中國農產品交易
CHINA AGRI-PRODUCTS EXCHANGE

Dedicated to developing Agriculture
Sincere in serving Agriculture

(Incorporated in Bermuda with limited liability)

Stock Code：0149

2015
Annual Report

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CORPORATE INFORMATION

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*
Ms. Lam Ka Jen, Katherine
Mr. Lau King Lung

AUDIT COMMITTEE

Ms. Lam Ka Jen, Katherine, *Chairman*
Mr. Ng Yat Cheung, *JP*
Mr. Lau King Lung

REMUNERATION COMMITTEE

Mr. Ng Yat Cheung, *JP*, *Chairman*
Ms. Lam Ka Jen, Katherine
Mr. Lau King Lung
Mr. Chan Chun Hong, Thomas

NOMINATION COMMITTEE

Mr. Lau King Lung, *Chairman*
Mr. Ng Yat Cheung, *JP*
Ms. Lam Ka Jen, Katherine
Mr. Chan Chun Hong, Thomas
Mr. Leung Sui Wah, Raymond

COMPANY SECRETARY

Mr. Cheung Chin Wa, Angus

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

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

5/F., Wai Yuen Tong Medicine Building
9 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited
Level 22, 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

CHAIRMAN'S STATEMENT

ON BEHALF OF THE BOARD OF DIRECTORS (THE "**BOARD**" OR THE "**DIRECTORS**") OF CHINA AGRI-PRODUCTS EXCHANGE LIMITED (THE "**COMPANY**", TOGETHER WITH ITS SUBSIDIARIES, COLLECTIVELY THE "**GROUP**"), I HEREBY PRESENT THIS ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2015 TO OUR SHAREHOLDERS. DURING THE YEAR, WE HAVE EXPERIENCED A CHALLENGING SITUATION PRIMARILY. THE GROUP POSTED AN INCREASE IN TURNOVER FROM APPROXIMATELY HK$298.0 MILLION IN 2014 TO APPROXIMATELY HK$365.2 MILLION IN 2015. THE LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY WAS APPROXIMATELY HK$489.1 MILLION WHICH WAS MAINLY DUE TO THE SALES RECOGNITION OF SHOPS IN YULIN MARKET IN 2014 BUT THAT EFFECT DECREASED IN 2015, THE INCREASE IN GENERAL AND ADMINISTRATIVE EXPENSES AND FINANCE COSTS AND THE DECREASE OF NET GAIN IN FAIR VALUE OF INVESTMENT PROPERTIES.

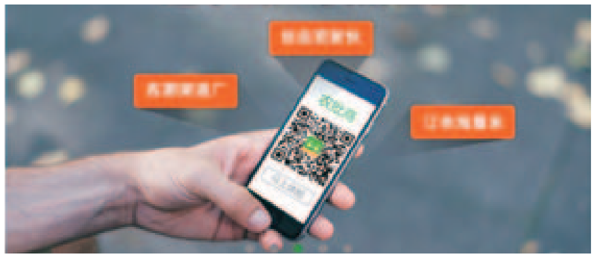
BUSINESS ENVIRONMENT

Under the backdrop of the People's Republic of China's (the "**PRC**") transition from a rapid economic growth to a moderate growth, the performance of our agri-product exchanges was also adjusted in 2015.

Despite the "new norm" of the slow pace of growth in the PRC, our business environment is still optimistic. The PRC government targets to optimize agricultural structure, emphasizes real enforcement of the structural reform on supply side and launched various policies to vitalize the agricultural industry, including the "13th National Five-Year Plan" which focuses on agricultural modernization and positively responds to the call of new concept of agricultural development, the "No.1 Central Document for 2016" which continues to address agricultural modernization issues for four years in a row, the "One Belt, One Road" policy which drives the overall growth of the PRC economy and prepares a sustainable way for the PRC's continuing development and the "Internet Plus" strategy towards agricultural produce market which provides a brand new opportunity for traditional agri-cultural exchange business entering to the e-commerce platform. In view of the favourable government policies and change in business model, we have expanded our agricultural produce market network during the year under review and extended our footprints to rural e-commerce area for adapting the ever changing environment and capturing these enormous business opportunities.

