offeror announced that it had received (i) valid acceptances in respect of 5,704,449,061 Shares from the independent Shareholders under the Partial Share Offer, representing approximately 57.31% of the Shares in issue as at that date; and (ii) no valid acceptance under the Partial CN Offer. According to the terms of the Partial Share Offer, the Offeror acquired and became the owner of 5,312,395,685 Shares, representing approximately 53.38% of the Shares in issue as at that date.

For details, please refer to the announcements dated 26 September 2019, 16 October 2019, 15 November 2019, 26 November 2019, 28 November 2019, 16 December 2019, 31 December 2019, 7 January 2020, 14 January 2020, 29 January 2020 and 12 February 2020, respectively jointly published by the Offeror, the Company, Wang On Group Limited and WYT, and the composite offer and response document dated 7 January 2020 jointly issued by the Offeror and the Company.

### Change in Financial Year End Date

As detailed in the announcement of the Company dated 29 January 2020, the Board has resolved to change the financial year end date of the Company from 31 December to 31 March in order to enable the Group to rationalise and more efficiently use its resources. Accordingly, the next financial year end date of the Company will be 31 March 2020 and the next published audited financial statements of the Company will cover a 15-month period from 1 January 2019 to 31 March 2020.

### Reclassification of Investment Properties to Stock of Properties

During the Period, the Group has reclassified the investment properties of Luoyang Market to stock of properties in the amount of approximately HK\$374 million due to the change of sale plan and business strategy to increase sale of properties.

於二零二零年二月十二日(即部分要約最後截止日期)，要約人宣佈，其已接獲(i)來自獨立股東於部分股份要約項下就5,704,449,061股股份(於該日佔已發行股份約57.31%)之有效接納；及(ii)部分可換股票據要約項下概無有效接納。根據部分股份要約的條款，要約人已收購及成為5,312,395,685股股份的擁有人，相當於該日已發行股份約53.38%。

有關詳情請參閱由要約人、本公司、Wang On Group Limited(宏安集團有限公司)\*及位元堂聯合刊發日期分別為二零一九年九月二十六日、二零一九年十月十六日、二零一九年十一月十五日、二零一九年十一月二十六日、二零一九年十一月二十八日、二零一九年十二月十六日、二零一九年十二月三十一日、二零二零年一月七日、二零二零年一月十四日、二零二零年一月二十九日及二零二零年二月十二日的公佈，以及由要約人及本公司聯合刊發日期為二零二零年一月七日的綜合要約及回應文件。

### 更改財政年度結算日

誠如本公司日期為二零二零年一月二十九日的公佈所詳述，董事會已議決將本公司的財政年度結算日由十二月三十一日更改為三月三十一日，以令本集團可合理配置資源並提高資源利用效率。因此，本公司的下一財政年度結算日將為二零二零年三月三十一日，而本公司將刊發的下一份經審核財務報表將涵蓋自二零一九年一月一日起至二零二零年三月三十一日止的十五個月期間。

### 投資物業重新分類至物業存貨

於本期間，由於變更了銷售計劃及業務策略以增加物業銷售，本集團已將洛陽市場的投資物業重新分類至物業存貨，金額約374,000,000港元。

\* 僅供識別

## Liquidity and Financial Resources

As at 31 December 2019, the Group had total cash and cash equivalents amounting to approximately HK\$405 million (31 December 2018: approximately HK\$488 million) whilst total assets and net assets were approximately HK\$5,243 million (31 December 2018: approximately HK\$5,604 million) and approximately HK\$1,544 million (31 December 2018: approximately HK\$1,595 million), respectively. The Group's gearing ratio as at 31 December 2019 was approximately 0.9 (31 December 2018: approximately 1.0), being a ratio of total bank and other borrowings, bonds and promissory notes of approximately HK\$1,833 million (31 December 2018: approximately HK\$2,085 million), net of cash and cash equivalents of approximately HK\$405 million (31 December 2018: approximately HK\$488 million) to shareholders' funds of approximately HK\$1,544 million (31 December 2018: approximately HK\$1,595 million).

As at 31 December 2019, the ratio of total interest-bearing debts of approximately HK\$1,833 million (31 December 2018: approximately HK\$2,085 million) to total assets of approximately HK\$5,243 million (31 December 2018: approximately HK\$5,604 million) was approximately 35% (31 December 2018: approximately 37%).

## Convertible Notes

On 19 October 2016, the Company issued the Convertible Notes with the aggregate principal amount of HK\$500 million which will mature on 18 October 2021, which entitle the holders to convert into the Shares at a conversion price of HK\$0.4 per Share. During the Period, no Convertible Notes were converted into Shares by the Convertible Notes' holders. As at 31 December 2019, the Convertible Notes with the outstanding principal amount of HK\$264.8 million was in issue.

## 流動資金及財務資源

於二零一九年十二月三十一日，本集團之現金及現金等額總額約405,000,000港元(二零一八年十二月三十一日：約488,000,000港元)，而總資產及資產淨值分別約5,243,000,000港元(二零一八年十二月三十一日：約5,604,000,000港元)及約1,544,000,000港元(二零一八年十二月三十一日：約1,595,000,000港元)。於二零一九年十二月三十一日，本集團之資產負債比率約0.9(二零一八年十二月三十一日：約1.0)，即銀行及其他借貸、債券以及承兌票據總額約1,833,000,000港元(二零一八年十二月三十一日：約2,085,000,000港元)，扣除現金及現金等額約405,000,000港元(二零一八年十二月三十一日：約488,000,000港元)後，再除以股東資金約1,544,000,000港元(二零一八年十二月三十一日：約1,595,000,000港元)。

於二零一九年十二月三十一日，計息債務總額約1,833,000,000港元(二零一八年十二月三十一日：約2,085,000,000港元)與總資產約5,243,000,000港元(二零一八年十二月三十一日：約5,604,000,000港元)之比率為約35%(二零一八年十二月三十一日：約37%)。

## 可換股票據

於二零一六年十月十九日，本公司發行本金總額500,000,000港元及將於二零二一年十月十八日到期的可換股票據，賦予持有人權利按轉換價每股股份0.4港元轉換成股份。於本期間，概無可換股票據由可換股票據持有人轉換為股份。於二零一九年十二月三十一日，已發行未償還的可換股票據之本金金額為264,800,000港元。

#### Listed Notes due in 2024 (“Listed Notes”)

In May 2014, the Company established a HK\$1,000,000,000 medium term note program. The Listed Notes issued under the program are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) by way of debt issue to professional investors only (stock code: 5755). As at 31 December 2019, the Listed Notes in the principal amount of HK\$290,000,000 remained outstanding.

#### Capital Commitments, Pledges and Contingent Liabilities

As at 31 December 2019, outstanding capital commitments, contracted but not provided for, amounted to approximately HK\$377 million (31 December 2018: approximately HK\$214 million) in relation to the purchase of property, plant and equipment, construction contracts and operating lease agreements. As at 31 December 2019, the Group had significant contingent liabilities in the amount of approximately HK\$0.1 million in relation to the guarantees provided by wholly-owned subsidiaries of the Company to our customers in favor of a bank for the loans provided by the bank to the customers of our projects (31 December 2018: approximately HK\$0.2 million).

As at 31 December 2019, certain investment properties and stock of properties with carrying amount of approximately HK\$1,528 million (31 December 2018: approximately HK\$1,669 million for land use rights and properties) were pledged to secure certain bank borrowings.

The Group did not have any outstanding foreign exchange contracts, interest or currency swaps or other financial derivatives as at 31 December 2019. The revenue, operating costs and bank deposits of the Group were mainly denominated in Renminbi and Hong Kong dollars. The activities of the Group are exposed to foreign currency risks mainly arising from its operations in mainland China and certain bank deposits denominated in Renminbi. Currently, the Group does not have a foreign currency hedging policy. During the Period, due to the currency fluctuation of Renminbi against Hong Kong dollars, the Group considered, from time to time, alternative risk hedging tools to mitigate Renminbi currency exchange risk.

#### 二零二四年到期的上市票據 (「上市票據」)

於二零一四年五月，本公司設立1,000,000,000港元的中期票據計劃。根據該計劃發行的上市票據以僅向專業投資者發行債務的方式於香港聯合交易所有限公司(「聯交所」)上市(股份代號：5755)。於二零一九年十二月三十一日，本金金額為290,000,000港元的上市票據仍未償還。

#### 資本承擔、抵押及或然負債

於二零一九年十二月三十一日，尚未履行之資本承擔(已訂約但未撥備)約377,000,000港元(二零一八年十二月三十一日：約214,000,000港元)，乃關於購買物業、廠房及設備、建築合約及經營租賃協議之承擔。於二零一九年十二月三十一日，本集團有重大或然負債約100,000港元，乃關於本公司的多間全資附屬公司為我們的客戶提供予銀行之擔保，用於擔保銀行提供予我們的項目客戶之貸款(二零一八年十二月三十一日：約200,000港元)。

於二零一九年十二月三十一日，本集團已抵押賬面值約1,528,000,000港元之若干投資物業及物業存貨(二零一八年十二月三十一日：約1,669,000,000港元之土地使用權及物業)，為若干銀行借貸作擔保。

於二零一九年十二月三十一日，本集團並無任何未完結之外匯合約、利率或貨幣掉期或其他金融衍生工具。本集團之收益、經營成本及銀行存款主要以人民幣及港元計值。本集團的業務活動面臨外匯風險，主要產生自其於中國內地的營運及以人民幣計值的若干銀行存款。目前，本集團並無外匯對沖政策。於本期間，由於人民幣兌港元匯率波動，本集團不時考慮替代風險對沖工具，以減低人民幣兌換風險。

## Debt Profiles and Financial Planning

As at 31 December 2019 and 31 December 2018, interest-bearing debts of the Group were analysed as follows:

## 債務狀況及財務規劃

於二零一九年十二月三十一日及二零一八年十二月三十一日，本集團的計息債務分析如下：

	As at 31 December 2019 於二零一九年十二月三十一日		As at 31 December 2018 於二零一八年十二月三十一日	
	Carrying amount 賬面值 HK\$ million 百萬港元	Approximate effective interest rate 概約實際利率 (per annum) (每年)	Carrying amount 賬面值 HK\$ million 百萬港元	Approximate effective interest rate 概約實際利率 (per annum) (每年)
Bonds 債券	199	11%	1,026	11%
Convertible Notes 可換股票據	244	12%	235	12%
Financial Institution Borrowings 金融機構借貸	414	6%	448	6%
Non-financial Institution Borrowings 非金融機構借貸	600	10%	–	–
Promissory Notes 承兌票據	376	5%	376	5%
<b>Total 總計</b>	<b>1,833</b>		<b>2,085</b>	

Note:

Save as the financial institution borrowings which were made in Renminbi with floating or fixed interest rates, other items as mentioned in the above table were made in Hong Kong dollars with fixed interest rates.

附註：

除人民幣之金融機構借貸按浮動或固定息率計算外，上表提述的其他項目以港元按固定息率計算。

As at 31 December 2019, the bonds issued by the Company will mature during the period from February 2020 to September 2024; the Convertible Notes will mature in October 2021; the financial institution borrowings of the Company will mature during the period from January 2020 to May 2029; the non-financial institution borrowings of the Company will mature in September 2022; and the holders of the promissory notes gave an undertaking not to indorse, assign, transfer or negotiate the promissory notes and enforce payment by presentation of the promissory notes until the final determination of a court action or further court order. Under the said undertaking, the promissory notes would no longer fall due for payment by the Company on 5 December 2012. Details of the undertaking and the court case are disclosed in note 20 to the condensed consolidated financial statements in this second interim report.

於二零一九年十二月三十一日，本公司發行的債券將於二零二零年二月至二零二四年九月期間到期；可換股票據將於二零二一年十月到期；本公司金融機構借貸將於二零二零年一月至二零二九年五月期間到期；本公司非金融機構借貸將於二零二二年九月到期；而承兌票據持有人承諾不對承兌票據背書、分配、轉讓或磋商及不會強制要求於出具承兌票據時付款，直至法院訴訟有最終判決或進一步法院命令為止。根據上述承諾，本公司不再須於二零一二年十二月五日承兌票據到期時付款。有關承諾及法院案件之詳情於此第二份中期報告內之簡明綜合財務報表附註20披露。



#### Treasury Policy

The Group's treasury policy includes diversifying the funding sources. Internally generated cash flow and interest-bearing financial/non-financial institution loans are the general source of funds to finance the operation of the Group during the Period. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. In order to meet interest-bearing debts and business capital expenditure, the Group is from time to time considering various alternatives equity and debt financing including but not limited to new share placing, rights issue of new shares, financial institution borrowings, non-financial institution borrowings, bonds issuance, convertible notes, other debt financial instruments, disposal of investment properties and sales of stock of properties.

#### Material Valuation Method of Investment Properties and Review of Audit Committee

The investment properties of the Group were stated at fair value as at 31 December 2019. The fair value was arrived at based on the valuations carried out by an independent firm of qualified professional valuers. The professional valuers are professional members of The Hong Kong Institute of Surveyors with experience in the location of the properties being valued. The valuations are confirmed to be in accordance with HKIS Valuation Standards 2017, which incorporates the International Valuation Standards (IVS). The professional valuers valued the properties on the basis of capitalisation of the net income derived from the properties rental and made reference to the asking or transaction price of market comparable. For inventory portions of the properties, Direct Comparison Method is adopted based on the principle of substitution, where comparison is made based on prices realised on actual sales and/or asking prices of comparable properties. Comparable properties of similar size, scale, nature, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of market value.

The material valuation methods of investment properties valuation have been reviewed by the audit committee of the Company (the "Audit Committee") and the Board.

#### 財務政策

本集團的財務政策包括多元化資金來源。於本期間，本集團營運的一般資金來源為內部產生現金流量以及計息金融／非金融機構貸款。本集團定期檢討其主要資金狀況，以確保其有足夠財政資源履行其財務責任。為滿足計息債務及業務資本支出，本集團不時考慮各種股本及債務融資方案，包括但不限於配售新股份、以供股方式發行新股份、金融機構借貸、非金融機構借貸、發行債券、可換股票據、其他債務金融工具、出售投資物業及銷售物業存貨。

#### 投資物業的重大估值方法及審核委員會的審閱

於二零一九年十二月三十一日，本集團的投資物業以公平值列賬。公平值乃基於一間獨立合資格專業估值師事務所進行的估值釐定。專業估值師為香港測量師學會專業成員，並具備在估物業當地之估值經驗。確認估值符合香港測量師學會二零一七年估值準則(包含國際估值準則)。專業估值師以來自物業租金淨收入的資本化為基準並參考可資比較市場的要價或交易價對物業進行估值。就物業的存貨部分而言，則根據替換原則採用直接比較法，據此基於實際銷售實現的價格及／或可資比較物業的要價進行比較。已分析大小、規模、性質、特點及位置類似的可資比較物業，並仔細衡量各物業之優劣，以對市值作出公平比較。

本公司審核委員會(「審核委員會」)及董事會已審閱投資物業估值的重大估值方法。

### Significant Investments held, Material Acquisitions and Disposals of Subsidiaries, and Future Plans for Material Investments or Capital Assets

Save for the subsidiaries of the Company, there was no significant investments held, nor was there any material acquisition or disposal of subsidiaries during the Period. As at 31 December 2019, the Group did not have a concrete plan for material investments or capital assets nor acquisition or disposal of subsidiaries.

### Risk Factors relating to our Industry and Business Operations

As at 31 December 2019, the Group operated 11 agricultural produce exchange markets across 5 provinces in the PRC. In view of the ever-changing business environment in the PRC, the following are the principal risks, challenges and uncertainties faced by the Group, including: (1) fluctuation in the exchange rate of Renminbi against Hong Kong dollars, which affects the translation of the PRC assets and liabilities from Renminbi to Hong Kong dollars in the Group's financial reporting, in which the Group periodically monitor the exchange rate fluctuation, and prepare effective hedging mechanism to tackle when adverse condition happens; (2) difficulty in obtaining adequate financing, including equity and debt financing, to support our agri-products exchange markets that are capital intensive, in which the Group regularly review the short-term and long-term liquidity level to prepare for the future needs, as and when appropriate; (3) preserving or enhancing our competitive position in the agri-products exchange markets industry, in which the Group has designated personnel to monitor our competitors' activities and formulate effective strategies to preserve our competitive position; (4) maintaining or enhancing the level of occupancy at our agri-products exchange markets, in which the Group launches, from time to time, various marketing campaigns to retain existing tenants and to attract new tenants; (5) obtaining all necessary licenses and permits for the development, construction, operations and acquisition of agri-products exchange markets, in which the Group hires sufficient local staff with professional qualifications to ensure all processes comply with local laws and regulations; and (6) the effect of changes and amendments in the national and local laws and regulations, especially the laws and regulations relating to agri-products exchange markets, on the Group's operations and development, in which the Group maintains a relatively flat organisational structure and high autonomous to enable fast react to the changes.

### 所持重大投資、附屬公司的重大收購及出售以及重大投資或資本資產的未來計劃

於本期間，除本公司的附屬公司外，概無持有重大投資，亦無任何附屬公司的重大收購或出售。於二零一九年十二月三十一日，本集團並無重大投資、資本資產或收購或出售附屬公司的具體計劃。

### 有關我們行業及業務營運的風險因素

於二零一九年十二月三十一日，本集團於中國五個省份經營十一個農產品交易市場。由於中國營商環境瞬息萬變，本集團面對以下主要風險、挑戰及不確定因素，包括：(1) 人民幣兌港元匯率波動，其影響本集團財務報告中由人民幣匯兌至港元的中國資產及負債，為此本集團定期監察匯率波動，並在發生不利狀況時制定有效的對沖解決機制；(2) 難以取得足夠融資(包括股權及債務融資)以支持我們資本密集的農產品交易市場，為此本集團定期審閱短期及長期流動資金水平，適時為未來需求做好準備；(3) 保持或提升我們於農產品交易市場行業的競爭地位，為此本集團已指定人員監察競爭對手的活動，並制定有效的策略維持我們的競爭地位；(4) 保持或提高我們的農產品交易市場出租率，為此本集團不時推出各種營銷活動，以挽留現有租戶並吸引新租戶；(5) 取得開發、建設、營運及收購農產品交易市場的所有必要牌照及許可，為此本集團聘用足夠具有專業資格的當地員工，以確保所有過程符合當地法律及法規；及(6) 中國國家及地方的法律及法規(尤其是有關農產品交易市場的法律及法規)變動及修訂對本集團的營運及發展的影響，為此本集團維持相對扁平化的組織架構及高度自治性，以確保迅速對變化作出調整。

#### Litigation

References were made to the announcements of the Company dated 11 January 2011, 22 May 2012, 19 June 2014, 4 July 2014, 13 January 2015, 14 January 2015, 28 May 2015, 8 January 2016, 11 January 2016, 24 May 2016, 31 August 2016, 19 April 2017, 11 May 2017 and 27 December 2018 in relation to the civil proceedings (the “**Legal Proceedings**”) in the PRC initiated by Ms. Wang Xiu Qun (“**Ms. Wang**”) and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd (“**Tian Jiu**”) as plaintiffs against the Company as defendant and joined Wuhan Baisazhou Agricultural By-Product Grand Market Company Limited (“**Baisazhou Agricultural**”) as third party.