BUSINESS REVIEW

The Group has eleven projects in hand which are strategically situated in favorable locations of the PRC, such as Wuhan City, Yulin City, Luoyang City, Xuzhou City, Puyang City, Kaifeng City, Qinzhou City, Huangshi City, Huai'an City, Panjin City and Huanggang City. During the year under review, we developed an O2O agricultural produce e-commerce platform named "gdeng.cn (谷登農批網)" to pave the way for our expansion to rural e-commerce project. We also continued to increase our land reserve via participation in land auction (for example, the acquisition of a parcel of land of approximately 73,333 square meters in Yulin City for expansion of an agricultural produce market) and via merge and acquisition activities (for example, the acquisition of an existing market in Huai'an City). These expansions have consolidated our strong position in the agricultural produce exchange industry in the PRC and laid a solid foundation to establish a nationwide wholesale market network in both physical way as well as electronic way.



BUSINESS DEVELOPMENT

During the year under review, we extended our agricultural exchange market network to Huangshi City, Huai'an City, Panjin City and Huanggang City, respectively and expanded our agricultural exchange market in Yulin City. With our successful track records and the development potential of these new markets, it is expected that the performance of our new markets will gradually mature after our continuous nurture and will contribute steady income for the Group in 2016 and our markets will continue to accelerate an overall upgrade of the Group's brand in the PRC.

E-commerce

Rural e-commerce was included as one of the priority industries in the "13th National Five-Year Plan" and the "Internet Plus" strategy was spread to the field. In the second half of last year, the PRC government announced certain documents in a row to encourage rural e-commerce and establish a development framework. During the year under review, the Group launched an O2O agricultural produce e-commerce platform "gdeng.cn (谷登農批網)" which focuses on solving the low efficiency and high wear and tear problem on agricultural products circulation. The platform will take advantage of mobile internet and big data analysis technique to connect the upstream information, downstream information and logistics of agricultural produce exchanges. The agricultural produce e-commerce platform comprises one website — "gdeng.cn" (谷登農批網) and two smartphone applications — "NSY(農商友)" and "NST(農速通)", which combines information, finance, ancillary facilities, logistics, promotion, transaction and social network. The e-commerce platform and the smartphone applications will line up our physical markets and logistic centers to provide a comprehensive and up-to-date service package to our customers.

MARKET RECOGNITION

During the year under review, our markets received high recognition from the industry. In 2015, (i) Wuhan Baisazhou Agricultural and By-Product Exchange Market ("**Wuhan Baisazhou Market**") was ranked 5th among top 100 national agricultural wholesale markets by China Agricultural Wholesale Market Association; (ii) Yulin Hongjin Agricultural and By-Product Exchange Market ("**Yulin Market**") received the "Important Leading Corporation" award issued by Guangxi Agricultural Business Meeting and the "Honor Certificate" issued by Agricultural Unit of Guangxi Zhuang Autonomous Region; (iii) Luoyang Hongjin Agricultural and By-Product Exchange Market ("**Luoyang Market**") was placed as one of the top 100 national agricultural wholesale markets by China Agricultural Wholesale Market Association; and (iv) Xuzhou Agricultural and By-Product Exchange Market ("**Xuzhou Market**") was ranked 37th among top 100 agricultural wholesale markets by China Agricultural Wholesale Market Association. The prestigious market recognition not only built our good reputation in the industry but also made a good model for us to replicate our operations in the new markets.

FUND RAISING ACTIVITIES

In order to cope with the needs of the development of the Group, the Company completed two rights issues in May 2015 and January 2016 respectively, and a placing of new shares in July 2015.

CORPORATE STRATEGIES

Looking forward, the PRC government will continue to focus on the implementation of new concept, accelerate agricultural modernization and energetically promote rural e-commerce development. In order to respond to the call and conform to the trend, the Group took the lead in the O2O agricultural e-commerce industry and launched the platform "gdeng.cn(谷登農批網)". We will promote the use of the platform and co-operate with local governments to develop modern and well-structured agricultural produce exchanges. We will also actively participate in the development of agricultural exchange market. Our foothold in Huai'an City, Panjin City and Huanggang City will allow us to successfully build nationwide chain wholesale markets and a network of modern agriculture products logistics center which is based in central China linking between the southern and the northern regions of China and across the eastern and the southwestern regions of China. We believe our market share and business will keep a steady growth. Rely on the enormous business opportunities arising from the "13th National Five-Year Plan", the "No.1 Central Document for 2016", the "One Belt, One Road Policy" and the instruction for accelerating rural e-commerce, we will combine the goal of successful operation of "gdeng.cn(谷登農批網)" with our huge off-line market resources on agricultural produce exchanges to optimize agricultural industrial distribution and accelerate agricultural industrial upgrading. The Group is confident to break through the adverse situation and provide an internationally advanced one-stop agricultural e-commerce platform by taking advantage of the huge demand on China rural e-commerce, and in turn, will benefit our shareholders.

In 2016, the Group will continue to balance between its expansions and financial sustainability. The Group will strategically expand its agricultural produce exchanges to the other cities when there is a good opportunity. With the successful track record in our existing markets, we will endeavor to prudently seek business opportunities and replicate our business models steadily in order to achieve a win-win and sustainable business environment which, in turn, provide ultimate benefit to our shareholders and the agricultural industry.

APPRECIATION

Finally, I would like to express my sincere gratitude to all of the Company's shareholders, bondholders, customers and business partners for their continued trust and support over the past years. Meanwhile, I would also like to thank my fellow Board members, the management team and staff members at all levels for their dedication and remarkable contribution to the growth of the Group.

Chan Chun Hong, Thomas
Chairman & Chief Executive Officer

Hong Kong, 3 March 2016

MANAGEMENT DISCUSSION AND ANALYSIS

THE GROSS PROFIT OF THE GROUP INCREASED BY APPROXIMATELY 11% TO APPROXIMATELY HK$237.7 MILLION FROM APPROXIMATELY HK$214.1 MILLION FOR THE LAST YEAR. THE GROSS PROFIT MARGIN OF THE GROUP FOR THE FINANCIAL YEAR WAS APPROXIMATELY 65% AS COMPARED TO APPROXIMATELY 72% FOR THE LAST YEAR. THE DECREASE IN GROSS PROFIT MARGIN WAS MAINLY DUE TO THE LOWER MARGIN FOR THE PROPERTY SALES THAN THAT OF AGRICULTURAL PRODUCE EXCHANGE MARKET OPERATION AND THE INCREASE OF OPERATING COST FROM OUR NEWLY OPENED AGRICULTURAL MARKETS.

SUMMARY OF FINANCIAL RESULTS

Turnover and gross profit

For the year ended 31 December 2015, the Group recorded a turnover of approximately HK$365.2 million, an increase of approximately HK$67.2 million or approximately 23% from approximately HK$298.0 million for the last year. The increase was mainly attributable to the properties sales of Huai'an Hongjin Agricultural and By-Product Exchange Market ("**Huai'an Market**") and the increase of income of other agricultural produce exchange projects.

The gross profit of the Group increased by approximately 11% to approximately HK$237.7 million from approximately HK$214.1 million for the last year. The gross profit margin of the Group for the financial year was approximately 65% as compared to approximately 72% for the last year. The decrease in gross profit margin was mainly due to the lower margin for the property sales than that of agricultural produce exchange market operation and the increase of operating cost from our newly opened agricultural markets.