Ms. Wang and Tian Jiu alleged that the share transfer agreements in relation to the acquisition of an aggregate of 90% interest in Baisazhou Agricultural by the Company from Ms. Wang as to 70% thereof and Tian Jiu as to 20% thereof (the “**Contended Agreements**”) were forged. They sought an order from the Higher People’s Court of Hubei Province, the PRC (the “**Hubei Court**”) that the Contended Agreements were void and invalid from the beginning and should be terminated and claimed against the Company and Baisazhou Agricultural all relevant profits of Baisazhou Agricultural which were attributable to Ms. Wang and Tian Jiu, together with costs of the Legal Proceedings.

The Company received the judgment from the Hubei Court in relation to the Legal Proceedings (the “**Hubei Court Judgment**”) in June 2014. By the Hubei Court Judgment, the Hubei Court dismissed the claims of Ms. Wang and Tian Jiu, and ordered Ms. Wang and Tian Jiu to bear the legal costs of the Legal Proceedings. Ms. Wang and Tian Jiu filed an appeal notice to the Supreme People’s Court of the PRC (the “**Supreme Court**”). On 13 January 2015, the Company received the judgment (the “**Beijing Judgment**”) handed down from the Supreme Court in relation to Ms. Wang and Tian Jiu’s appeal against the Hubei Court Judgment. The Supreme Court ordered that (i) the Hubei Court Judgment be revoked; (ii) the Contended Agreements were void; and (iii) acknowledged that the HK\$1,156 million sale and purchase agreement (the “**SPA**”) shall be the actual agreement being performed by the Company, Ms. Wang and Tian Jiu.

#### 訴訟

茲提述本公司日期為二零一一年一月十一日、二零一二年五月二十二日、二零一四年六月十九日、二零一四年七月四日、二零一五年一月十三日、二零一五年一月十四日、二零一五年五月二十八日、二零一六年一月八日、二零一六年一月十一日、二零一六年五月二十四日、二零一六年八月三十一日、二零一七年四月十九日、二零一七年五月十一日及二零一八年十二月二十七日之公佈，內容有關王秀群女士(「**王女士**»)及武漢天九工貿發展有限公司(「**天九**»)(作為原告)於中國針對本公司(作為被告)及牽涉第三方即武漢白沙洲農副產品大市場有限公司(「**白沙洲農副產品**»)提出的民事訴訟(「**法律訴訟**»)。

王女士及天九聲稱有關本公司收購白沙洲農副產品合共90%股權(向王女士收購70%及向天九收購20%)的股份轉讓協議(「**爭議協議**»)乃偽造。彼等尋求中國湖北省高級人民法院(「**湖北法院**»)頒令爭議協議自始無效及應當終止，及向本公司及白沙洲農副產品申索應當屬於王女士及天九的白沙洲農副產品所有相關溢利連同法律訴訟之訟費。

本公司於二零一四年六月收到湖北法院有關法律訴訟的判決(「**湖北法院判決**»)。依據湖北法院判決，湖北法院駁回王女士及天九的申索，並判令王女士及天九承擔法律訴訟之訟費。王女士及天九向中國最高人民法院(「**最高法院**»)提交行政上訴狀。於二零一五年一月十三日，本公司收到最高法院作出有關王女士及天九對湖北法院判決上訴的判決(「**北京判決**»)。最高法院頒令：(i)撤銷湖北法院判決；(ii)爭議協議無效；及(iii)承認1,156,000,000港元之買賣協議(「**買賣協議**»)須為本公司、王女士及天九履行之實際協議。

In May 2015, Ms. Wang and Tian Jiu jointly commenced legal proceedings against the Ministry of Commerce (“**MOFCOM**”) of the PRC alleging that MOFCOM failed to discharge its statutory duties for handling their application submitted in January 2015 for revoking the certificate of approval and letter of approval in relation to the Contended Agreements (the “**Application**”). The cases were accepted by the Beijing Second Intermediate People’s Court (the “**Beijing Court**”) in May 2015. The Company and Baisazhou Agricultural then made an application to join the cases as third party. On 8 January 2016, the Company received a judgment dated 31 December 2015 issued by the Beijing Court, by which the Beijing Court demanded MOFCOM to handle the Application again within 30 days.

On 23 May 2016, the Company received a decision (the “**Decision**”) issued by MOFCOM dated 19 May 2016 to the effect, among other things, that its approval issued in November 2007 (the “**Approval**”) in relation to the Contended Agreements shall not be revoked and shall remain to be in force. In making the Decision, MOFCOM considered that the revocation of the Approval as requested by Ms. Wang and Tian Jiu may cause serious damage to the public interest.

Upon the making of the Decision by MOFCOM that the Approval shall not be revoked and shall remain in force in August 2016, the Company noted that Ms. Wang and Tian Jiu had brought another administrative proceedings (the “**Administrative Proceedings**”) to the Beijing Court. According to a writ dated 3 August 2016, Ms. Wang and Tian Jiu requested the Beijing Court to revoke the Decision and to order MOFCOM to make a decision to revoke the Approval. According to a notice issued by the Beijing Court dated 26 August 2016 together with the writ which was served to the Company on 30 August 2016, each of the Company and Baisazhou Agricultural has been added as third party by the Beijing Court to the Administrative Proceedings.

On 18 April 2017, the Company received the judgment of the Beijing Court dated 31 March 2017 (the “**31 March Judgment**”) stating that the request made by Ms. Wang and Tian Jiu to revoke the Decision lacked both legal and factual basis and was not supported by the Beijing Court. Accordingly, the Beijing Court dismissed the application of Ms. Wang and Tian Jiu.

於二零一五年五月，王女士及天九共同對中國商務部（「**商務部**」）提出法律訴訟，指稱商務部未能履行其法定職責，處理王女士及天九於二零一五年一月就撤銷有關爭議協議之批准證書及批復提交之申請（「**申請**」）。案件已於二零一五年五月獲北京第二中級人民法院（「**北京法院**」）受理。本公司及白沙洲農副產品其後申請作為第三方加入該等案件。於二零一六年一月八日，本公司收到北京法院發出日期為二零一五年十二月三十一日的判決，據此北京法院要求商務部於30天內再次處理申請。

於二零一六年五月二十三日，本公司收到商務部發出之日期為二零一六年五月十九日之決定（「**決定**」），當中確認（其中包括）其於二零零七年十一月就爭議協議發出之批准（「**批准**」）將不予撤銷並繼續有效。於作出決定時，商務部已考慮到按王女士及天九之要求撤銷批准可能會對公眾利益造成重大損害。

商務部於二零一六年八月作出決定指批准不得撤銷並應繼續生效後，本公司得悉王女士及天九於北京法院提出另一宗行政訴訟（「**行政訴訟**」）。根據日期為二零一六年八月三日的令狀，王女士及天九要求北京法院撤銷決定，及頒令商務部作出決定以撤銷批准。根據北京法院發出日期為二零一六年八月二十六日的通知，連同本公司於二零一六年八月三十日接獲的令狀，本公司與白沙洲農副產品各自已被北京法院加入作為行政訴訟的第三方。

於二零一七年四月十八日，本公司收到北京法院日期為二零一七年三月三十一日的判決（「**三月三十一日判決**」），當中指出王女士及天九請求撤銷決定缺乏法律及事實依據，不獲北京法院支持。因此，北京法院駁回王女士及天九之申請。

## Management Discussion and Analysis

### 管理層討論及分析

On 10 May 2017, the Company received a notice of appeal dated 8 May 2017 (the “**Notice of Appeal**”). By the Notice of Appeal, Ms. Wang and Tian Jiu appealed against the 31 March Judgment and requested for an order that (a) the 31 March Judgment be set aside and (b) MOFCOM to make a decision to revoke the Approval.

On 30 August 2017, the hearing for the appeal against the 31 March Judgment took place. On 24 December 2018, the Company received the judgment of the Beijing High People’s Court dated 20 December 2018 (the “**20 December Judgment**”). By the 20 December Judgment, the Beijing High People’s Court dismissed the appeal of Ms. Wang and Tian Jiu and upheld the ruling of the Beijing Court as set out in the 31 March Judgment. In other words, the approval issued by MOFCOM in November 2007 in relation to the Contended Agreements shall not be revoked and remain to be in force, and the Company continues to be the legal and beneficial owner of Baisazhou Agricultural under the PRC Laws.

Separately, in May 2015, in view of the Beijing Judgment, the Company issued a writ against Ms. Wang and Tian Jiu which was accepted by the Hubei Court. The Company sought an order from the Hubei Court that Ms. Wang and Tian Jiu shall assist Baisazhou Agricultural to discharge its contractual duties under the SPA to make the necessary filing with MOFCOM.

On 10 May 2017, Ms. Wang and Tian Jiu applied to the Hubei Court for a freezing order in respect of the Company’s 70% interest in Baisazhou Agricultural. According to the order of the Hubei Court dated 26 May 2017 (the “**26 May Order**”), the Hubei Court granted a freezing order as against the Company’s 70% interest in Baisazhou Agricultural. The Company then applied for review of the 26 May Order which was dismissed by the Hubei Court on 12 June 2017.

On 26 May 2017, Ms. Wang and Tian Jiu applied to add a counterclaim for return of the Company’s 90% interest in Baisazhou Agricultural (70% for Ms. Wang and 20% for Tian Jiu).

On 10 April 2019, in light of the outcome of the legal proceedings against MOFCOM by Ms. Wang and Tian Jiu, the Company applied to the Hubei Court for withdrawal of the Company’s claim. On 11 April 2019, the application of the Company was granted. According to the order of the Hubei Court dated 23 December 2019, the counterclaim made by Ms. Wang and Tian Jiu was dismissed by the Hubei Court.

於二零一七年五月十日，本公司收到一份日期為二零一七年五月八日的行政上訴狀（「**行政上訴狀**」）。依據行政上訴狀，王女士及天九就三月三十一日判決提出上訴，請求頒令(a)撤銷三月三十一日判決，及(b)商務部作出決定以撤回批准。

於二零一七年八月三十日，針對三月三十一日判決的上訴進行聆訊。於二零一八年十二月二十四日，本公司收到北京市高級人民法院日期為二零一八年十二月二十日的判決（「**十二月二十日判決**」）。依據十二月二十日判決，北京市高級人民法院駁回王女士及天九的上訴，並維持北京法院原判（載於三月三十一日判決）。換言之，商務部於二零零七年十一月就爭議協議發出之批准將不予撤銷並繼續有效，及根據中國法律本公司繼續為白沙洲農副產品的法定及實益擁有人。

另外，於二零一五年五月，鑒於北京判決，本公司向王女士及天九發出令狀，並獲湖北法院受理。本公司向湖北法院尋求頒令王女士及天九須協助白沙洲農副產品履行買賣協議之下其須向商務部報送的義務。

於二零一七年五月十日，王女士及天九就本公司於白沙洲農副產品之70%權益向湖北法院申請凍結令。根據湖北法院日期為二零一七年五月二十六日的命令（「**五月二十六日命令**」），湖北法院批准凍結令，凍結本公司於白沙洲農副產品之70%權益。本公司其後申請覆核五月二十六日命令，申請於二零一七年六月十二日被湖北法院駁回。

於二零一七年五月二十六日，王女士及天九申請增加反申索，要求取回本公司於白沙洲農副產品之90%權益（王女士佔70%及天九佔20%）。

於二零一九年四月十日，鑑於王女士及天九針對商務部的法律訴訟結果，本公司向湖北法院申請撤回本公司的申索。於二零一九年四月十一日，本公司的申請獲得批准。根據湖北法院日期為二零一九年十二月二十三日的命令，王女士及天九申請的反申索被湖北法院駁回。

As advised by the PRC legal advisors of the Company, (i) the Supreme Court only ordered the Contended Agreements void, but it did not make any ruling regarding the acquisition; and (ii) the Beijing Judgment will not directly lead to any immediate change of ownership of Baisazhou Agricultural. The Company continues to be the legal owner of Baisazhou Agricultural until and unless the revocation of: (a) the Approval; and (b) the registration of the transfer of shareholding by the Hubei Province Administration for Industry and Commerce. The Company will take all necessary actions in the PRC as advised by its PRC legal advisors in response to the Beijing Judgment.

For other detailed information of the litigation cases, please refer to note 20 to the condensed consolidated financial statements in this second interim report.

### Employees and Remuneration Policies

As at 31 December 2019, the Group had 1,159 employees (31 December 2018:1,229), approximately 98% of whom were located in the PRC. The Group's remuneration policy was reviewed periodically by the remuneration committee of the Company and the Board's remuneration is determined by reference to market terms, company performance, and individual qualifications and performance. The Group aimed to recruit, retain and develop competent individuals who were committed to the Group's long-term success and growth. Remunerations and other benefits of employees were reviewed annually in response to both market conditions and trends, and were based on qualifications, experience, responsibilities and performance. The Company has adopted a share option scheme on 3 May 2012 for the primary purpose of providing incentive to selected eligible persons to take up options for their contribution to the Group.

### Prospects

During the Period, the trade debate between the United States and the PRC has slowed down the economy growth. However, such debate has little impact on the Group's operation which is mainly focus on domestic market. Looking ahead, the Group will continue to build a nationwide agricultural produce exchange network by leveraging on its leading position in the industry, readily replicable business model, well-advanced management system, information technology infrastructure and quality customer services.

據本公司中國法律顧問所告知，(i)最高法院只判決爭議協議無效，但並無對收購事項作出任何判決；及(ii)北京判決將不會直接導致白沙洲農副產品擁有權的任何即時變更。本公司繼續為白沙洲農副產品的合法擁有人，直至及除非撤銷：(a)批准；及(b)湖北省工商行政管理局之股權轉讓登記。本公司將根據中國法律顧問的建議，於中國採取一切必要的行動應對北京判決。

有關訴訟案件的其他詳細資料，請參閱此第二份中期報告內之簡明綜合財務報表附註20。

### 僱員及薪酬政策

於二零一九年十二月三十一日，本集團共聘用1,159名(二零一八年十二月三十一日：1,229名)僱員，其中約98%位於中國。本集團的薪酬政策由本公司薪酬委員會定期檢討，而董事會之薪酬乃依據市場條款、公司表現及個別資歷以及表現釐定。本集團的目標為聘用、挽留及發展致力於本集團長遠成功及增長的人才。員工薪酬及其他福利乃回應市場狀況及趨勢，並根據資歷、經驗、職責及表現每年進行檢討。本公司已於二零一二年五月三日採納一項購股權計劃，主要目的是讓經甄選合資格人士取得購股權，以獎勵彼等對本集團之貢獻。

### 前景

於本期間，美國與中國之間的貿易爭拗令經濟增長放緩。然而，該爭拗對本集團主要集中於國內市場的業務營運影響輕微。展望將來，本集團將繼續憑藉其於行業的領先地位、可複製的業務模式、完善的管理系統、資訊科技基礎設施及優質客戶服務，打造一個全國農產品交易市場網絡。

## Management Discussion and Analysis

### 管理層討論及分析

Since the outbreak of the 2019-novel coronavirus (COVID-19), most of our agricultural produce exchange markets keep operating and taking various contingency health and hygiene measures for the sake of the health and safety of all of our employees, tenants and visitors. The outbreak inevitably has caused adverse effect to the performance of our markets. However, the management believes that the effect will be short term. Due to the nature of our operation, the performance of the markets will return to normal once the outbreak ends.

Once again, agricultural development is the PRC central government's first priority policy for the next consecutive years. In 2020, the Central Committee of Communist Party of China and the State Council of China released the "No. 1 Central Document of 2020". The document promises to promote investments in agricultural produce markets, expand agricultural produce network, build logistic infrastructure and storage facilities of agriculture and improve regional cold storage infrastructure. On the other hand, it is expected that the "Belt and Road Initiative" policy will drive the overall growth of the PRC economy and provide a sustainable way for the PRC's continuing development.

In order to capture new business opportunities, the Group has taken further steps to expand its operations in the PRC by cooperating with different partners with "asset light" strategy. Taking the advantage of its leading position in the industry, the Group is confident that this strategy and business model will deliver long-term benefits to the Company and its shareholders as a whole.

自二零一九年新型冠狀病毒(COVID-19)疫情爆發以來，我們大部份的農產品交易市場均繼續營運，為了我們所有員工、租戶及訪客的健康及安全著想，已採取各種應變健康及衛生措施。該疫情爆發無可避免地對我們的市場表現構成不利影響。然而，管理層相信此乃短期影響。由於我們的營運性質，市場表現將於疫情爆發結束後回復正常。

農業發展仍然是中國中央政府未來連續數年的首要政策。於二零二零年，中國共產黨中央委員會及中國國務院發佈「二零二零年中央一號文件」。文件承諾推動農產品市場投資，擴展農產品網絡，建設物流基礎設施及農產品儲存設施，並完善區域性冷藏基礎設施。另一方面，預期「一帶一路倡議」政策將推動中國經濟整體增長，為中國持續發展提供一種可持續方式。

為把握新商機，本集團已採取進一步措施，透過以「輕資產」策略與不同的夥伴合作，以擴充其於中國的營運。憑藉在行業的領先地位優勢，本集團有信心此策略及業務模式將為本公司及其股東整體帶來長遠裨益。

# Corporate Governance and Other Information

## 企業管治及其他資料

### Corporate Governance Practices

The Company complied with the code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) during the Period, with the exception of code provision A.2.1.