Net loss in fair value of investment properties and written down of stock of properties

The net loss in fair value of investment properties of approximately HK$33.2 million (2014: net gain of approximately HK$77.7 million) and the written down of stock of properties of approximately HK$60.1 million (2014: Nil) were mainly due to the stagnant property market environment in the PRC in 2015.

General and administrative expenses, selling expenses and finance costs

General and administrative expenses were approximately HK$326.4 million (2014: approximately HK$287.7 million). The increase was mainly due to new development cost in various projects and commencement of operations in Huai'an Market and Panjin Hongjin Agricultural and By-Product Exchange Market ("**Panjin Market**"). Selling expenses were approximately HK$55.1 million (2014: approximately HK$106.4 million). The decrease in selling expenses was mainly due to the implementation of cost saving policies in the Group's marketing and promotion events in 2015. Finance costs were approximately HK$268.0 million (2014: approximately HK$232.0 million) and such increase was mainly due to obtaining new interest bearing debts during the year under review.

Loss attributable to owners of the Company

The loss attributable to owners of the Company for the year was approximately HK$489.1 million as compared to that of last year of approximately HK$340.4 million. The loss was mainly due to the sales recognition of shops in Yulin Market in 2014 but that effect decreased in 2015, the increase in general and administrative expenses and finance costs and the decrease of net gain in fair value of investment properties.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2015, the Group's total cash and cash equivalents amounting to approximately HK$276.0 million (2014: approximately HK$200.4 million) whilst total assets and net assets were approximately HK$7,043.2 million (2014: approximately HK$6,906.0 million) and approximately HK$1,777.8 million (2014: approximately HK$1,876.3 million), respectively. The Group's gearing ratio as at 31 December 2015 was approximately 1.6 (2014: approximately 1.5), being a ratio of total bank and other borrowings, bonds and promissory notes of approximately HK$3,261.6 million (2014: approximately HK$3,045.3 million), net of cash and cash equivalents and pledged bank deposits of approximately HK$276.0 million and approximately HK$148.0 million (2014: approximately HK$200.4 million and approximately HK$93.0 million) to shareholders' funds of approximately HK$1,777.8 million (2014: approximately HK$1,876.3 million).

DIVIDENDS

The Directors do not recommend any payment of final dividend for the year ended 31 December 2015 (2014: Nil). No interim dividend for 2015 was paid to the shareholders of the Company during the year under review (2014: Nil).

REVIEW OF OPERATIONS

During the year under review, the Group was principally engaged in management and sales of properties in agricultural produce exchange markets in the PRC. Both the operating performance and market ranking of our markets made steady progress in 2015.