According to code provision A.2.1, the roles of chairman and chief executive should be separate and should not be performed by the same person. The Company deviates from this code provision because Mr. Chan Chun Hong, Thomas (“**Mr. Chan**”) currently takes up the roles of both the chairman of the Board and the chief executive officer. Mr. Chan has extensive executive and financial management experience and is responsible for overall corporate planning, strategic policy making and management of operations of the Group which is of great value in enhancing the efficiency to cope with the dynamic business environment. The daily business operation of the Group is delegated to various experienced individuals under the supervision of Mr. Chan. Furthermore, the Board believes that a balance of power and authority is adequately ensured by the operations of the Board which comprises three executive Directors and three independent non-executive Directors with balance of skills and experience appropriate for the Group’s further development. The Company will continue to review such deviation to enhance the best interest of the Group as a whole.

### Purchase, Sale or Redemption of Listed Securities of the Company

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the Period.

### Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors’ securities transactions. Having made specific enquiries of all Directors, all Directors confirmed that they had complied with the required standard set out in the Model Code throughout the Period.

### 企業管治常規

除守則條文第A.2.1條外，於本期間，本公司已遵守聯交所證券上市規則(「**上市規則**」)附錄十四所載《企業管治守則》(「**《企業管治守則》**」)守則條文。

根據守則條文第A.2.1條，主席與行政總裁之角色應有區分，並不應由一人同時兼任。本公司偏離此守則條文，原因為陳振康先生(「**陳先生**」)現時兼任董事會主席及行政總裁之職務。陳先生擁有豐富之行政及財務管理經驗，並負責本集團之整體企業規劃、戰略決策及營運管理，此對提升應對瞬息萬變之商業環境之效率具有極大價值。本集團之日常業務營運於陳先生監管下由多名經驗豐富的人員負責。此外，鑒於董事會之三名執行董事及三名獨立非執行董事均具備本集團進一步發展所需之均衡技能及經驗，故董事會相信，董事會之運作足以確保權力與職權之平衡。本公司將繼續檢討此偏離情況，以提升本集團之整體最佳利益。

### 購買、出售或贖回本公司上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》(「**《標準守則》**」)作為本身規限董事進行證券交易的行為守則。經向全體董事作出特定查詢後，全體董事確認於整個本期間內均已遵守載於《標準守則》之規定標準。



#### Audit Committee

The Company has established the Audit Committee which comprises all the independent non-executive Directors, namely Mr. Wong Ping Yuen, Mr. Ng Yat Cheung and Mr. Lau King Lung, and is chaired by Mr. Wong Ping Yuen. The Audit Committee has reviewed and discussed with the management of the Group and HLB Hodgson Impey Cheng Limited, the Group's external auditors, the Group's unaudited condensed consolidated second interim results for the Period, including the accounting principles and practices adopted by the Group, and discussed financial related matters.

#### Disclosure of Interests

##### Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares or Debentures of the Company and its Associated Corporations

As at 31 December 2019, none of the Directors or the chief executive of the Company had any interests and/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 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.

##### Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares or Underlying Shares of the Company

As at 31 December 2019, to the best knowledge of the Directors, the following corporations or persons (other than the Directors or the chief executive of the Company) had interests 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:

#### 審核委員會

本公司已成立審核委員會，成員包括全體獨立非執行董事，即王炳源先生、吳日章先生及劉經隆先生，並由王炳源先生擔任主席。審核委員會已審閱並與本集團管理層及本集團之外部核數師國衛會計師事務所有限公司商討本集團於本期間之未經審核簡明綜合第二份中期業績，包括本集團所採納之會計原則及慣例，以及商討財務相關事宜。

#### 權益披露

##### 董事及主要行政人員於本公司及其相聯法團之股份、相關股份或債權證之權益及淡倉

於二零一九年十二月三十一日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見《證券及期貨條例》(「《證券及期貨條例》」)第XV部)之任何股份、相關股份或債權證中，擁有記錄於本公司根據《證券及期貨條例》第352條須存置之登記冊，或已根據《標準守則》而通知本公司及聯交所之任何權益及／或淡倉。

##### 主要股東及其他人士於本公司股份或相關股份之權益及淡倉

於二零一九年十二月三十一日，據董事所深知，下列法團或人士(除董事或本公司主要行政人員外)擁有記錄於本公司根據《證券及期貨條例》第336條須存置之登記冊之本公司股份及相關股份之權益：

*Long positions in the shares and underlying shares of the Company*

本公司股份及相關股份之好倉

Name of shareholder	Capacity	Total number of shares and underlying shares involved	Approximate percentage of the Company's total issued shares
股東名稱	身份	所涉股份及相關股份總數	佔本公司已發行股份總數之概約百分比 (Note a) (附註a) %
Easy One Financial Group Limited ("Easy One") 易易壹金融集團有限公司 (「易易壹」)	Interest of controlled corporations 受控制法團之權益	2,265,200,062 (Note b) (附註b)	22.75
Chu Yuet Wah 李月華	Interest of controlled corporations 受控制法團之權益	793,254,588 (Note c) (附註c)	7.97
Active Dynamic Limited ("Active Dynamic") (「Active Dynamic」)	Interest of controlled corporations 受控制法團之權益	793,254,588 (Note c) (附註c)	7.97
Kingston Financial Group Limited ("Kingston Financial") 金利豐金融集團有限公司 (「金利豐金融」)	Interest of controlled corporations 受控制法團之權益	793,254,588 (Note c) (附註c)	7.97
Kingston Capital Asia Limited ("Kingston Capital") (「Kingston Capital」)	Interest of controlled corporations 受控制法團之權益	793,254,588 (Note c) (附註c)	7.97
Galaxy Sky Investments Limited ("Galaxy Sky") (「Galaxy Sky」)	Interest of controlled corporation 受控制法團之權益	793,254,588 (Note c) (附註c)	7.97
Kingston Securities Limited ("Kingston Securities") 金利豐證券有限公司 (「金利豐證券」)	Beneficial owner 實益擁有人	793,254,588 (Note c) (附註c)	7.97
Hung Hon Man 洪漢文	Beneficial owner 實益擁有人	475,000,000 (Note d) (附註d)	4.77
	Interest of controlled corporation 受控制法團之權益	475,000,000 (Note d) (附註d)	4.77

## Corporate Governance and Other Information

### 企業管治及其他資料

#### Notes:

- (a) The percentages stated represented the number of ordinary shares of the Company involved divided by the number of the Company's issued shares as at 31 December 2019.
- (b) Pursuant to the disclosure of interests form published on the website of the Stock Exchange, Onger Investments Limited and Peony Finance Limited were wholly-owned by Loyal Fame International Limited which was in turn wholly-owned by Easy One. By virtue of the SFO, Easy One was deemed to be interested in 2,007,700,062 shares and 257,500,000 underlying shares of the Company which were held by Onger Investments Limited and Peony Finance Limited, respectively.
- (c) Pursuant to the disclosure of interests forms published on the website of the Stock Exchange, the 793,254,588 shares of the Company were held by Kingston Securities, which was directly wholly-owned by Galaxy Sky (a direct wholly-owned subsidiary of Kingston Capital which was directly wholly-owned by Kingston Financial). Kingston Financial was owned as to 74.6% by Active Dynamic which was directly wholly-owned by Chu Yuet Wah. By virtue of the SFO, each of Chu Yuet Wah, Active Dynamic, Kingston Financial, Kingston Capital and Galaxy Sky were deemed to be interested in those 793,254,588 shares of the Company which were held by Kingston Securities.
- (d) Pursuant to the disclosure of interests form published on the website of the Stock Exchange, Mr. Hung Hon Man was beneficially interested in 475,000,000 shares of the Company. He was also interested in 475,000,000 shares of the Company held by Asia Smart Group Limited, an entity stated to be controlled by him as to 100%.

Save as disclosed above, as at 31 December 2019, there were no other persons (other than the Directors or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### Share Option Scheme

On 3 May 2012, the Company adopted a share option scheme (the "**Scheme**") pursuant to Chapter 17 of the Listing Rules for the primary purpose of providing incentive to selected eligible persons to take up options for their contribution to the Group. Since the adoption of the Scheme and up to 31 December 2019, no share option had been granted under the Scheme.

#### 附註：

- (a) 所述百分比指所涉本公司普通股數目除以本公司於二零一九年十二月三十一日之已發行股份數目。
- (b) 根據於聯交所網站刊發之權益披露表格，Onger Investments Limited及Peony Finance Limited由忠譽國際有限公司全資擁有，忠譽國際有限公司則由易壹全資擁有。根據《證券及期貨條例》，易壹被視作於分別由Onger Investments Limited及Peony Finance Limited持有之本公司2,007,700,062股股份及257,500,000股相關股份中擁有權益。
- (c) 根據於聯交所網站刊發之權益披露表格，該793,254,588股本公司股份乃由金利豐證券持有，金利豐證券由Galaxy Sky (Kingston Capital之直接全資附屬公司，Kingston Capital則由金利豐金融直接全資擁有)直接全資擁有。金利豐金融由Active Dynamic (由李月華直接全資擁有)擁有74.6%。根據《證券及期貨條例》，李月華、Active Dynamic、金利豐金融、Kingston Capital及Galaxy Sky各自被視為於該793,254,588股由金利豐證券持有之本公司股份中擁有權益。
- (d) 根據於聯交所網站刊發之權益披露表格，洪漢文先生於475,000,000股本公司股份中擁有實益權益。彼亦於Asia Smart Group Limited (由彼100%控制的實體)持有之475,000,000股本公司股份中擁有權益。

除上文披露者外，於二零一九年十二月三十一日，概無其他人士(董事或本公司主要行政人員除外)於本公司股份或相關股份中擁有記錄於本公司根據《證券及期貨條例》第336條須存置之登記冊之權益或淡倉。

### 購股權計劃

於二零一二年五月三日，本公司根據上市規則第17章採納一項購股權計劃(「**該計劃**」)，主要目的是就選定之合資格人士為本集團所作貢獻而向彼等提供接納購股權之獎勵。自採納該計劃起及直至二零一九年十二月三十一日，概無根據該計劃授出購股權。

## Appreciation

I would like to take this opportunity to thank our customers, business partners and shareholders for their continued support to the Group during the Period. I would also like to thank my fellow members of the Board and all staff for their hard work and contribution to the Group.

By Order of the Board  
**CHINA AGRI-PRODUCTS  
EXCHANGE LIMITED**  
中國農產品交易有限公司  
**Chan Chun Hong, Thomas**  
*Chairman and Chief Executive Officer*

Hong Kong, 28 February 2020

## 鳴謝

本人謹此感謝各位客戶、業務夥伴及股東於本期間對本集團的持續支持。本人亦謹此對董事會成員及全體員工的竭誠工作和對本集團所作貢獻表示謝意。

承董事會命  
**CHINA AGRI-PRODUCTS  
EXCHANGE LIMITED**  
中國農產品交易有限公司  
主席兼行政總裁  
陳振康

香港，二零二零年二月二十八日

# Independent Review Report 獨立審閱報告



國衛會計師事務所有限公司  
HODGSON IMPEY CHENG LIMITED

## INDEPENDENT REVIEW REPORT TO THE BOARD OF DIRECTORS OF CHINA AGRI-PRODUCTS EXCHANGE LIMITED

*(Incorporated in Bermuda with limited liability)*

### Introduction

We have reviewed the interim financial information set out on pages 30 to 76, which comprises the condensed consolidated statement of financial position of China Agri-Products Exchange Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) at 31 December 2019 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the twelve-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Main Board Listing Rules**”) require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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致中國農產品交易有限公司  
(於百慕達註冊成立之有限公司)  
董事會之獨立審閱報告

### 前言

本核數師(以下簡稱「我們」)已審閱載於第30至76頁之中期財務資料。此中期財務資料包括中國農產品交易有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)於二零一九年十二月三十一日之簡明綜合財務狀況表與截至該日止十二個月期間之相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流動表，以及重要會計政策概要及其他說明附註。香港聯合交易所有限公司主板證券上市規則(「**主板上市規則**」)規定，就中期財務資料編製之報告必須符合當中有關條文以及香港會計師公會頒佈之香港會計準則第34號「**中期財務報告**」(「**香港會計準則第34號**」)。貴公司董事須對根據香港會計準則第34號編製及呈列的此中期財務資料負責。我們之責任是根據審閱對此中期財務資料作出結論，並按照委聘之協定條款僅向作為實體之閣下報告結論，且並無其他目的。我們不會就本報告之內容向任何其他人士負責或承擔責任。

## Scope of Review

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

## Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

**HLB Hodgson Impey Cheng Limited**  
Certified Public Accountants

**Kwok Tsz Chun**  
Practising Certificate Number: P06901

Hong Kong, 28 February 2020

## 審閱範圍

我們已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體之獨立核數師審閱中期財務資料」進行審閱。審閱中期財務資料包括向主要負責財務和會計事務之人員作出查詢，並應用分析性和其他審閱程序。審閱範圍遠少於根據香港核數準則進行審核之範圍，故不能令我們保證我們將知悉在審核中可能發現之所有重大事項。因此，我們不會發表審核意見。

## 結論

根據我們之審閱，我們並無發現任何事項，令我們相信中期財務資料在各重大方面未有根據香港會計準則第34號編製。

**國衛會計師事務所有限公司**  
執業會計師

**郭梓俊**  
執業證書編號：P06901

香港，二零二零年二月二十八日

# Interim Results

## 中期業績

The Board announces the unaudited condensed consolidated results of the Group for the twelve months ended 31 December 2019, together with the comparative figures for the corresponding period in 2018. These condensed consolidated interim financial statements were not audited, but have been reviewed by HLB Hodgson Impey Cheng Limited, the Group's external auditors, and the Audit Committee.

董事會宣佈本集團截至二零一九年十二月三十一日止十二個月之未經審核簡明綜合業績，連同二零一八年同期之比較數字。該等簡明綜合中期財務報表未經審核，但已經由本集團外部核數師國衛會計師事務所有限公司及審核委員會審閱。

## 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 twelve months ended 31 December 2019  
截至二零一九年十二月三十一日止十二個月

		For the twelve months ended 31 December 截至十二月三十一日 止十二個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註	
<b>Turnover</b>	<b>營業額</b>	3	778,857
Cost of operation	經營成本		(387,962)
<b>Gross profit</b>	<b>毛利</b>		390,895
Other revenue and other net income	其他收益及其他淨收入	4	21,313
General and administrative expenses	一般及行政開支		(234,876)
Selling expenses	銷售開支		(50,356)
<b>Profit from operations before fair value changes and impairment</b>	<b>公平值變動及減值前經營溢利</b>		126,976
Net gain in fair value of investment properties	投資物業公平值淨收益		4,507
Written down of stock of properties	物業存貨撇減		(66,371)
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動		(17,687)
Share of profit on joint venture	應佔合營企業溢利		10,352
Gain on disposal of subsidiaries	出售附屬公司收益		39,846
<b>Profit from operations</b>	<b>經營溢利</b>		97,623
Finance costs	融資成本	6	(211,702)
<b>Profit/(loss) before taxation</b>	<b>除稅前溢利/(虧損)</b>	7	(114,079)
Income tax	所得稅	8	(65,240)
<b>Profit/(loss) for the period</b>	<b>本期內溢利/(虧損)</b>		(179,319)

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 twelve months ended 31 December 2019  
截至二零一九年十二月三十一日止十二個月

		For the twelve months ended 31 December 截至十二月三十一日 止十二個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註	
<b>Other comprehensive loss, net of income tax</b>	<b>其他全面虧損 (扣除所得稅)</b>		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目：</i>		
Release of exchange differences upon disposal of subsidiaries	出售附屬公司時解除匯兌差額	-	1,353
Exchange differences on translating foreign operations	換算境外業務引致之匯兌差額	<b>(72,574)</b>	(184,698)
Other comprehensive loss for the period, net of income tax	本期內其他全面虧損 (扣除所得稅)	<b>(72,574)</b>	(183,345)
<b>Total comprehensive loss for the period, net of income tax</b>	<b>本期內全面虧損總額 (扣除所得稅)</b>	<b>(45,083)</b>	(362,664)
<b>Profit/(loss) for the period attributable to:</b>	<b>以下人士應佔本期內溢利/(虧損)：</b>		
Owners of the Company	本公司擁有人	<b>8,510</b>	(212,596)
Non-controlling interests	非控股權益	<b>18,981</b>	33,277
		<b>27,491</b>	(179,319)
<b>Total comprehensive income/(loss) for the period attributable to:</b>	<b>以下人士應佔本期內全面收益/(虧損)總額：</b>		
Owners of the Company	本公司擁有人	<b>(57,084)</b>	(378,013)
Non-controlling interests	非控股權益	<b>12,001</b>	15,349
		<b>(45,083)</b>	(362,664)
<b>Earnings/(loss) per share</b>	<b>每股盈利/(虧損)</b>		
- Basic (HK cents)	- 基本(港仙)	10	<b>0.09</b>
- Diluted (HK cents)	- 攤薄(港仙)	10	<b>0.09</b>



# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 31 December 2019

於二零一九年十二月三十一日

		Notes 附註	As at 31 December 2019 於 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	49,254	52,768
Investment properties	投資物業	12	2,876,152	3,165,921
Intangible assets	無形資產	13	-	6,061
Right-of-use assets	使用權資產		18,428	-
			<b>2,943,834</b>	3,224,750
<b>Current assets</b>	<b>流動資產</b>			
Stock of properties	物業存貨		1,618,212	1,597,574
Trade and other receivables	貿易及其他應收款項	14	232,028	250,431
Loan receivables	應收貸款		43,373	40,327
Financial assets at fair value through profit or loss	按公平值列賬及在損益表處理之金融資產		480	2,175
Cash and cash equivalents	現金及現金等額		404,627	488,415
			<b>2,298,720</b>	2,378,922
<b>Current liabilities</b>	<b>流動負債</b>			
Deposits and other payables	按金及其他應付款項	15	751,901	776,193
Contract liabilities	合約負債		603,734	652,362
Bonds	債券		26,000	844,055
Bank and other borrowings	銀行及其他借貸	16	213,330	328,036
Lease liabilities	租賃負債		2,642	-
Promissory notes	承兌票據		376,000	376,000
Income tax payable	應付所得稅		78,934	73,639
			<b>2,052,541</b>	3,050,285
<b>Net current assets/(liabilities)</b>	<b>流動資產/(負債)淨額</b>		<b>246,179</b>	(671,363)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>3,190,013</b>	2,553,387

Condensed Consolidated Statement of Financial Position  
簡明綜合財務狀況表

As at 31 December 2019  
於二零一九年十二月三十一日

		Notes 附註	As at 31 December 2019 於 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bonds	債券		<b>172,677</b>	182,192
Banks and other borrowings	銀行及其他借貸	16	<b>800,893</b>	120,003
Convertible bonds	可換股債券		<b>244,319</b>	234,747
Lease liabilities	租賃負債		<b>16,659</b>	-
Deferred tax liabilities	遞延稅項負債		<b>411,896</b>	421,081
			<b>1,646,444</b>	958,023
<b>Net assets</b>	<b>淨資產</b>		<b>1,543,569</b>	1,595,364
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	17	<b>99,531</b>	99,531
Reserves	儲備		<b>1,052,356</b>	1,109,440
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益總額</b>		<b>1,151,887</b>	1,208,971
Non-controlling interests	非控股權益		<b>391,682</b>	386,393
<b>Total equity</b>	<b>權益總額</b>		<b>1,543,569</b>	1,595,364

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the twelve months ended 31 December 2019  
截至二零一九年十二月三十一日止十二個月

		Attributable to owners of the Company 本公司擁有人應佔										Non-controlling interests 非控股		Total equity 權益總額
		Share capital 股本	Share premium 股份溢價	Capital redemption reserve 資本贖回儲備	Contributed surplus 實繳盈餘	Shareholders' contribution 股東出資	Other reserve 其他儲備	Exchange reserve 匯兌儲備	Convertible bonds reserve 可換股債券儲備	Accumulated losses 累計虧損	Total 總額	Non-controlling interests 非控股	Total equity 權益總額	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
					(note a) (附註a)	(note b) (附註b)			(note c) (附註c)					
At 1 January 2018 (audited)	於二零一八年一月一日 (經審核)	99,531	3,923,470	945	2,215,409	664	(15,021)	(34,406)	79,547	(4,681,828)	1,588,311	369,292	1,957,603	
Impact on changes in accounting policy	會計政策變動之影響	-	-	-	-	-	-	-	-	(1,004)	(1,004)	(181)	(1,185)	
Restated balance at 1 January 2018	於二零一八年一月一日之經重列餘額	99,531	3,923,470	945	2,215,409	664	(15,021)	(34,406)	79,547	(4,682,832)	1,587,307	369,111	1,956,418	
Release of exchange differences upon disposal of subsidiaries	出售附屬公司時解除匯兌差額	-	-	-	-	-	-	1,353	-	-	1,353	-	1,353	
Exchange differences on translating foreign operations	換算境外業務引致之匯兌差額	-	-	-	-	-	(166,770)	-	-	(166,770)	(17,928)	(184,698)		
Other comprehensive loss for the period	本期內其他全面虧損	-	-	-	-	-	(165,417)	-	-	(165,417)	(17,928)	(183,345)		
(Loss)/profit for the period	本期內(虧損)/溢利	-	-	-	-	-	-	-	(212,596)	(212,596)	33,277	(179,319)		
Total comprehensive loss for the period	本期內全面虧損總額	-	-	-	-	-	(165,417)	-	(212,596)	(378,013)	15,349	(362,664)		
Transaction cost relating to rights issue	有關供股之交易成本	-	(323)	-	-	-	-	-	-	(323)	-	(323)		
Acquisition of non-wholly owned subsidiaries	收購非全資擁有附屬公司	-	-	-	-	-	-	-	-	-	1,933	1,933		
At 31 December 2018 (audited)	於二零一八年十二月三十一日 (經審核)	99,531	3,923,147	945	2,215,409	664	(15,021)	(199,823)	79,547	(4,895,428)	1,208,971	386,393	1,595,364	
At 1 January 2019 (audited)	於二零一九年一月一日 (經審核)	99,531	3,923,147	945	2,215,409	664	(15,021)	(199,823)	79,547	(4,895,428)	1,208,971	386,393	1,595,364	
Exchange differences on translating foreign operations	換算境外業務引致之匯兌差額	-	-	-	-	-	(65,594)	-	-	(65,594)	(6,980)	(72,574)		
Other comprehensive loss for the period	本期內其他全面虧損	-	-	-	-	-	(65,594)	-	-	(65,594)	(6,980)	(72,574)		
Profit for the period	本期內溢利	-	-	-	-	-	-	-	8,510	8,510	18,981	27,491		
Total comprehensive (loss)/income for the period	本期內全面(虧損)/收入總額	-	-	-	-	-	(65,594)	-	8,510	(57,084)	12,001	(45,083)		
Dividend paid to non-controlling interest	已付予非控股權益之股息	-	-	-	-	-	-	-	-	-	(6,712)	(6,712)		
At 31 December 2019 (unaudited)	於二零一九年十二月三十一日 (未經審核)	99,531	3,923,147	945	2,215,409	664	(15,021)	(265,417)	79,547	(4,886,918)	1,151,887	391,682	1,543,569	

## Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

### Notes:

- (a) The contributed surplus represents (i) the difference between the underlying net asset value of the subsidiaries acquired over the nominal value of the shares of the Company issued pursuant to group reorganisation in 1995, and (ii) contribution arising from capital reorganisation in 2003 and 2009.

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is available for distribution to shareholders. However, the Company cannot declare or pay a dividend, or make distributions out of contributed surplus if:

- it is, or would after the payment be, unable to pay its liabilities as they become due; or
  - the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.
- (b) The shareholders' contribution represents imputed interest expense on the non-current interest free loan from ultimate holding company in 2005.
- (c) The convertible bonds reserve represents the conversion option of convertible bonds recognised in the equity until either the bonds are converted or redeemed.

### 附註：

- (a) 實繳盈餘指(i)所收購附屬公司之相關資產淨值高於一九九五年根據集團重組所發行本公司股份的面值之間差額；及(ii)二零零三年及二零零九年股本重組所產生之出資。

根據百慕達一九八一年公司法(經修訂)，實繳盈餘可分派予股東。然而，本公司於下列情況下不得宣派或派付股息，或從實繳盈餘作出分派：

- 目前或於作出分派後未能償還到期之債務；或
  - 將導致資產可變現價值低於其負債及其已發行股本和股份溢價賬之總和。
- (b) 股東出資指最終控股公司於二零零五年提供非即期免息貸款之估算利息開支。
- (c) 可換股債券儲備指在債券轉換或贖回前於權益確認的可換股債券轉換權。

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流動表

For the twelve months ended 31 December 2019  
截至二零一九年十二月三十一日止十二個月

For the twelve months ended  
31 December  
截至十二月三十一日  
止十二個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
<b>Net cash generated from operating activities</b>	<b>經營業務所得之現金淨額</b>	<b>321,026</b>	451,084
<b>Investing activities</b>	<b>投資業務</b>		
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	108	347
Proceeds from investment properties, net	投資物業之所得款項淨額	(10,982)	46,630
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值列賬及在損益表處理之金融資產之所得款項	-	3,385
Proceeds from disposal of subsidiaries	出售附屬公司之所得款項	-	82,432
Payments for purchase of property, plant and equipment, net	購買物業、廠房及設備之付款淨額	(11,468)	(11,072)
Bank interest received	已收銀行利息	8,060	7,500
<b>Net cash (used in)/generated from investing activities</b>	<b>投資業務(所用)/所得之現金淨額</b>	<b>(14,282)</b>	129,222
<b>Financing activities</b>	<b>融資業務</b>		
Proceeds from new bank borrowings	新造銀行借貸之所得款項	304,298	151,440
Proceeds from new other borrowings	新造其他借貸之所得款項	-	-
Repayments of bank borrowings	償還銀行借貸	(328,572)	(340,873)
Repayments of other borrowings	償還其他借貸	-	(22,773)
Repayment of bonds redemption settlement	償還債券贖回款	(250,000)	(256,337)
Repayment of convertible bonds redemption settlement	償還可換股債券贖回款	-	-
Dividend paid to non-controlling interest	已付非控股權益之股息	(6,712)	-
Repayments of lease liabilities	償還租賃負債	(3,037)	-
Interest paid	已付利息	(113,862)	(161,524)
<b>Net cash used in financing activities</b>	<b>融資業務所用之現金淨額</b>	<b>(397,885)</b>	(628,457)

Condensed Consolidated Statement of Cash Flows  
簡明綜合現金流動表

For the twelve months ended 31 December 2019  
截至二零一九年十二月三十一日止十二個月

		For the twelve months ended 31 December 截至十二月三十一日 止十二個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
<b>Net decrease in cash and cash equivalents</b>	現金及現金等額減少淨額	<b>(91,141)</b>	(48,151)
<b>Cash and cash equivalents at 1 January</b>	於一月一日之現金及現金等額	<b>488,415</b>	513,827
<b>Effect of foreign exchange rate changes</b>	外幣匯率變動之影響	<b>7,353</b>	22,739
<b>Cash and cash equivalents at 31 December</b>	於十二月三十一日之現金及現金等額	<b>404,627</b>	488,415

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 1. Basis of Preparation

#### (a) Statement of compliance

The unaudited condensed consolidated interim financial statements (the “**Interim Financial Statements**”) have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Listing Rules and with Hong Kong Accounting Standard (the “**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

The Interim Financial Statements has been prepared in accordance with the same accounting policies adopted in the 2018 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2020 annual financial statements. Details of any changes in accounting policies are set out in note 2.

The preparation of Interim Financial Statements in conformity with HKAS 34 requires management to make judgement, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

#### (b) Change of financial year end date

On 29 January 2020, the Group announced to change its financial year end date from 31 December to 31 March. Accordingly, the current financial period will cover a fifteen-month period from 1 January 2019 to 31 March 2020. This condensed consolidated interim financial information now presented covers a twelve-month period from 1 January 2019 to 31 December 2019, and the comparative figures in this condensed consolidated interim financial information cover a twelve-month period from 1 January 2018 to 31 December 2018.

### 1. 編製基準

#### (a) 合規聲明

未經審核簡明綜合中期財務報表(「**中期財務報表**」)乃根據上市規則附錄16之適用披露規定及香港會計師公會(「**香港會計師公會**」)頒佈之香港會計準則(「**香港會計準則**」)第34號「中期財務報告」而編製。

除預期將在二零二零年年度財務報表反映之會計政策變動外，中期財務報表已按照二零一八年年度財務報表所採納之同一會計政策編製。有關會計政策之變動詳情載於附註2。

管理層在編製符合香港會計準則第34號規定之中期財務報表時需作之判斷、估計及假設，會影響會計政策之應用以及按目前情況為基準計算之資產與負債、收入及支出之呈報金額。實際結果可能與該等估計有異。

#### (b) 更改財政年度結算日

於二零二零年一月二十九日，本集團宣佈將其財政年度結算日由十二月三十一日更改為三月三十一日。因此，現時之財政期間將涵蓋由二零一九年一月一日起至二零二零年三月三十一日之十五個月期間。現於此呈列之簡明綜合中期財務資料涵蓋由二零一九年一月一日起至二零一九年十二月三十一日之十二個月期間，而此簡明綜合中期財務資料之比較數字則涵蓋由二零一八年一月一日起至二零一八年十二月三十一日之十二個月期間。

## 2. Application of New and Revised HKFRSs

The Interim Financial Statements has been prepared under the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values.

The Group has adopted the following new and revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) issued by the HKICPA for the first time for these Interim Financial Statements.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015–2017 Cycle
HKFRS 9 (Amendments)	Clarification to HKFRS 9 Financial Instrument
HKFRS 16	Leases
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
HKAS 28 (Amendments)	Investments in associates and joint ventures
HK (IFRIC) – Int 23	Uncertainty over income tax treatments

The adoption of other new and revised HKFRSs has had no significant financial effect on these Interim Financial Statements and there have been no significant changes to the accounting policies applied in these Interim Financial Statements, except the following:

### Impacts and changes in accounting policies of application on HKFRS 16 “Leases”

The Group has applied HKFRS 16 for the first time in the current interim period. HKFRS 16 superseded HKAS 17 “Leases” (“**HKAS 17**”), and the related interpretations.

### Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

## 2. 應用新訂及經修訂香港財務報告準則

中期財務報表乃按歷史成本基準編製，惟投資物業及若干金融工具按公平值計量除外。

本集團已就此等中期財務報表首次採納下列由香港會計師公會頒佈之新訂及經修訂香港財務報告準則（「**香港財務報告準則**」）（包括所有香港財務報告準則、香港會計準則及詮釋）。

香港財務報告準則（修訂本）	二零一五年至二零一七年週期香港財務報告準則之年度改進
香港財務報告準則第9號（修訂本）	香港財務報告準則第9號金融工具之澄清
香港財務報告準則第16號	租賃
香港會計準則第19號（修訂本）	計劃修訂、縮減或結清
香港會計準則第28號（修訂本）	於聯營公司及合資公司之投資
香港（國際財務報告詮釋委員會）詮釋第23號	所得稅處理之不確定性

採納其他新訂及經修訂香港財務報告準則對此等中期財務報表並無重大財務影響，且此等中期財務報表中採用之會計政策並無重大變動，惟以下除外：

### 應用香港財務報告準則第16號「租賃」之會計政策影響及變動

本集團於本中期期間已首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號「租賃」（「**香港會計準則第17號**」）及其相關詮釋。

### 應用香港財務報告準則第16號導致之會計政策主要變動

本集團已根據香港財務報告準則第16號之過渡條文應用下列會計政策。



## 2. Application of New and Revised HKFRSs

*(Continued)*

Key changes in accounting policies resulting from application of HKFRS 16 *(Continued)*

### *Definition of a lease*

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

### *As a lessee*

#### *Allocation of consideration to components of a contract*

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

#### *Short-term leases*

The Group applies the short-term lease recognition exemption to leases of office premises that have a lease term of 12 months or less from the date of initial application of HKFRS 16. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

#### *Right-of-use assets*

Except for short-term leases, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

## 2. 應用新訂及經修訂香港財務報告準則(續)

應用香港財務報告準則第16號導致之會計政策主要變動(續)

### *租賃之定義*

倘合約獲給予控制權於某一段時間內使用可識別資產以換取代價，則該合約屬租賃或包含租賃。

就於首次應用當日或之後訂立或修訂之合約而言，本集團於開始或修訂日期根據香港財務報告準則第16號項下之定義評估合約是否屬租賃或包含租賃。除非該合約中之條款及條件隨後出現變動，否則不會對該合約進行重新評估。

### *作為承租人*

#### *將代價分配至合約組成部分*

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分之合約而言，本集團根據租賃組成部分之相對獨立價格及非租賃組成部分之合計獨立價格基準將合約代價分配至各項租賃組成部分。

#### *短期租賃*

本集團對於租期自首次應用香港財務報告準則第16號當日起計為12個月或以下之辦公室物業租賃應用短期租賃確認豁免。短期租賃之租金付款使用直線法於租期內確認為開支。

#### *使用權資產*

除短期租賃外，本集團於租賃開始日期(即相關資產可供使用之日期)確認使用權資產。使用權資產按成本計量，減去任何累計折舊及減值虧損，並就租賃負債之任何重新計量作出調整。

## 2. Application of New and Revised HKFRSs

(Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

*As a lessee (Continued)*

*Right-of-use assets (Continued)*

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the condensed consolidated statement of financial position.

*Refundable rental deposits*

Refundable rental deposits paid are accounted under HKFRS 9 “Financial Instruments” (“**HKFRS 9**”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

## 2. 應用新訂及經修訂香港財務報告準則(續)

應用香港財務報告準則第16號導致之會計政策主要變動(續)

*作為承租人(續)*

*使用權資產(續)*

使用權資產之成本包括：

- 租賃負債之初始計量金額；
- 於開始日期或之前作出之任何租賃付款，減任何已收租賃優惠；
- 本集團產生之任何初始直接成本；及
- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃之條款及條件所規定之狀況時估計產生之成本。

本集團已合理地確定可於租期結束時取得相關租賃資產所有權之使用權資產由開始日期起至可使用年期結束止計提折舊。在其他情況下，使用權資產按直線法於其估計可使用年期及租期(以較短者為準)內計提折舊。

本集團於簡明綜合財務狀況表內將使用權資產呈列為獨立項目。

*可退回租賃按金*

已付可退回租賃按金乃根據香港財務報告準則第9號「金融工具」(「**香港財務報告準則第9號**」)入賬，初步按公平值計量。首次確認時對公平值作出之調整被視為額外租賃付款且計入使用權資產成本。

## 2. Application of New and Revised HKFRSs

(Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

*As a lessee (Continued)*

*Lease liabilities*

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period on which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

## 2. 應用新訂及經修訂香港財務報告準則(續)

應用香港財務報告準則第16號導致之會計政策主要變動(續)

*作為承租人(續)*

*租賃負債*

於租賃開始日期，本集團以於該日期尚未支付之租賃付款之現值確認並計量租賃負債。倘租賃隱含之利率不易釐定，則本集團會使用於租賃開始日期之增量借貸利率計算租賃付款現值。

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 取決於指數或比率之可變租賃付款；
- 剩餘價值擔保下之預期獲支付款項；
- 能合理確定將由本集團行使之購買權行使價；及
- 為終止租賃而支付之罰款(倘租期反映本集團正行使終止權)。

反映市場租金變動之可變租賃付款初始使用於開始日期之市場租金計量。不會視乎指數或比率而定之可變租賃付款並無計入租賃負債及使用權資產計量，並在觸發付款之事件或情況出現之期間確認為開支。

於開始日期後，租賃負債透過增加利息及租賃付款作出調整。

## 2. Application of New and Revised HKFRSs

(Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

*As a lessee (Continued)*

*Lease liabilities (Continued)*

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

*Taxation*

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 “Income Taxes” requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Transition and summary of effects arising from initial application of HKFRS 16

*Definition of a lease*

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standards to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

## 2. 應用新訂及經修訂香港財務報告準則(續)

應用香港財務報告準則第16號導致之會計政策主要變動(續)

*作為承租人(續)*

*租賃負債(續)*

本集團於以下情況重新計量租賃負債(並就有關使用權資產作相應調整)：

- 租期有變或有關行使購買權之評估有變，於此情況下，相關租賃負債透過(按於重新評估日期之經修訂貼現率)貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金有變而出現變動，於此情況下，相關租賃負債透過(按初始貼現率)貼現經修訂租賃付款而重新計量。

*稅項*

就計量本集團確認使用權資產及相關租賃負債之租賃交易之遞延稅項而言，本集團首先釐定稅項扣減歸屬於使用權資產或租賃負債。

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團對使用權資產及租賃負債分別應用香港會計準則第12號「所得稅」之規定。由於應用首次確認豁免，與使用權資產及租賃負債相關之暫時差異於首次確認時及租期內不予確認。

首次應用香港財務報告準則第16號之過渡及產生之影響概要

*租賃定義*

本集團已選擇實際可行權宜方法，就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)-詮釋第4號「釐定安排是否包含租賃」識別為租賃之合約應用香港財務報告準則第16號，而並無就先前並未識別為包含租賃之合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在之合約。

## 2. Application of New and Revised HKFRSs

(Continued)

Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

### Definition of a lease (Continued)

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

### As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” as an alternative of impairment review;
- ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- iv. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of office premises in the PRC was determined on a portfolio basis; and
- v. used hindsight based on facts and circumstances as at the date of initial application in determining the lease term for the Group’s leases with extension and termination options.