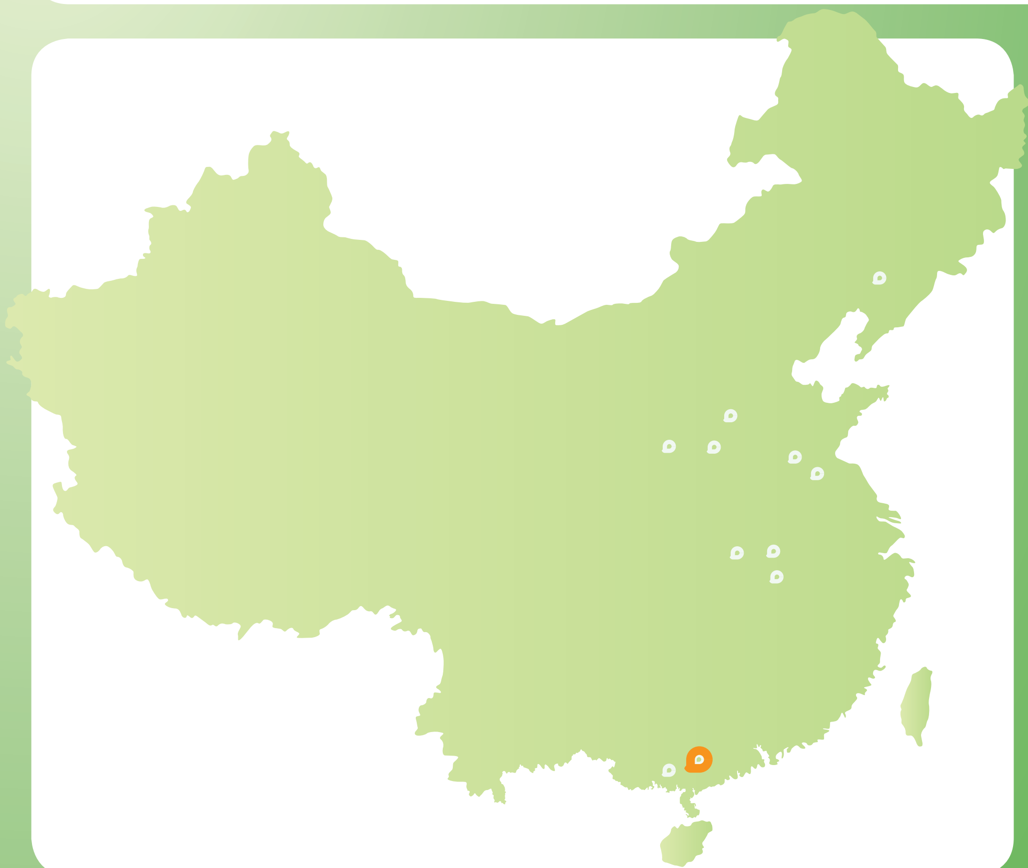
WUHAN BAISAZHOU

WUHAN BAISAZHOU
Market

Located in the provincial capital of Hubei Province, the PRC, Wuhan Baisazhou Agricultural and By-Product Exchange Market ("**Wuhan Baisazhou Market**") is one of the largest agricultural produce exchange operators in the PRC. Wuhan Baisazhou Market is situated in the Hongshan District of Wuhan city with a site area of approximately 310,000 square metres. In December 2015, Wuhan Baisazhou Market was ranked 5th out of top 100 national agricultural wholesale markets by China Agricultural Wholesale Market Association. This award recognized the Group's contribution to the market and its effort as well as expertise to the agricultural produce exchange market operators in the PRC.

During the year under review, the turnover of Wuhan Baisazhou Market continued to rise at the rate of approximately 8% as compared to that of last year. The ongoing outstanding operating performance of Wuhan Baisazhou Market had established its reputation and track record amongst customers and tenants.

YULIN



YULIN
Market

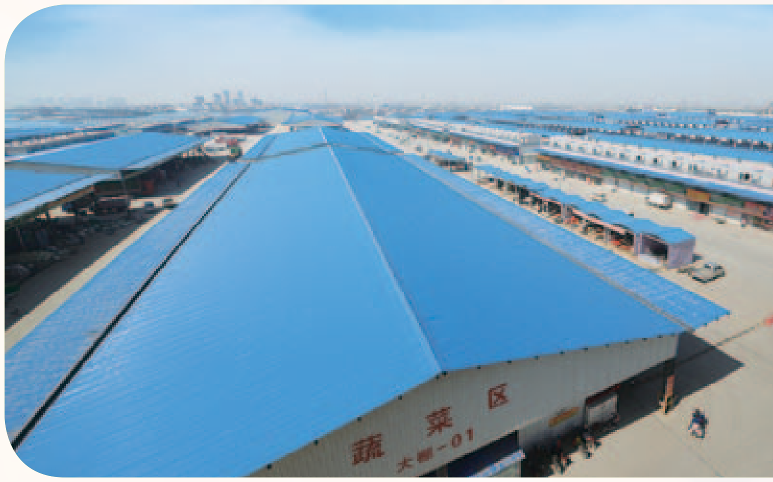
Yulin Hongjin Agricultural and By-Product Exchange Market ("**Yulin Market**") was one of the largest agricultural produce exchanges in Guangxi Zhuang Autonomous Region ("**Guangxi Region**"), the PRC. It consisted of a variety of market stalls and multi-storey godown. The Group completed the construction of an extension to the phase two development of the Yulin Market which being considered a new growth driver for the Group. As an energetic agricultural produce exchange market, Yulin Market's continuously remarkable performance proved it having become one of the key agricultural produce exchange markets in the Guangxi Region. Yulin Market received the "Important Leading Corporation" award from Guangxi Agricultural Business Meeting held in 2015 and the "Honor Certificate" issued by Agricultural Unit of Guangxi Zhuang Autonomous Region in 2015. These awards not only proved the market recognition but also established a good reputation for our potential customers as a good foundation for our future development.