## 2. 應用新訂及經修訂香港財務報告準則(續)

首次應用香港財務報告準則第16號之過渡及產生之影響概要(續)

### 租賃定義(續)

就於二零一九年一月一日或之後訂立或修改之合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載之規定應用租賃定義。

### 作為承租人

本集團已追溯應用香港財務報告準則第16號，並將累計影響於二零一九年一月一日首次應用當日確認。於首次應用日期之任何差額於期初保留溢利確認，且並無重列比較資料。

於過渡時應用香港財務報告準則第16號項下之經修訂追溯方法時，本集團按逐項租賃基準就與相關租賃合約範圍內對先前根據香港會計準則第17號分類為經營租賃之租賃應用以下實際可行權宜方法：

- i. 透過應用香港會計準則第37號「撥備、或然負債及或然資產」作為減值審核之替代方案，評估租賃是否繁苛；
- ii. 選擇不就租期於首次應用日期起計12個月內結束之租賃確認使用權資產及租賃負債；
- iii. 於首次應用日期計量使用權資產時撇除初始直接成本；
- iv. 就於相似經濟環境下就類似相關資產具有相似剩餘租期之租賃組合應用單一貼現率。具體而言，若干於中國之辦公室物業租賃之貼現率按組合基準釐定；及
- v. 根據於首次應用日期之事實及情況於事後釐定本集團帶有選擇續租及終止權利之租賃之租期。

## 2. Application of New and Revised HKFRSs

(Continued)

Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

*As a lessee (Continued)*

On transition, the Group has made the following adjustments upon application of HKFRS 16:

The Group recognised lease liabilities of approximately HK\$21,825,000 and right-of-use assets of approximately HK\$21,825,000 at 1 January 2019.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is 9%.

## 2. 應用新訂及經修訂香港財務報告準則(續)

首次應用香港財務報告準則第16號之過渡及產生之影響概要(續)

*作為承租人(續)*

於過渡時，本集團已於應用香港財務報告準則第16號後作出以下調整：

於二零一九年一月一日，本集團確認租賃負債約21,825,000港元及使用權資產約21,825,000港元。

確認先前分類為經營租賃之租賃之租賃負債時，本集團已應用有關集團實體於首次應用日期之增量借貸利率。已應用之加權平均承租人增量借貸利率為9%。

		As at 1 January 2019 於二零一九年 一月一日 HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日已披露之經營租賃承擔	30,312
Lease liabilities discounted at relevant incremental borrowing rates	按相關增量借貸利率貼現之租賃負債	25,188
Less: Recognition exemption – short-term leases	減：確認豁免 – 短期租賃	(3,363)
Lease liabilities as at 1 January 2019	於二零一九年一月一日之租賃負債	21,825
Analysed as	分析為	
Current	流動	2,652
Non-current	非流動	19,173
		21,825

## 2. Application of New and Revised HKFRSs

(Continued)

Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

*As a lessee* (Continued)

The recognised right-of-use assets relate to the following types of assets:

	<b>As at 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元</b>	As at 1 January 2019 於二零一九年 一月一日 HK\$'000 千港元
Rented premises 租賃物業	<b>18,428</b>	21,825

The Group applies judgement to determine the lease term for lease contracts in which it is a lessee that include renewal option. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

## 2. 應用新訂及經修訂香港財務報告準則(續)

首次應用香港財務報告準則第16號之過渡及產生之影響概要(續)

作為承租人(續)

已確認之使用權資產與以下資產類型相關：

於釐定本集團作為承租人且包含續租權之租賃合約之租期時，本集團須作出判斷。評估本集團是否合理確定將行使該等權利對租期有所影響，且對確認之租賃負債及使用權資產之金額有重大影響。

## 2. Application of New and Revised HKFRSs

(Continued)

Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

*As a lessee (Continued)*

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

## 2. 應用新訂及經修訂香港財務報告準則(續)

首次應用香港財務報告準則第16號之過渡及產生之影響概要(續)

作為承租人(續)

於二零一九年一月一日於簡明綜合財務狀況表確認之金額已作出以下調整。未受變動影響之項目未有包括在內。

		Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
		先前於 二零一八年 十二月三十一日 呈報之賬面值 HK\$'000 千港元 (Audited) (經審核)	調整 HK\$'000 千港元	於二零一九年 一月一日於 香港財務報告 準則第16號 項下之賬面值 HK\$'000 千港元
<b>Non-current Assets</b>	<b>非流動資產</b>			
Right-of-use assets	使用權資產	-	21,825	21,825
<b>Current Liabilities</b>	<b>流動負債</b>			
Lease liabilities	租賃負債	-	2,652	2,652
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	-	19,173	19,173



Notes to the Condensed Consolidated Financial Statements  
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3. Turnover

Turnover represents revenue from (i) property rental income, (ii) property ancillary services, (iii) commission income from agricultural produce exchange market, (iv) property sales, and (v) food and agricultural by-products merchandising. The amount of each significant category of revenue recognised during the period, net of discount and sales related tax, is analysed as follows:

3. 營業額

營業額指(i)物業租金收入、(ii)物業配套服務、(iii)經營農產品交易市場之佣金收入、(iv)物業銷售及(v)食品及農副產品採購所得之收益。本期間確認之每個重大收益類別之金額(扣除折扣及銷售相關稅)分析如下：

		For the twelve months ended 31 December 截至十二月三十一日 止十二個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
Revenue from contracts with customers: <i>Recognised at a point in time</i>	客戶合約收益： 於某時點確認		
Revenue from property ancillary services	物業配套服務之收益	91,823	84,688
Commission income from agricultural produce exchange market	經營農產品交易市場之 佣金收入	82,644	94,827
Revenue from property sales	物業銷售之收益	605,264	399,772
Financial service income	金融服務收入	-	24
Food and agricultural by-products merchandising	食品及農副產品 採購	25,687	4,410
		<b>805,418</b>	583,721
Revenue from other sources:	其他來源之收益：		
Property rental income	物業租金收入	189,183	195,136
		<b>994,601</b>	778,857

#### 4. OTHER REVENUE AND OTHER NET INCOME 4. 其他收益及其他淨收入

		For the twelve months ended 31 December 截至十二月三十一日 止十二個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
<b>Other revenue and other net income</b>	<b>其他收益及其他淨收入</b>		
Bank and other interest income	銀行及其他利息收入	8,060	7,243
PRC government subsidies (note (a))	中國政府補貼(附註(a))	1,312	5,310
Management fee income	管理費收入	-	4,250
Others	其他	4,251	4,510
		<b>13,623</b>	21,313

Note:

##### (a) PRC GOVERNMENT SUBSIDIES

PRC government subsidies represent various form of subsidies granted to the Group by the local governmental authorities in the PRC for compensation of expenses incurred by the Group. These grants are generally made for business support and awarded to enterprises on a discretionary basis. The Group received these government grants in respect of its investments in the agricultural products exchange market in the PRC. There are no unfulfilled conditions or contingencies relating to these grants.

附註：

##### (a) 中國政府補貼

中國政府補貼指中國地方政府部門向本集團發放之多種補貼，以補償本集團產生之開支。該等補貼一般為扶持業務發展而提供，並按酌情基準發放予企業。本集團就於中國投資農產品交易市場收取該等政府補貼。有關該等補貼概無未達成條件或或然因素。

#### 5. Segment Reporting

The Group has two reportable segments under HKFRS 8, (i) agricultural produce exchange market operation and (ii) property sales. The segmentations are based on the information about the operation of the Group that management uses to make decisions and regularly review by the chief operating decision maker for the purpose of allocating resources to segments and assessing their performance.

#### 5. 分部呈報

根據香港財務報告準則第8號，本集團擁有兩項呈報分部：(i)經營農產品交易市場及(ii)物業銷售。上述分部乃基於管理層用於作出決策，以及由主要營運決策者定期檢討，以就將予分配至分部之資源作出決定並評估其表現之本集團經營資料。

Notes to the Condensed Consolidated Financial Statements  
簡明綜合財務報表附註

5. Segment Reporting (Continued)

Segment revenue and results

An analysis of the Group's revenues and results by reportable segment for the twelve months ended 31 December 2019 and 2018:

5. 分部呈報(續)

分部收益及業績

截至二零一九年及二零一八年十二月三十一日止十二個月之本集團按呈報分部劃分之收益及業績分析如下：

		Agricultural produce exchange market operation 經營農產品交易市場		Property sales 物業銷售		Unallocated 未分配		Consolidated 綜合	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
<b>Turnover</b>	<b>營業額</b>								
External sales	外部銷售	389,337	379,085	605,264	399,772	-	-	994,601	778,857
<b>Result</b>	<b>業績</b>								
Segment result	分部業績	183,413	125,985	85,967	73,440	-	-	269,380	199,425
Other revenue and other net income	其他收益及其他淨收入	6,085	14,561	-	-	7,538	6,752	13,623	21,313
Net gain in fair value of investment properties	投資物業公平值之淨收益	125,455	4,507	-	-	-	-	125,455	4,507
Written down of stock of properties	物業存貨撇減	-	-	(2,983)	(66,371)	-	-	(2,983)	(66,371)
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動	-	-	-	-	(1,696)	(17,687)	(1,696)	(17,687)
Share of profit on joint venture	應佔合營企業溢利	-	-	-	-	-	10,352	-	10,352
Gain on disposal of subsidiaries	出售附屬公司收益	-	-	-	-	-	39,846	-	39,846
Unallocated corporate expense	未分配企業開支							(101,947)	(93,762)
Profit from operations	經營溢利							301,832	97,623
Finance costs	融資成本	(28,885)	(33,204)	-	-	(156,158)	(178,498)	(185,043)	(211,702)
Profit/ (loss) before taxation	除稅前溢利/(虧損)							116,789	(114,079)
Income tax	所得稅							(89,298)	(65,240)
Profit/ (loss) for the period	本期內溢利/(虧損)							27,491	(179,319)

Notes to the Condensed Consolidated Financial Statements  
簡明綜合財務報表附註

5. Segment Reporting (Continued)

Segment assets and liabilities

An analysis of the Group's assets and liabilities by reportable segment as at 31 December 2019 and 2018:

5. 分部呈報(續)

分部資產及負債

於二零一九年及二零一八年十二月三十一日，本集團按呈報分部劃分之資產及負債分析如下：

		Agricultural produce exchange market operation 經營農產品交易市場		Property sales 物業銷售		Consolidated 綜合	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
<b>Assets</b>	<b>資產</b>						
Segment assets	分部資產	3,374,427	3,702,285	1,619,146	1,626,386	4,993,573	5,328,671
Unallocated corporate assets	未分配企業資產					248,981	275,001
Consolidated total assets	綜合資產總值					5,242,554	5,603,672
<b>Liabilities</b>	<b>負債</b>						
Segment liabilities	分部負債	1,386,842	1,563,833	506,525	455,921	1,893,367	2,019,754
Unallocated corporate liabilities	未分配企業負債					1,805,618	1,988,554
Consolidated total liabilities	綜合負債總值					3,698,985	4,008,308

6. Finance Costs

6. 融資成本

For the twelve months ended  
31 December 2019  
截至十二月三十一日  
止十二個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
Interest on bank and other borrowings wholly repayable within five years	須於五年內悉數償還之銀行及其他借貸之利息	29,648	34,085
Interest on bank and other borrowings wholly repayable over five years	須於五年後悉數償還之銀行及其他借貸之利息	5,168	—
Interest on promissory notes	承兌票據之利息	23,500	23,500
Interest on leases liabilities	租賃負債之利息	1,348	—
Interest on convertible bonds	可換股債券之利息	29,421	28,317
Interest on bonds	債券之利息	96,300	126,673
Less: Amount classified as capitalised into stock of properties	減：分類為資本化物業存貨之金額	(342)	(873)
		185,043	211,702

## 7. Profit/(loss) Before Taxation

## 7. 除稅前溢利／(虧損)

		For the twelve months ended 31 December 2019 截至十二月三十一日 止十二個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
Profit/(loss) before taxation has been arrived at after charging the following items:	除稅前溢利／(虧損)已扣除下列項目：		
Depreciation and amortisation	折舊及攤銷	19,265	19,869
Depreciation of right-of-use assets	使用權資產折舊	2,630	-
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動	1,696	17,687
Operating lease charges:	經營租賃費用：		
minimum lease payments	最低租賃付款		
- property rental	- 物業租金	-	1,574
Short-term lease expense	短期租賃開支	3,349	-
Impairment loss on trade and other receivables and loan receivables	貿易及其他應收款項以及應收貸款之減值虧損	4,903	1,642
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	588	410

## 8. Income Tax

## 8. 所得稅

		For the twelve months ended 31 December 2019 截至十二月三十一日 止十二個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
<b>Current tax</b>	<b>即期稅項</b>		
- PRC enterprise income tax	- 中國企業所得稅	89,678	54,259
<b>Deferred tax</b>	<b>遞延稅項</b>		
- Origination and reversal of temporary differences	- 暫時差異之產生及撥回	(380)	10,981
		<b>89,298</b>	65,240

## 8. Income Tax (Continued)

No provision for Hong Kong Profits Tax has been made in the Interim Financial Statements as the Company and its subsidiaries had no assessable profits in both periods. PRC Enterprise Income Tax is computed to the relevant legislation interpretations and practices in respect thereof during the period. PRC Enterprise Income Tax rate is 25% (for the twelve months ended 31 December 2018: 25%).

## 9. Dividends

The Directors do not propose the payment of any interim dividend in respect of the period under review (for the twelve months ended 31 December 2018: Nil).

## 10. Earnings/(loss) Per Share

The calculation of basic earnings/(loss) per share is based on the profit for the period attributable to owners of the Company of approximately HK\$8,510,000 (for the twelve months ended 31 December 2018: loss for the period attributable to owners of the Company of approximately HK\$212,596,000) and weighted average number of approximately 9,953,068,000 ordinary shares (period from 1 January 2018 to 31 December 2018: approximately 9,953,068,000). The diluted earnings/(loss) per share for the period ended 31 December 2019 and 2018 were the same as the basic earnings/(loss) per share as the outstanding convertible bonds had an anti-dilutive effect on the basic earnings/(loss) per share.

## 11. Movement in Property, Plant and Equipment

During the period under review, the Group's acquired property, plant and equipment at cost of approximately HK\$11,468,000 (for the twelve months ended 31 December 2018: approximately HK\$11,072,000).

## 12. Investment Properties

During the period under review, the Group's addition of investment properties at cost and exchange realignment of approximately HK\$14,414,000 and approximately HK\$62,852,000 (for the twelve months ended 31 December 2018: approximately HK\$55,921,000 and approximately HK\$225,762,000). The Group's investment properties were fair valued by valuers at 31 December 2019.

## 8. 所得稅(續)

由於本公司及其附屬公司於兩個期間均無產生任何應課稅溢利，因此並無就香港利得稅於中期財務報表內作出撥備。中國企業所得稅乃按期內就相關法律詮釋及慣例計算。中國企業所得稅稅率為25%（截至二零一八年十二月三十一日止十二個月：25%）。

## 9. 股息

董事不建議派付回顧期間之任何中期股息（截至二零一八年十二月三十一日止十二個月：無）。

## 10. 每股盈利／（虧損）

每股基本盈利／（虧損）乃根據本公司擁有人應佔期內溢利約8,510,000港元（截至二零一八年十二月三十一日止十二個月：本公司擁有人應佔期內虧損約212,596,000港元）及加權平均數約9,953,068,000股普通股（二零一八年一月一日起至二零一八年十二月三十一日止期間：約9,953,068,000股普通股）計算。截至二零一九年及二零一八年十二月三十一日止期間之每股攤薄盈利／（虧損）與每股基本盈利／（虧損）相同，原因是尚未行使之可換股債券對每股基本盈利／（虧損）有反攤薄影響。

## 11. 物業、廠房及設備之變動

於回顧期內，本集團以成本約11,468,000港元（截至二零一八年十二月三十一日止十二個月：約11,072,000港元）收購物業、廠房及設備。

## 12. 投資物業

於回顧期內，本集團添置投資物業之成本及匯兌調整約為14,414,000港元及約62,852,000港元（截至二零一八年十二月三十一日止十二個月：約55,921,000港元及約225,762,000港元）。本集團之投資物業由估值師於二零一九年十二月三十一日進行公平估值。

Notes to the Condensed Consolidated Financial Statements  
簡明綜合財務報表附註

12. Investment Properties (Continued)

During the period under review, the Group had approximately HK\$373,580,000 investment properties transferred to stock of properties (for the twelve months ended 31 December 2018: approximately HK\$957,020,000).

During the period under review, investment properties with carrying amount of approximately HK\$1,184,715,000 (31 December 2018: approximately HK\$1,313,174,000) were pledged to banks for the Group's borrowings.

12. 投資物業(續)

於回顧期內，本集團有約373,580,000港元轉撥至物業存貨之投資物業(截至二零一八年十二月三十一日止十二個月：約957,020,000港元)。

於回顧期內，賬面值約為1,184,715,000港元(二零一八年十二月三十一日：約1,313,174,000港元)之投資物業已就本集團之借貸抵押予銀行。

13. Intangible Assets

13. 無形資產

		Operating right 經營權 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
As at 1 January 2019 and 31 December 2019 (Unaudited)	於二零一九年一月一日及二零一九年 十二月三十一日(未經審核)	43,768
<b>Accumulated amortisation and impairment loss</b>	<b>累計攤銷及減值虧損</b>	
As at 1 January 2019	於二零一九年一月一日	37,707
Amortisation expenses during the period	期內攤銷開支	6,061
As at 31 December 2019 (Unaudited)	於二零一九年十二月三十一日 (未經審核)	<b>43,768</b>
<b>Carrying amount As at 31 December 2019 (Unaudited)</b>	<b>賬面值 於二零一九年十二月三十一日 (未經審核)</b>	<b>-</b>
As at 31 December 2018 (Audited)	於二零一八年十二月三十一日(經審核)	6,061

The following useful lives are used in the calculation of amortisation:

Operating right 5 years

The license entitles a subsidiary of the Company to operate an agricultural products exchange market in the PRC for 5 years from the date of acquisition.

以下可使用年期用於計算攤銷：

經營權 5年

授權本公司之一間附屬公司自收購日期起5年於中國經營一個農產品交易市場。

#### 14. Trade and Other Receivables

The Group allows an average credit period ranging from 30 days to its trade customers. Included in trade and other receivables are trade receivables of approximately HK\$7,855,000 (31 December 2018: approximately HK\$8,355,000) and their aged analysis, presented based on the payment terms on the tenancy agreement and net of impairment loss, at each reporting period is as follow:

#### 14. 貿易及其他應收款項

本集團給予其貿易客戶30日之平均信貸期。貿易及其他應收款項包括應收貿易款項約7,855,000港元(二零一八年十二月三十一日：約8,355,000港元)以及於各報告期間按租賃協議之付款期及減值虧損淨額呈列之賬齡分析如下：

		<b>As at 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Less than 90 days	90日以內	<b>1,730</b>	1,887
More than 90 days but less than 180 days	超過90日但180日以內	<b>530</b>	482
More than 180 days	180日以上	<b>5,595</b>	5,986
Total trade receivables	應收貿易款項總額	<b>7,855</b>	8,355
Deposit for land acquisition	土地收購按金	<b>54,107</b>	55,284
Other deposits	其他按金	<b>9,845</b>	13,727
Prepayments	預付款項	<b>96,080</b>	81,910
Other receivables	其他應收款項	<b>68,416</b>	91,603
		<b>236,303</b>	250,879
Less: allowance for impairment	減：減值撥備	<b>(4,275)</b>	(448)
Trade and other receivables, net	貿易及其他應收款項淨額	<b>232,028</b>	250,431



### 15. Deposits and Other Payables

### 15. 按金及其他應付款項

		<b>As at 31 December 2019</b> 於二零一九年 十二月三十一日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Accrued charges	應計費用	<b>34,739</b>	26,811
Construction payables	應付建築款項	<b>55,085</b>	73,659
Deposit received	已收按金	<b>105,060</b>	88,961
Interest payables	應付利息	<b>272,175</b>	250,005
Other tax payables	其他應付稅項	<b>48,240</b>	59,859
Other payables	其他應付款項	<b>236,602</b>	276,898
		<b>751,901</b>	776,193

### 16. Bank and Other Borrowings

### 16. 銀行及其他借貸

		<b>As at 31 December 2019</b> 於二零一九年 十二月三十一日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Secured bank borrowings	有抵押銀行借貸	<b>414,223</b>	448,039
Unsecured other borrowings	無抵押其他借貸	<b>600,000</b>	-
		<b>1,014,223</b>	448,039

Notes to the Condensed Consolidated Financial Statements  
簡明綜合財務報表附註

16. Bank and Other Borrowings (Continued)

16. 銀行及其他借貸(續)

		As at 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Carrying amount repayable:	須償還賬面值：		
Within one year	一年內	213,330	328,036
More than one year, but within two years	一年以上但不超過兩年	74,966	58,277
More than two years, but within five years	兩年以上但不超過五年	665,750	61,726
More than five years	五年以上	60,177	-
		<b>1,014,223</b>	448,039
Less: amounts due within one year shown under current liabilities	減：流動負債項下所列 一年內到期款項	<b>(213,330)</b>	(328,036)
		<b>800,893</b>	120,003

(a) Included in the above balances are bank borrowings of variable-rate of approximately HK\$207,993,000 (31 December 2018: approximately HK\$360,985,000) which carry interest adjustable for changes of borrowing rate offered by The People's Bank of China. The average rate charged by the banks during the period ranged from approximately 4.8% to 6.7% (31 December 2018: approximately 4.8% to 6.7% per annum) per annum. Interest is repriced every 30 days. Bank borrowings of fixed-rate of approximately HK\$206,230,000 (31 December 2018: approximately HK\$87,054,000) carry interest fixed from approximately 4.4% to 7.8% (31 December 2018: approximately 4.4% to 7.8% per annum) per annum.

(b) The Company has borrowed unsecured borrowing with carrying amount of approximately HK\$75,000,000 from Double Leads Investments Limited, a wholly-owned subsidiary of Wang On Group Limited and unsecured borrowing with carrying amount of approximately HK\$525,000,000 from Winning Rich Investments Limited, a wholly-owned subsidiary of Wai Yuen Tong Medicine Holdings Limited. Unsecured borrowings carry fixed interest rate at 10% per annum. For details of the unsecured borrowings, please refer to the Company's announcement dated 26 September 2019.

(a) 上述結餘包括浮息銀行借貸約207,993,000港元(二零一八年十二月三十一日：約360,985,000港元)，該筆借貸之利息按中國人民銀行提供之借貸利率變動而調整。期內，銀行徵收之平均年利率介乎約4.8%至6.7%(二零一八年十二月三十一日：每年約4.8%至6.7%)。利息每隔三十日重新定價一次。定息銀行借貸約206,230,000港元(二零一八年十二月三十一日：約87,054,000港元)按年利率約4.4%至7.8%(二零一八年十二月三十一日：每年約4.4%至7.8%)計息。

(b) 本公司已向Wang On Group Limited(宏安集團有限公司)\*之全資附屬公司倍利投資有限公司借取賬面值約為75,000,000港元之無抵押借貸及向Wai Yuen Tong Medicine Holdings Limited(位元堂藥業控股有限公司)\*之全資附屬公司凱裕投資有限公司借取賬面值約為525,000,000港元之無抵押借貸。無抵押借貸固定年利率為10%。有關該等無抵押借貸之詳情，請參閱本公司日期為二零一九年九月二十六日之公佈。

\* 僅供識別

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16. Bank and Other Borrowings (Continued)

(c) The ranges of effective interest rates (which equal to contracted interest rates) on the Group's borrowings are as follows:

		<b>As at 31 December 2019 於二零一九年 十二月三十一日 Per annum 每年</b>	As at 31 December 2018 於二零一八年 十二月三十一日 Per annum 每年
Effective interest rate:	實際利率：		
Fixed-rate borrowings	定息借貸	<b>4.4% to 10% 4.4%至10%</b>	4.4% to 10% 4.4%至10%
Variable-rate borrowings	浮息借貸	<b>4.8% to 6.7% 4.8%至6.7%</b>	4.8% to 6.7% 4.8%至6.7%

(d) The secured bank borrowings are secured by (i) investment properties and (ii) stock of properties of the Company with a carrying amount of approximately HK\$1,528,249,000 (31 December 2018: approximately HK\$1,669,098,000).

16. 銀行及其他借貸(續)

(c) 本集團借貸之實際利率(相等於合約利率)範圍如下：

(d) 有抵押銀行借貸由賬面值約1,528,249,000港元(二零一八年十二月三十一日：約1,669,098,000港元)之本公司(i)投資物業及(ii)物業存貨作擔保。

17. Share Capital

17. 股本

		As at 31 December 2019 於二零一九年十二月三十一日		As at 31 December 2018 於二零一八年十二月三十一日	
		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
<b>Authorised:</b>	法定：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股	<b>30,000,000,000</b>	<b>300,000</b>	30,000,000,000	300,000
<b>Ordinary shares, issued and fully paid:</b>	已發行及繳足之普通股：				
At 31 December 2019 (Unaudited) and 31 December 2018 (Audited)	於二零一九年十二月三十一日(未經審核)及二零一八年十二月三十一日(經審核)	<b>9,953,067,822</b>	<b>99,531</b>	9,953,067,822	99,531

## 18. Fair Value Measurement

The Directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair value.

The fair values of financial assets and financial liabilities are determined as follows:

- i) the fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices; and
- ii) the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The carrying amount of other financial assets and liabilities carried at amortised cost, approximate their respective fair values due to the relatively short-term nature of these financial instruments.

### Fair value measurements recognised in the condensed consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable as at 31 December 2019 and 31 December 2018.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liability that are not based on observable market data (unobservable inputs i.e. Company's share price, expected volatility, dividend yield and risk free rate).

## 18. 公平值計量

本公司董事認為，於綜合財務報表按攤銷成本入賬之金融資產及金融負債之賬面值與其公平值相若。

金融資產及金融負債之公平值由以下方式釐定：

- i) 附有標準條款及條件並於活躍且容易套現之市場交易之金融資產及金融負債之公平值參考市場報價釐定；及
- ii) 其他金融資產及金融負債之公平值按照公認定價模型根據折現現金流量分析釐定。

由於該等金融工具之相對短期性質，其他金融資產及負債之賬面值按攤銷成本列賬，約相當於其各自之公平值。

### 公平值計量於簡明綜合財務狀況表確認

下表提供於首次確認後按公平值計量之金融工具之分析，並根據於二零一九年十二月三十一日及二零一八年十二月三十一日之公平值之可觀察程度分類為第一至三層。

- 第一層公平值計量是指由活躍市場上相同資產或負債之報價(不作任何調整)得出之公平值計量。
- 第二層公平值計量是指由在第一層內之報價以外之可直接(即價格)或間接(即由價格得出)觀察之資產或負債相關輸入數據得出之公平值計量。
- 第三層公平值計量是指由包括並非基於可觀察市場數據之資產或負債相關輸入數據(不可觀察輸入數據，即本公司之股價、預期波動、股息回報率及無風險利率)之估值技術得出之公平值計量。

Notes to the Condensed Consolidated Financial Statements  
簡明綜合財務報表附註

18. Fair Value Measurement (Continued)

Fair value measurements recognised in the condensed consolidated statement of financial position (Continued)

		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
At 31 December 2019 (Unaudited)	於二零一九年十二月三十一日 (未經審核)				
Financial assets at fair value through profit or loss	按公平值列賬及在損益表 處理之金融資產				
- Equity securities listed in Hong Kong	- 於香港上市之 股本證券	67	-	-	67
- Derivative financial instruments	- 衍生金融工具	-	-	413	413

		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2018 (Audited)	於二零一八年十二月三十一日 (經審核)				
Financial assets at fair value through profit or loss	按公平值列賬及在損益表 處理之金融資產				
- Equity securities listed in Hong Kong	- 於香港上市之 股本證券	66	-	-	66
- Derivative financial instruments	- 衍生金融工具	-	-	2,109	2,109

There were no transfer between Level 1 and 2 in both years. When a determination is made to classify an asset or liability within Level 3, the determination is based upon the significance of the unobservable inputs to the overall fair value measurement.

18. 公平值計量(續)

公平值計量於簡明綜合財務狀況表  
確認(續)

於兩個年度，第一層與第二層之間並無轉撥。倘決定將資產或負債分類為第三層，該決定乃根據不可觀察輸入數據對整個公平值計量之重要性作出。

18. Fair Value Measurement (Continued)

18. 公平值計量(續)

Financial assets	Valuation techniques	Unobservable inputs	2019	2018
金融資產	估值技術	不可觀察輸入數據	二零一九年	二零一八年
Financial assets at fair value through profit or loss - derivative financial instruments	Binomial model	Discount rate	14.73%	12.05%
按公平值列賬及在損益表處理之金融資產 - 衍生金融工具	二項式模型	貼現率		

As at 31 December 2019, the discount rate used to compute the fair value is 14.73%. The higher the discount rate, the lower the fair value.

於二零一九年十二月三十一日，用於計算公平值之貼現率為14.73%。貼現率越高，公平值越低。

The following table presents the changes in level 3 item for the twelve months ended 31 December 2019 and 2018:

下表呈列截至二零一九年及二零一八年十二月三十一日止十二個月第三層項目之變動：

		Financial assets at fair value through profit or loss - Derivative financial instruments
		按公平值列賬及在損益表處理之金融資產 - 衍生金融工具
		HK\$'000 千港元
Opening balance at 1 January 2018 (Audited)	於二零一八年一月一日期初結餘 (經審核)	19,796
Loss recognised in change in fair value of derivative financial instruments	於衍生金融工具公平值變動確認之虧損	(17,687)
Closing balance at 31 December 2018 (Audited)	於二零一八年十二月三十一日期末結餘 (經審核)	2,109
Loss recognised in change in fair value of derivative financial instruments	於衍生金融工具公平值變動確認之虧損	(1,696)
<b>Closing balance at 31 December 2019 (Unaudited)</b>	<b>於二零一九年十二月三十一日期末結餘 (未經審核)</b>	<b>413</b>

## 19. Commitments

Capital commitments outstanding at 31 December 2019 not provided for in the Interim Financial Statements were as follows:

		As at 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Capital expenditure authorised and contracted for in respect of construction of:	已就建設以下項目授權及訂約之資本開支：		
- acquisition of investment properties	- 購入投資物業	<b>376,906</b>	213,695

## 20. Litigation

(A) Writ issued in the PRC by Ms. Wang Xiu Qun and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd. against the Company (“**PRC Action No.1**”)

- On 7 January 2011, the Company received a writ (the “**Writ**”) issued by Ms. Wang Xiu Qun (“**Ms. Wang**”) and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd. (“**Tian Jiu**”) (as plaintiffs) against the Company (as defendant) and filed with the Higher People’s Court of Hubei Province (the “**Hubei Court**”) of the PRC, together with the related court summons dated 4 January 2011 (the “**Summons**”). The Writ also joined Wuhan Baisazhou Agricultural By-Product Grand Market Company Limited (“**Baisazhou Agricultural**”) as third party to such civil proceeding.

Major allegations of Ms. Wang and Tian Jiu as set out in the Writ are as follows:

- it is alleged that Baisazhou Agricultural forged a share transfer agreement (the “**Contended Agreement**”) in relation to the acquisition of Baisazhou Agricultural (the “**Acquisition**”) wherein the consideration for the Acquisition was understated and the manner of settlement of the consideration was inaccurately described;

## 19. 承擔

於二零一九年十二月三十一日，並無於中期財務報表撥備之未履行資本承擔如下：

## 20. 訴訟

(A) 王秀群女士及武漢天九工貿發展有限公司於中國向本公司發出之令狀(「中國第一號令狀」)

- 於二零一一年一月七日，本公司收到王秀群女士(「王女士」)及武漢天九工貿發展有限公司(「天九」)(作為原告)針對本公司(作為被告)向中國湖北省高級人民法院(「湖北法院」)提交之令狀(「令狀」)，連同日期為二零一一年一月四日之相關法院傳票(「傳票」)。令狀亦令武漢白沙洲農副產品大市場有限公司(「白沙洲農副產品」)作為第三方牽涉入該等民事法律程序。

王女士及天九於令狀中的主要指稱如下：

- 指控白沙洲農副產品偽造有關收購白沙洲農副產品(「收購事項」)之股份轉讓協議(「爭議協議」)，此協議內收購之代價被低報，且對代價支付方式之描述亦不準確；

## 20. Litigation (Continued)

(A) Writ issued in the PRC by Ms. Wang Xiu Qun and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd. against the Company (“**PRC Action No.1**”) (Continued)

1. (Continued)

(b) it is alleged that Baisazhou Agricultural forged the related documentation for filing with the PRC Ministry of Commerce (“**MOFCOM**”) and the Hubei Administration For Industry and Commerce (the “**Hubei AIC**”), and that such documentation and the Contended Agreement involved forged signatures; and

(c) it is alleged that MOFCOM and the Hubei AIC approved the Acquisition and processed the related filings on the basis of the above documents that are allegedly forged.

At the relevant time of the Acquisition, none of the current Directors or senior management of the Company as at the date of this report were involved in the Acquisition.

According to the Writ, Ms. Wang and Tian Jiu were seeking an order from the court that the Contended Agreement, to which the Company is a party, is void and invalid from the beginning and should therefore be terminated, and claimed against the Company and Baisazhou Agricultural all relevant profits of Baisazhou Agricultural which were attributable to Ms. Wang and Tian Jiu, together with costs of the legal proceedings.

2. On 18 November 2011, the Hubei Court made an interim order that the 8% equity interest held by the Company in Baisazhou Agricultural be subject to a freezing order pending determination of the Writ. The percentage of equity interest held by the Company in Baisazhou Agricultural subject to a freezing order was subsequently reduced from 8% to 1.3%. On 26 May 2015, a decision was issued by the Wuhan Intermediate People’s Court discharging this freezing order. It follows that the freezing order no longer has any effect on the Group.

## 20. 訴訟(續)

(A) 王秀群女士及武漢天九工貿發展有限公司於中國向本公司發出之令狀(「中國第一號令狀」)(續)

1. (續)

(b) 指控白沙洲農副產品偽造於中國商務部(「商務部」)及湖北工商行政管理局(「湖北工商局」)存檔之相關文件，並指控有關文件及爭議協議涉及偽造簽名；及

(c) 指控商務部與湖北工商局根據上述據稱為偽造之文件批准收購事項及處理相關文檔。

於進行相關收購事項時，本公司於本報告日期的現任董事或高級管理層並無涉足收購事項。

根據令狀，王女士及天九正向法院尋求法令，勒令爭議協議(本公司為訂約方之一)從一開始即失效及無效，且應當終止，並向本公司及白沙洲農副產品索償王女士及天九應佔白沙洲農副產品之所有相關溢利連同法律訴訟費用。

2. 於二零一一年十一月十八日，湖北法院作出臨時命令，本公司所持有白沙洲農副產品的8%股權須凍結，以待確定令狀。本公司於白沙洲農副產品所持有的股權百分比受凍結令所限，其後由8%減至1.3%。於二零一五年五月二十六日，武漢市中級人民法院下達判決解除此凍結令。其後該凍結令不再對本集團有任何效力。



## 20. Litigation (Continued)

(A) Writ issued in the PRC by Ms. Wang Xiu Qun and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd. against the Company (“**PRC Action No.1**”) (Continued)

3. On 18 June 2014, the Company received the judgment (the “**Hubei Court Judgment**”) dated 31 May 2014 from the Hubei Court in relation to PRC Action No. 1. In the Hubei Court Judgment, the Hubei Court dismissed the claims of Ms. Wang and Tian Jiu, and they were ordered to bear the legal costs of the matter.
4. On 4 July 2014, the Company received the notice of appeal to the Supreme People’s Court of the PRC (the “**Supreme People’s Court**”) from Ms. Wang and Tian Jiu regarding PRC Action No. 1 (the “**Appeal**”). In the Appeal, Ms. Wang and Tian Jiu sought an order from the Supreme People’s Court that the Contended Agreement was void.
5. On 13 January 2015, the Company received the judgment dated 31 December 2014 handed down from the Supreme People’s Court in relation to the Appeal (the “**Beijing Judgment**”). In the Beijing Judgment, the Supreme People’s Court ordered that (a) the Hubei Court Judgment be revoked; (b) the Contended Agreement was void; and (c) acknowledged that the HK\$1,156 million sale and purchase agreement (the “**SPA**”) shall be the actual agreement being performed by the Company, Ms. Wang and Tian Jiu.