Yulin Market's operating performance was satisfactory and had achieved a growth of approximately 13% in revenue from agricultural produce exchange market operations as compared to the last year.

LUOYANG

LUOYANG
Market

Luoyang Hongjin Agricultural and By-Product Exchange Market ("**Luoyang Market**") was the flagship project of the Group in Henan Province, the PRC. Both occupancy rate and vehicles' traffic were satisfactory. The site area of Luoyang Market was approximately 255,000 square metres with a gross floor area of approximately 160,000 square metres. The business of Luoyang Market had gradually improved after the first year's operations. In December 2015, Luoyang Market was placed as one of the top 100 national agricultural wholesale markets by China Agricultural Wholesale Market Association. The award not only proved the market recognition but also established a good reputation for our potential customers as a good foundation for our future development.



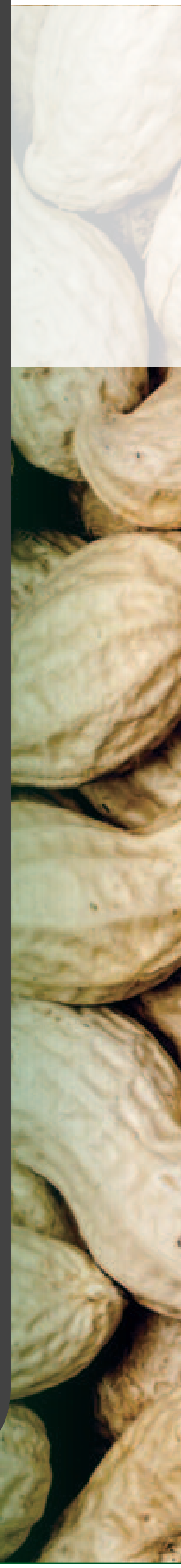
XUZHOU

XUZHOU
Market

Xuzhou Agricultural and By-Product Exchange Market ("**Xuzhou Market**") occupied approximately 200,000 square metres and was located in the northern part of Jiangsu Province, the PRC. The market housed various market stalls, godowns and cold storage. Xuzhou Market was a major marketplace for the supply of fruit and seafood in the city and the northern part of Jiangsu Province, the PRC. In December 2015, Xuzhou Market was ranked 37th among top 100 agricultural wholesale markets by China Agricultural Wholesale Market Association. The award not only proved the market recognition but also established a good reputation for our potential customers as a good foundation for our future development.

The operating performance of Xuzhou Market was steady. Being a mature market of the Group, Xuzhou Market's income in 2015 mildly decreased by approximately 8% as compared to that of last year due to the fluctuation of fruit and vegetable price affect transaction fee.

PUYANG



PUYANG
Market

Puyang Hongjin Agricultural and By-Product Exchange Market ("**Puyang Market**") is one of our joint venture projects with a local partner. During the year under review, the operating performance of Puyang Market achieved a satisfactory result with an increment of 30% in turnover as compared to that of last year contributing a positive operating profit to the Group.