As advised by the PRC legal adviser of the Company:

- (a) The Supreme People’s Court only ordered the Contended Agreement void, but it did not make any ruling regarding the Acquisition itself, and/or the approval of the Acquisition issued by MOFCOM in November 2007.
- (b) The Beijing Judgment will not directly lead to any immediate change of ownership of Baisazhou Agricultural. The Company continues to be the legal owner of Baisazhou Agricultural until and unless the revocation of:
  - (i) the approval of the Acquisition from MOFCOM; and
  - (ii) the registration of the transfer of shareholding by the Hubei AIC.

## 20. 訴訟(續)

(A) 王秀群女士及武漢天九工貿發展有限公司於中國向本公司發出之令狀(「**中國第一號令狀**」)(續)

3. 於二零一四年六月十八日，本公司接獲湖北法院日期為二零一四年五月三十一日有關中國第一號令狀的判決(「**湖北法院判決**」)。在湖北法院判決中，湖北法院駁回王女士及天九的索償，且彼等被責令承擔法律訴訟的法律費用。
4. 於二零一四年七月四日，本公司接獲中國最高人民法院(「**最高人民法院**」)有關王女士及天九就中國第一號令狀的上訴通知(「**上訴**」)。在該上訴中，王女士及天九尋求最高人民法院頒令爭議協議無效。
5. 於二零一五年一月十三日，本公司收到最高人民法院日期為二零一四年十二月三十一日有關上訴所頒佈的判決(「**北京判決**」)。在北京判決中，最高人民法院頒令：(a)撤銷湖北法院判決；(b)爭議協議無效；及(c)承認1,156,000,000港元之買賣協議(「**買賣協議**」)須為本公司、王女士及天九履行之實際協議。

按本公司中國法律顧問的意見：

- (a) 最高人民法院只判決爭議協議無效，但並無對收購事項本身及／或商務部於二零零七年十一月授出的收購事項之批准作出任何判決。
- (b) 北京判決將不會直接導致白沙洲農副產品擁有權的任何即時變更。本公司將繼續為白沙洲農副產品的合法擁有人，直至及除非撤銷：
  - (i) 商務部對收購事項的批准；及
  - (ii) 湖北工商局處理的股權轉讓登記。

## 20. Litigation (Continued)

(A) Writ issued in the PRC by Ms. Wang Xiu Qun and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd. against the Company (“**PRC Action No.1**”) (Continued)

6. On 23 June 2015, the Company submitted an application to the Supreme People’s Court for a retrial, requesting that the Beijing Judgment be set aside.
7. On 21 July 2015, the Company received the written Notice of Acceptance of the retrial application from the Supreme People’s Court.
8. On 22 December 2015, the Supreme People’s Court dismissed the Company’s petition (the “**December 2015 Judgment**”). The Company received the December 2015 Judgment on 7 January 2016.
9. The Company is also seeking legal advice as to the possible impacts of the Beijing Judgment on the Group, if any, in view of the development as set out in Paragraph 6 of Section (D) below.
10. If event 5(b)(i) and/or 5(b)(ii) outlined above do happen, possible impacts on the Group may include, but are not limited to, the following:
  - (a) Baisazhou Agricultural ceasing to be a subsidiary of the Company. For the twelve months ended 31 December 2019, Baisazhou Agricultural contributed approximately the following to the Group: (i) approximately HK\$196 million in revenue; (ii) approximately HK\$175 million in profit attributable to owners of the Company; (iii) approximately HK\$1,693 million in assets; (iv) approximately HK\$612 million in liabilities, and (v) approximately HK\$1,081 million in total equity attributable to owners of the Company;

## 20. 訴訟(續)

(A) 王秀群女士及武漢天九工貿發展有限公司於中國向本公司發出之令狀(「中國第一號令狀」)(續)

6. 於二零一五年六月二十三日，本公司向最高人民法院提出再審申請，要求擱置北京判決。
7. 於二零一五年七月二十一日，本公司接獲最高人民法院之再審申請受理通知書。
8. 於二零一五年十二月二十二日，最高人民法院駁回本公司的申請(「二零一五年十二月判決」)。本公司於二零一六年一月七日收到二零一五年十二月判決。
9. 鑒於下文(D)節第6段載列之進展，本公司一直在就北京判決對本集團之可能影響(如有)尋求法律意見。
10. 倘若上述事項5(b)(i)及／或5(b)(ii)發生，對本集團之潛在影響可能包括(但不限於)以下事項：
  - (a) 白沙洲農副產品不再為本公司之附屬公司。截至二零一九年十二月三十一日止十二個月，白沙洲農副產品為本集團帶來以下各項金額：(i) 收入約196,000,000港元；(ii) 本公司擁有人應佔溢利約175,000,000港元；(iii) 資產約1,693,000,000港元；(iv) 負債約612,000,000港元；及(v) 本公司擁有人應佔權益總額約1,081,000,000港元；

## 20. Litigation (Continued)

- (A) Writ issued in the PRC by Ms. Wang Xiu Qun and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd. against the Company (“**PRC Action No.1**”) (Continued)

### 10. (Continued)

- (b) the Company cancelling the provision for payment of the two outstanding instruments purportedly described as promissory notes in the respective sale and purchase agreement between the Company and Ms. Wang and Tian Jiu. As at 31 December 2019, the instruments were recorded at book value of approximately HK\$376 million, together with interest payable in the aggregate amount of approximately HK\$636 million; and
- (c) the Company may take all necessary actions to seek (i) the return of the remaining balance of approximately HK\$706 million, being the consideration paid for the Acquisition, and (ii) the investments made by the Company over the years in Baisazhou Agricultural.

However, at this stage it is premature for the Company to provide any definitive view on the possible overall impact on the Group if events 5(b)(i) and/or 5(b)(ii) above occur.

- (B) Writ issued in the PRC by the Company and Baisazhou Agricultural against Ms. Wang, Tian Jiu and others

1. On 28 January 2011, the Company and Baisazhou Agricultural commenced court proceedings at the Hubei Court against, inter alia, Ms. Wang and Tian Jiu for the return of assets and operating profits of Baisazhou Agricultural which were unlawfully misappropriated etc.
2. On 16 October 2014 the Company applied to the Hubei Court to withdraw its claim in the proceedings. The Company’s application was granted on 22 October 2014. Baisazhou Agricultural remains as plaintiff of the proceedings.
3. On 12 January 2016, the Hubei Court issued a notice to the parties, informing the parties that the composition of the judges for the proceedings would be changed.

## 20. 訴訟(續)

- (A) 王秀群女士及武漢天九工貿發展有限公司於中國向本公司發出之令狀(「中國第一號令狀」)(續)

### 10. (續)

- (b) 本公司撤回有關本公司與王女士及天九各自訂立買賣協議項下承兌票據所據稱載述兩項尚未償還文據付款的撥備。於二零一九年十二月三十一日，相關文據的賬面值約為376,000,000港元，連同應付利息合計金額約636,000,000港元；及
- (c) 本公司或會採取一切必要行動尋求(i)收回餘款約706,000,000港元(即收購事項之已付代價)；及(ii)本公司於過往年度在白沙洲農副產品作出的投資。

然而，本公司在現階段就發生上述事項5(b)(i)及／或5(b)(ii)情況下對本集團的可能整體影響提出任何明確觀點仍為時尚早。

- (B) 本公司及白沙洲農副產品於中國向王女士、天九及其他發出之令狀

1. 於二零一一年一月二十八日，本公司及白沙洲農副產品已於湖北法院開始法院審理程序，內容有關(其中包括)要求王女士及天九歸還非法佔用的白沙洲農副產品資產及經營溢利。
2. 於二零一四年十月十六日，本公司向湖北法院申請撤銷其訴訟申索。本公司的申請於二零一四年十月二十二日獲受理。白沙洲農副產品仍為訴訟的原告。
3. 於二零一六年一月十二日，湖北法院向各方發出通告，知會訴訟各方訴訟之法官成員將有變更。

## 20. Litigation (Continued)

### (B) Writ issued in the PRC by the Company and Baisazhou Agricultural against Ms. Wang, Tian Jiu and others (Continued)

4. On 27 March 2017, the Hubei Court made an order that since the outcome of the legal proceedings against MOFCOM by Ms. Wang and Tian Jiu (see Section (D) below) would affect the trial of these proceedings, these proceedings should be stayed.
5. On 20 March 2019, the Hubei Court issued a notice to the parties stating that the proceedings would be resumed on 10 April 2019.

### (C) Writ issued by the Company against Ms. Wang and Tian Jiu in Hong Kong

1. On or about 24 October 2011, the Company issued a Writ of Summons in the Hong Kong Court of First Instance (the “**Court**”) against Ms. Wang and Tian Jiu. The Company (as purchaser) sought damages from Ms. Wang and Tian Jiu (as vendors) for their breach of various provisions of the SPA for the Acquisition.
2. On 5 October 2012, the Company obtained a court order from the Court to the effect that undertakings (the “**Undertakings**”) were given by Ms. Wang and Tian Jiu not to (i) indorse, assign, transfer or negotiate the two instruments (purportedly described as promissory notes in the SPA) (the “**Instruments**”); and (ii) enforce payment by presentation of the Instruments until the final determination of the court action or further court order. Pursuant to the Undertakings, the Instruments will no longer fall due for payment by the Company on 5 December 2012.
3. On 9 June 2017, upon the parties’ joint application to the Court, the Court varied the Undertakings to the effect that the Undertakings shall stand save that Ms. Wang and Tian Jiu can make a counterclaim under the present action as per the draft attached to the Consent Summons filed by the parties on 2 June 2017.
4. The trial took place in February, March and June 2019 for 23 days. The parties are waiting for the Court to hand down judgment.

## 20. 訴訟(續)

### (B) 本公司及白沙洲農副產品於中國向王女士、天九及其他發出之令狀(續)

4. 於二零一七年三月二十七日，湖北法院作出命令，指由於王女士及天九針對商務部的訴訟結果(見下文(D)節)影響該等審理程序，故該等審理程序應擱置。
5. 於二零一九年三月二十日，湖北法院向各方發出通告，表示將於二零一九年四月十日重新啟動審理程序。

### (C) 本公司於香港對王女士及天九發出之令狀

1. 於二零一一年十月二十四日或前後，本公司於香港原訟法院(「**法院**」)向王女士及天九發出傳票令狀。由於王女士及天九(作為賣方)對收購事項違反買賣協議多項條文，本公司(作為買方)正向彼等尋求損害賠償。
2. 於二零一二年十月五日，本公司接獲法院之法院令狀，令王女士及天九給予之承諾(「**承諾**」)生效，彼等向本公司承諾不會(i)對兩份文據(據稱是買賣協議之承兌票據)(「**文據**」)背書、分配、轉讓或磋商；及(ii)於出具文據時須強制付款，直至法院訴訟有最終判決或進一步法院命令為止。根據承諾，文據將不再到期，而令本公司於二零一二年十二月五日作出支付。
3. 於二零一七年六月九日，訴訟雙方共同向法院提出申請後，法院更改承諾，指承諾須繼續保留，惟王女士及天九可在本訴訟中按照訴訟雙方於二零一七年六月二日提交之同意傳票附帶的草擬稿提出反申索。
4. 審訊於二零一九年二月、三月及六月進行，為期23天。訴訟雙方正等候法院頒佈判決。

## 20. Litigation (Continued)

### (D) Legal proceedings against MOFCOM by Ms. Wang and Tian Jiu

1. On 4 May 2015 and 5 May 2015, Ms. Wang and Tian Jiu had jointly commenced two separate legal proceedings against MOFCOM alleging that MOFCOM failed to discharge its statutory duties for handling their application submitted in January 2015 for revoking the certificate of approval and letter of approval in relation to the Contended Agreement (the “**Application**”). The cases have been accepted by the Beijing Second Intermediate People’s Court (the “**Beijing Court**”).
2. On 20 May 2015, MOFCOM had filed its defence and each of the Company and Baisazhou Agricultural has then made an application to join the cases as third party.
3. On 25 May 2015, the Beijing Court issued a notice to the Company regarding submission of evidence.
4. On 8 January 2016, the Company received a judgment dated 31 December 2015 issued by the Beijing Court, by which the Beijing Court demanded MOFCOM to handle the Application again within 30 days.
5. On 15 February 2016, an inquiry was held by MOFCOM where the relevant parties to the legal proceedings were invited to attend and make submissions.
6. On 23 May 2016, the Company received a decision issued by MOFCOM dated 19 May 2016 (the “**MOFCOM Decision**”) to the effect, inter alia, that its approval issued in November 2007 in relation to the Contended Agreement shall not be revoked and shall remain to be in force.

## 20. 訴訟(續)

### (D) 王女士及天九對商務部提出法律訴訟

1. 於二零一五年五月四日及二零一五年五月五日，王女士及天九已共同對商務部提出兩項獨立的法律訴訟，指稱商務部未能履行其法定職責，處理王女士及天九於二零一五年一月就撤銷有關爭議協議之批准證書及批復提交之申請(「**申請**」)。案件已獲北京第二中級人民法院(「**北京法院**」)受理。
2. 於二零一五年五月二十日，商務部已提出其抗辯及本公司與白沙洲農副產品隨後申請作為第三方加入該等案件。
3. 於二零一五年五月二十五日，北京法院就提交證據向本公司發出通告。
4. 本公司於二零一六年一月八日收到北京法院頒佈之日期為二零一五年十二月三十一日的判決，北京法院要求商務部於30日內重新處理申請。
5. 於二零一六年二月十五日，商務部召開聽證會，邀請參與法律訴訟的相關人士出席並作出陳詞。
6. 於二零一六年五月二十三日，本公司收到由商務部於二零一六年五月十九日作出之決定(「**商務部決定**」)，當中確認(其中包括)其於二零零七年十一月就爭議協議發出之批准證書將不予撤銷且維持其效力。

## 20. Litigation (Continued)

### (D) Legal proceedings against MOFCOM by Ms. Wang and Tian Jiu (Continued)

7. According to a writ dated 3 August 2016, Ms. Wang and Tian Jiu requested the Beijing Court to revoke the MOFCOM Decision and to order MOFCOM to make a decision to revoke the approval. According to a notice issued by the Beijing Court together with the writ which was served on the Company, each of the Company and Baisazhou Agricultural has been added as a third party to the proceedings by the Beijing Court. Three hearings have taken place in the Beijing Court so far.
8. On 18 April 2017, the Company received the judgment of the Beijing Court dated 31 March 2017 (the “**31 March Judgment**”) stating that the request made by Ms. Wang and Tian Jiu to revoke the MOFCOM Decision lacked both legal and factual basis and was not supported by the Beijing Court. Accordingly, the Beijing Court dismissed the application of Ms. Wang and Tian Jiu.
9. On 10 May 2017, the Company received a Notice of Appeal dated 8 May 2017. By the Notice of Appeal, Ms. Wang and Tian Jiu appealed against the 31 March Judgment and requested for an order that (a) the 31 March Judgment be set aside and that (b) MOFCOM to make a decision to revoke the approval issued in 2007 in relation to the Contended Agreement.
10. On 24 December 2018, the Company received the judgment of the Beijing High People’s Court dated 20 December 2018 (the “**20 December Judgment**”) dismissing the appeal of Ms. Wang and Tian Jiu and upholding the ruling of the Beijing Court as set out in the 31 March Judgment.
11. On 4 March 2020, the Company noted the judgment of the Supreme People’s Court dated 31 December 2019 dismissing the application of Ms. Wang and Tian Jiu for retrial and for dismissal of the 31 March Judgment and the 20 December Judgment. In other words, the approval issued by MOFCOM in November 2007 in relation to the Contended Agreement shall not be revoked and shall remain to be in force.

## 20. 訴訟(續)

### (D) 王女士及天九對商務部提出法律訴訟(續)

7. 根據二零一六年八月三日之令狀，王女士及天九要求北京法院撤回商務部決定並要求商務部作出決定撤回批准證書。根據北京法院發出之通知，連同本公司接獲的令狀，本公司與白沙洲農副產品各自已被北京法院加入作為行政訴訟的第三方。目前為止，三項聆訊已在北京法院進行。
8. 於二零一七年四月十八日，本公司收到北京法院日期為二零一七年三月三十一日之判決(「**三月三十一日判決**」)，當中指出王女士及天九請求撤銷商務部決定缺乏法律及事實依據，不獲北京法院支持。因此，北京法院駁回王女士及天九之申請。
9. 於二零一七年五月十日，本公司收到一份日期為二零一七年五月八日的行政上訴狀。依據行政上訴狀，王女士及天九就三月三十一日判決提出上訴，請求頒令(a)撤銷三月三十一日判決，及(b)商務部作出決定以撤回於二零零七年就爭議協議發出之批准。
10. 於二零一八年十二月二十四日，本公司接獲日期為二零一八年十二月二十日的北京高級人民法院判決(「**十二月二十日判決**」)，駁回王女士及天九之上訴，並維持三月三十一日判決所載的北京法院判決。
11. 於二零二零年三月四日，本公司注意到最高人民法院日期為二零一九年十二月三十一日的判決，駁回王女士及天九就重審及駁回三月三十一日判決及十二月二十日判決提出的申請。換句話說，商務部於二零零七年十一月發出有關爭議協議的批准毋須撤銷並維持有效。

## 20. Litigation (Continued)

### (E) Writ issued by the Company against Ms. Wang and Tian Jiu in Hubei

1. On 22 May 2015, in view of the Beijing Judgment (as disclosed in Section (A) above), the Company upon being advised by the PRC legal adviser of the Company and out of an abundance of caution, issued a writ against Ms. Wang and Tian Jiu. The Company seeks an order from the Hubei Court that Ms. Wang and Tian Jiu shall assist Baisazhou Agricultural to discharge its contractual duties under the SPA to make the necessary filing with MOFCOM.
2. On 26 May 2015, the writ was accepted by the Hubei Court.
3. On 15 June 2015, Ms. Wang and Tian Jiu brought a jurisdiction objection to the Hubei Court.
4. On 25 August 2015, the Hubei Court dismissed the jurisdiction objection.
5. On 6 September 2015, Ms. Wang and Tian Jiu appealed to the Supreme People's Court regarding the dismissal of jurisdiction objection.
6. On 30 October 2015, the Supreme People's Court dismissed the appeal of Ms. Wang and Tian Jiu.
7. On 20 July 2016, the Hubei Court issued a notice to the parties for attendance at the pre-trial review on 11 August 2016.
8. According to the counterclaim filed by Ms. Wang and Tian Jiu dated 6 August 2016, they sought for a declaration from the Hubei Court that the SPA no longer has any force.