KAIFENG

KAIFENG
Market

Kaifeng Hongjin Agricultural and By-Product Exchange Market ("**Kaifeng Market**"), with a gross floor construction area of approximately 130,000 square metres, was completed during the year under review. Kaifeng Market was the third point of market operations for facilitating the Group to build an agricultural produce market network in Henan Province, the PRC. After the commencement of operations in August 2014, Kaifeng Market was still in the business development stage during the financial year. It is expected that the performance of Kaifeng Market will gradually improve after the market becomes more mature.

QINZHOU

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 completed during the year under review. Qinzhou Market was the second point of market operations and facilitated the Group to build its agricultural produce market network in Guangxi Region. Having commenced its operations in September 2014, the business and operating performance of Qinzhou Market was satisfactory.

HUANGSHI

HUANGSHI
Market

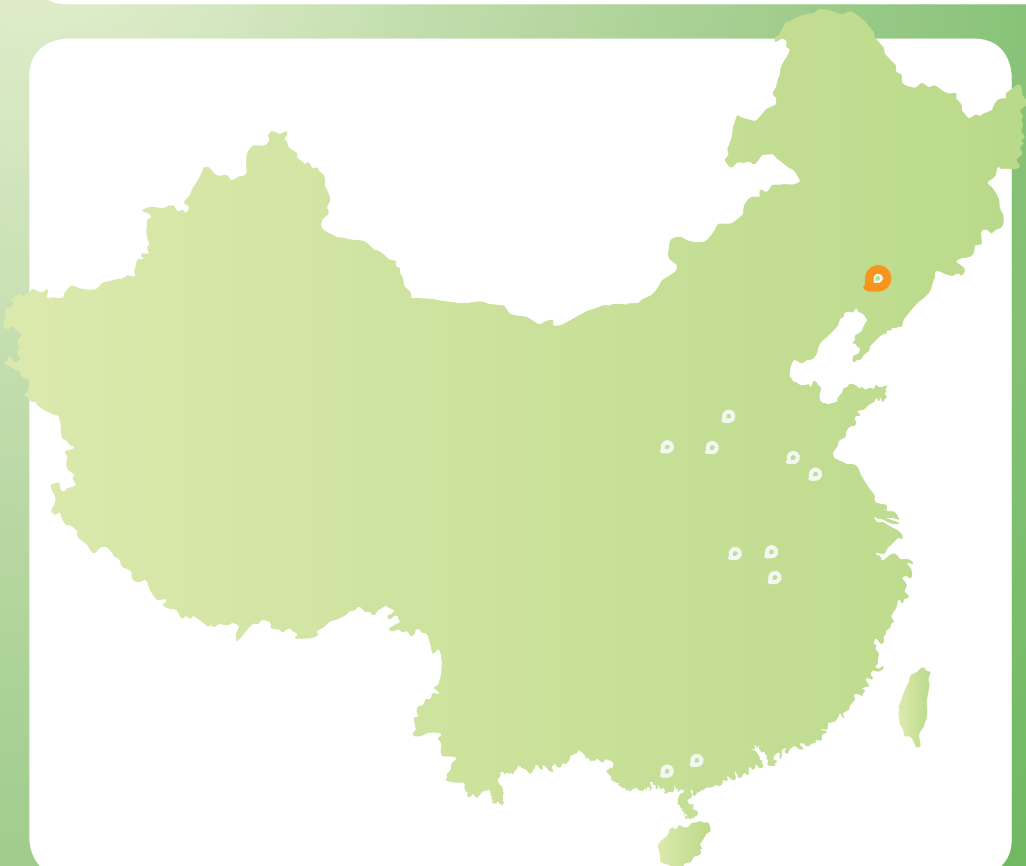
Following the completion of acquisition of Huangshi Hongjin Agricultural and By-Product Exchange Market ("**Huangshi Market**") in January 2015, Huangshi Market was one of the Group's new joint venture projects in Hubei Province, the PRC. Huangshi city was a county level city in Hubei and around 100 kilometres away from Wuhan Baisazhou Market. Huangshi Market, as the second tier agricultural produce exchange market, created synergy with Wuhan Baisazhou Market for increasing the volume of vegetable and by-products trading. During the year under review, the operating performance of Huangshi Market was satisfactory, bringing positive operating cashflow to the Group. After the full establishment of Wuhan Baisazhou Market, Huangshi Market and Huanggang Market, a more comprehensive agricultural produce exchange network would be built in Hubei Province, the PRC which would strengthen the synergy effect for this district.