## 20. 訴訟(續)

### (E) 本公司於湖北向王女士及天九發出令狀

1. 於二零一五年五月二十二日，鑒於北京判決(如上文(A)節所披露)，本公司按本公司中國法律顧問之意見及出於審慎起見，向王女士及天九發出令狀。本公司尋求湖北法院頒令要求王女士及天九須協助白沙洲農副產品履行買賣協議下其須向商務部報批備案的義務。
2. 於二零一五年五月二十六日，湖北法院受理令狀。
3. 於二零一五年六月十五日，王女士及天九對湖北法院提出管轄權異議。
4. 於二零一五年八月二十五日，湖北法院駁回管轄權異議。
5. 於二零一五年九月六日，王女士及天九就駁回管轄權異議向最高人民法院上訴。
6. 於二零一五年十月三十日，最高人民法院駁回王女士及天九的上訴。
7. 於二零一六年七月二十日，湖北法院向訴訟各方發出通知出席於二零一六年八月十一日舉行之審訊前覆核。
8. 根據王女士及天九於二零一六年八月六日提出之反申索，彼等尋求湖北法院宣佈買賣協議不再具任何效力。

## 20. Litigation (Continued)

### (E) Writ issued by the Company against Ms. Wang and Tian Jiu in Hubei (Continued)

9. On 11 August 2016, the Company submitted an application to modify its claims. The modified claims include: (1) to confirm that the SPA has been legally made; (2) to seek an order from the Hubei Court that Ms. Wang and Tian Jiu shall assist the Company and Baisazhou Agricultural to discharge its contractual duties under the SPA to make the necessary filing with MOFCOM; (3) to seek an order from the Hubei Court that if Ms. Wang and Tian Jiu fail to assist as abovementioned then the Company and Baisazhou Agricultural shall have the right to make the necessary filing with MOFCOM on their own; and (4) to seek an order from the Hubei Court that Ms. Wang and Tian Jiu shall bear the costs of the proceedings.
10. On 27 March 2017, the Hubei Court made an order that since the outcome of the legal proceedings against MOFCOM by Ms. Wang and Tian Jiu (see Section (D) above) would affect the trial of these proceedings, these proceedings should be stayed.
11. On 26 April 2017, Ms. Wang and Tian Jiu applied to the Hubei Court for a freezing order in respect of the Company's 70% interest in Baisazhou Agricultural. The Hubei Court refused the application by Ms. Wang and Tian Jiu on that occasion.
12. On 10 May 2017, Ms. Wang and Tian Jiu applied to the Hubei Court again for a freezing order in respect of the Company's 70% interest in Baisazhou Agricultural. According to the order of the Hubei Court dated 26 May 2017 (the "26 May Order"), the Hubei Court granted the freezing order as against the Company's 70% interest in Baisazhou Agricultural.
13. On 26 May 2017, Ms. Wang and Tian Jiu applied to add a counterclaim for return of the Company's 90% interest in Baisazhou Agricultural (70% for Ms. Wang and 20% for Tian Jiu).

## 20. 訴訟(續)

### (E) 本公司於湖北向王女士及天九發出令狀(續)

9. 於二零一六年八月十一日，本公司提交一份申請以修改其索償。已修改索償包括：(1)確認買賣協議已合法簽訂；(2)向湖北法院尋求頒令王女士及天九協助本公司及白沙洲農副產品履行買賣協議下其須向商務部報批備案的義務；(3)向湖北法院尋求頒令，倘王女士及天九無法提供上述協助，則本公司及白沙洲農副產品本身將有權向商務部報批備案；及(4)向湖北法院尋求頒令王女士及天九須承擔訴訟的費用。
10. 於二零一七年三月二十七日，湖北法院作出命令，指由於王女士及天九針對商務部的訴訟結果(見上文(D)節)將影響該等審理程序，故該等審理程序應押後。
11. 於二零一七年四月二十六日，王女士及天九就本公司於白沙洲農副產品之70%權益向湖北法院申請凍結令。湖北法院當時拒絕王女士及天九的申請。
12. 於二零一七年五月十日，王女士及天九再次就本公司於白沙洲農副產品之70%權益向湖北法院申請凍結令。根據湖北法院於二零一七年五月二十六日的命令(「五月二十六日命令」)，湖北法院批准凍結令，凍結本公司於白沙洲農副產品之70%權益。
13. 於二零一七年五月二十六日，王女士及天九申請增加反申索，要求取回本公司於白沙洲農副產品之90%權益(王女士70%、天九20%)。



## 20. Litigation (Continued)

### (E) Writ issued by the Company against Ms. Wang and Tian Jiu in Hubei (Continued)

14. On 5 June 2017, the Company applied to the Hubei Court for review of the 26 May Order. According to the order of the Hubei Court dated 12 June 2017, the application by the Company was dismissed.
15. On 10 April 2019, in light of the outcome of the legal proceedings against MOFCOM by Ms. Wang and Tian Jiu (see section (D) above), the Company applied to the Hubei Court for withdrawal of the Company's claim. The application of the Company was granted on 11 April 2019.
16. According to the order of the Hubei Court dated 23 December 2019, the counterclaim made by Ms. Wang and Tian Jiu was dismissed by the Hubei Court.

### (F) Writ issued by Luoyang Hongjin Agricultural and By-Product Exchange Market Company Limited against Mr. Cui Zhanjun

1. On 3 April 2017, Luoyang Hongjin Agricultural and By-Product Exchange Market Company Limited ("**Luoyang Hongjin**") issued a writ against Mr. Cui Zhanjun ("**Mr. Cui**") seeking an order from the Laocheng District People's Court (the "**Laocheng Court**") for return of security deposit in relation to the construction works in the sum of RMB2,721,500 with interests by Mr. Cui.
2. Upon mediation between the parties, the Laocheng Court made a mediation order that (1) Mr. Cui shall pay RMB2,721,500 to Luoyang Hongjin by 31 December 2017 and (2) in the event of default by Mr. Cui, interest shall accrue on the said sum of RMB2,721,500 at the benchmark interest rate of the People's Bank of China.

## 20. 訴訟(續)

### (E) 本公司於湖北向王女士及天九發出令狀(續)

14. 於二零一七年六月五日，本公司向湖北法院申請覆核五月二十六日命令。根據二零一七年六月十二日湖北法院的命令，本公司之申請被駁回。
15. 於二零一九年四月十日，鑒於王女士及天九針對商務部的法律訴訟結果(見上文(D)節)，本公司向湖北法院申請撤回本公司的申索。本公司的申請於二零一九年四月十一日獲得批准。
16. 根據湖北法院日期為二零一九年十二月二十三日的命令，王女士及天九提出的反申索被湖北法院駁回。

### (F) 洛陽宏進農副產品批發市場有限公司向崔棧軍先生發出之令狀

1. 於二零一七年四月三日，洛陽宏進農副產品批發市場有限公司(「**洛陽宏進**」)向崔棧軍先生(「**崔先生**」)發出令狀，尋求老城區人民法院(「**老城法院**」)頒令崔先生須退回有關建設成本的保證金人民幣2,721,500元及利息。
2. 經雙方調解，老城法院頒佈調解令：(1)崔先生須於二零一七年十二月三十一日前向洛陽宏進支付人民幣2,721,500元及(2)倘崔先生未能履行，上述人民幣2,721,500元的金額須按中國人民銀行的基準利率計息。

## 20. Litigation (Continued)

(F) Writ issued by Luoyang Hongjin Agricultural and By-Product Exchange Market Company Limited against Mr. Cui Zhanjun (Continued)

3. By 31 December 2017, Mr. Cui had failed to pay the sum of RMB2,721,500 to Luoyang Hongjin. Luoyang Hongjin applied to the Laocheng Court for enforcement action against Mr. Cui. As at the date of this report, the enforcement action is still ongoing.

(G) Writ issued by Mr. Cui Zhanjun against Luoyang Hongjin and Nanchang City Construction Engineering Group Company Limited

1. In or around August 2016, Mr. Cui issued a writ against Luoyang Hongjin and Nanchang City Construction Engineering Group Company Limited (“**Nanchang Construction**”), seeking an order from the Laocheng Court that (1) Luoyang Hongjin shall pay RMB2,809,115.12 as the construction costs for the additional area with interests; (2) Nanchang Construction shall return the tax allowance of RMB980,000 with interests; and (3) the defendants shall be jointly liable for the costs of the proceedings.
2. In the course of the proceedings, Mr. Cui amended his claims to (1) Luoyang Hongjin shall pay RMB2,394,216.62 as construction costs for the additional area with interests; and (2) Luoyang Hongjin shall return the security deposit of RMB2,418,725 with interests (“**Amended Claims**”).
3. On 18 December 2017, the Laocheng Court ruled in favour of Mr. Cui and made an order in terms of the Amended Claims.
4. On 7 January 2018, Luoyang Hongjin appealed to Luoyang Intermediate People’s Court (the “**Luoyang Court**”).
5. On 16 July 2018, Luoyang Hongjin received the judgment from the Luoyang Court that (1) the judgment made by the Laocheng Court dated 18 December 2018 be revoked; and (2) the case be remitted back to the Laocheng Court for retrial.

## 20. 訴訟(續)

(F) 洛陽宏進農副產品批發市場有限公司向崔棧軍先生發出之令狀(續)

3. 截至二零一七年十二月三十一日，崔先生未能向洛陽宏進支付人民幣2,721,500元，洛陽宏進向老城法院申請對崔先生進行強制執行。於本報告日期，強制執行行動仍在進行。

(G) 崔棧軍先生向洛陽宏進及南昌市建築工程集團有限公司發出的令狀

1. 於二零一六年八月或前後，崔先生向洛陽宏進及南昌市建築工程集團有限公司(「**南昌建築**」)發出令狀，尋求老城法院頒令(1)洛陽宏進須支付增加面積的建設成本人民幣2,809,115.12元及利息；(2)南昌建築須退回多扣除的稅金款項人民幣980,000元及利息；及(3)被告須共同負責承擔訴訟費用。
2. 在訴訟過程中，崔先生將其申索修改為(1)洛陽宏進須支付增加面積的建設成本人民幣2,394,216.62元及利息；及(2)洛陽宏進須退回保證金人民幣2,418,725元及利息(「**經修訂申索**」)。
3. 於二零一七年十二月十八日，老城法院裁定崔先生勝訴，並就經修訂申索頒佈命令。
4. 於二零一八年一月七日，洛陽宏進向洛陽市中級人民法院(「**洛陽法院**」)上訴。
5. 於二零一八年七月十六日，洛陽宏進收到洛陽法院(1)撤銷老城法院日期為二零一八年十二月十八日之判決；及(2)案件發還老城法院進行重審之判決。

## 20. Litigation (Continued)

(G) Writ issued by Mr. Cui Zhanjun against Luoyang Hongjin and Nanchang City Construction Engineering Group Company Limited (Continued)

6. On 14 December 2018, the Laocheng Court made an order that (1) Nanchang Construction shall pay the construction payment of RMB2,017,216.65 to Mr. Cui and (2) Nanchang Construction shall return the guarantee deposit of RMB2,418,725 to Mr. Cui.
7. On 7 August 2019, the Luoyang Court handed down the final judgment that (1) Nanchang Construction shall pay the construction payment of RMB507,932.25 to Mr. Cui and (2) Nanchang Construction shall return the guarantee deposit of RMB2,418,725 to Mr. Cui.

(H) Writ issued in the PRC by Jiangsu Shenglong Zhengtai Trade and Commercial Development Co., Ltd against Huai'an Mingyuan Agricultural Development Company Ltd and Mr. Wang Yong Gang

1. On 4 November 2018, Jiangsu Shenglong Zhengtai Trade and Commercial Development Co., Ltd (“**Jiangsu Shenglong**”) issued a writ against Huai'an Mingyuan Agricultural Development Company Ltd (“**Huai'an Mingyuan**”) and Mr. Wang Yong Gang (“**Mr. Wang**”), seeking an order from the Nanjing Xuanwu District People's Court, inter alia, that (1) the Business Cooperation Agreement and Supplemental Business Cooperation Agreement signed by the parties shall be terminated; (2) Huai'an Mingyuan shall pay Jiangsu Shenglong RMB30,000,000 as compensation for breach of the Business Cooperation Agreement; (3) Huai'an Mingyuan shall pay Jiangsu Shenglong RMB2,029,250 and RMB5,795,000 as compensation for breaches of the Supplemental Business Cooperation Agreement; (4) Mr. Wang shall be held responsible for Huai'an Mingyuan's aforementioned compensations to Jiangsu Shenglong; and (5) the defendants shall be jointly liable for the costs of the proceedings and Huai'an Mingyuan shall be liable for the legal fees of Jiangsu Shenglong.

## 20. 訴訟(續)

(G) 崔棧軍先生向洛陽宏進及南昌市建築工程集團有限公司發出的令狀(續)

6. 於二零一八年十二月十四日，老城法院頒令(1)南昌建築須向崔先生支付工程款項人民幣2,017,216.65元及(2)南昌建築須向崔先生退回保證金人民幣2,418,725元。
7. 於二零一九年八月七日，洛陽法院作出終審判決：(1)南昌建築須向崔先生支付工程款項人民幣507,932.25元及(2)南昌建築須向崔先生退回保證金人民幣2,418,725元。

(H) 江蘇盛隆正泰商貿發展有限公司於中國向淮安市明遠農業發展有限公司及王永鋼先生發出之令狀

1. 於二零一八年十一月四日，江蘇盛隆正泰商貿發展有限公司(「**江蘇盛隆**」)向淮安市明遠農業發展有限公司(「**淮安明遠**」)及王永鋼先生(「**王先生**」)發出令狀，尋求南京玄武區人民法院頒令(其中包括)(1)各方簽訂之業務合作協議及補充業務合作協議將予終止；(2)淮安明遠須向江蘇盛隆支付人民幣30,000,000元，作為違反業務合作協議之賠償；(3)淮安明遠須向江蘇盛隆支付人民幣2,029,250元及人民幣5,795,000元作為違反補充業務合作協議之賠償；(4)王先生應對淮安明遠上述對江蘇盛隆之賠償負責；及(5)被告人須共同負責承擔訴訟費用及淮安明遠須負責承擔江蘇盛隆的律師費。

## 20. Litigation (Continued)

- (H) Writ issued in the PRC by Jiangsu Shenglong Zhengtai Trade and Commercial Development Co., Ltd against Huai'an Mingyuan Agricultural Development Company Ltd and Mr. Wang Yong Gang (Continued)
2. On 16 December 2018, Huai'an Mingyuan issued counterclaim against Jiangsu Shenglong, seeking an order from Nanjing Xuanwu District People's Court, inter alia, that (1) the Termination of Cooperation Notice issued by Jiangsu Shenglong dated 17 September 2018 does not have any force against Huai'an Mingyuan; and (2) Jiangsu Shenglong shall be liable for the legal fees of Huai'an Mingyuan.
3. As at the date of this report, the case is still ongoing.

Save as disclosed above, as at 31 December 2019, so far as the Directors were aware, (i) the Group was not engaged in any litigation or claims of material importance, and (ii) no litigation or claims of material importance is pending or threatened against the Group.

## 21. Material Related Party Transactions

Save as disclosed elsewhere in the Interim Financial Statements, the Group entered into the following material related party transaction:

### (a) Transactions with key management personnel

Remuneration for key management personnel of the Group including amount paid to the Company's directors and highest paid employee.

## 20. 訴訟(續)

- (H) 江蘇盛隆正泰商貿發展有限公司於中國向淮安市明遠農業發展有限公司及王永鋼先生發出之令狀(續)
2. 於二零一八年十二月十六日，淮安明遠向江蘇盛隆發出民事反訴狀，尋求南京玄武區人民法院頒令，其中包括(1)江蘇盛隆所發出的日期為二零一八年九月十七日的終止合作經營通知對淮安明遠不產生效力；及(2)江蘇盛隆須負責承擔淮安明遠的律師費。
3. 於本報告日期，訴訟仍在進行。

除上文披露者外，於二零一九年十二月三十一日，就董事所知，(i)本集團並無涉及任何重大訴訟或重大索償，及(ii)本集團並無尚未了結或面臨重大訴訟或重大索償的威脅。

## 21. 重大關連人士交易

除中期財務報表另有披露者外，本集團已訂立以下重大關連人士交易：

### (a) 與主要管理人員的交易

本集團主要管理人員之酬金包括支付予本公司董事及最高薪酬僱員之金額。

For the twelve months ended  
31 December  
截至十二月三十一日  
止十二個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
Short-term employee benefits	短期僱員福利	14,882	11,183
Post-employment benefits	離職後福利	141	124
		<b>15,023</b>	11,307

## 21. Material Related Party Transactions (Continued)

### (b) Finance cost

During the period ended 31 December 2019, the Group paid convertible bond interest expenses to a wholly-owned subsidiary of Easy One Financial Group Limited at the amount of approximately HK\$11,444,000 (31 December 2018: approximately HK\$11,015,000).

## 22. Comparative Figures

Certain comparative amounts have been reclassified to conform to current period's presentation.

## 23. Approval of Interim Financial Statements

The Interim Financial Statements were approved and authorised to issue by the Board on 28 February 2020.

## 21. 重大關連人士交易 (續)

### (b) 融資成本

截至二零一九年十二月三十一日止期間，本集團向易易壹金融集團有限公司之一間全資附屬公司支付可換股債券利息費用金額約11,444,000港元(二零一八年十二月三十一日：約11,015,000港元)。

## 22. 比較數字

若干比較數字已重新分類，以符合本期間的呈列。

## 23. 中期財務報表之批准

中期財務報表於二零二零年二月二十八日獲董事會批准及授權刊發。



# 中國農產品交易

CHINA AGRI-PRODUCTS EXCHANGE

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