HUAI’AN

HUAI'AN
Market

In June 2015, the Group entered into a joint venture agreement to establish a joint venture, namely Huai'an Hongjin Qingjiang Agri-Products Exchange Wholesale Market Company Limited, with certain local partners for, inter alia, reallocating the resources of a local market to our existing market for creating better synergy effect. Phase one of Huai'an Market commenced its operations in October 2015 and was in development stage. It is expected that the performance of Huai'an Market will gradually improve after the market becomes more mature.

PANJIN



PANJIN
Market

The phase one of Panjin Market with the construction area of around 50,000 square metres commenced operations in August 2015 and was the first attempt of the Group's investment in Liaoning Province, the PRC. Panjin Market focused on the trading of river crabs and was still in the preliminary stage of operation development. It is expected that the performance of Panjin Market will gradually improve after the market becomes more mature.

HUANGGANG

HUANGGANG
Market

Huanggang Hongjin Agricultural and By-Product Exchange Market ("**Huanggang Market**") was the third second-tier agricultural produce exchange market in Hubei Province, the PRC. Huanggang city was a county level city in Hubei Province, the PRC and around 100 kilometres away from Wuhan Basaizhou Market. Huanggang Market commenced its operations in September 2015 and was still at its preliminary stage of development. After the full establishment of Wuhan Baisazhou Market, Huangshi Market and Huanggang Market, a more comprehensive agricultural produce exchange network would be built in Hubei Province, the PRC which would strengthen the synergy effect to be achieved for this district.

RISK FACTORS RELATING TO OUR INDUSTRY AND BUSINESS OPERATIONS

The Group operated 11 agri-products exchange markets in various cities in the PRC. In view of the ever-changing business environment in the PRC, the Group considered that our risks and challenges include, among others: (i) currency fluctuation regarding the exchange of Renminbi against Hong Kong dollars affecting PRC assets and liabilities translation from Renminbi to Hong Kong dollars in financial reporting; (ii) obtaining adequate financing, including equity and debt financing to support our agri-products exchange market business that was capital intensive; (iii) preserving or enhancing our competitive position in the agri-products exchange markets industry; (iv) maintaining or enhancing the level of occupancy at our agri-products exchange markets; (v) obtaining all appropriate licenses and permits for the development, construction, operations and acquisition of agri-products exchange markets; and (vi) impact from PRC national and local laws and regulations, in particular those laws and regulations relating to agri-products exchange markets.

DEPENDENCE OF EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group adopts market remuneration practices by reference to market terms, company performance and individual qualifications as well as performance with well and organized management structure, no key and specific employee would materially and significantly affect the Group's success. Meanwhile, for the year ended 31 December 2015, the percentages of sales and purchases attributable to the Group's five largest customers and suppliers were less than 30% and no major suppliers cannot be replaced by other appropriate suppliers. In this connection, no customers and suppliers would have any material impact on the success of the Group's business performance.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The operations and development of agri-products exchange markets are subject to a variety of environmental laws and regulations during the construction and operations of agri-products exchange markets. The Group is committed to promoting the sustainable development of both the environment and the society, complying with all applicable environmental laws and regulations and co-operating with the relevant environmental authorities in the PRC. PRC laws and regulations require environmental impact assessments conducted by independent environmental consultants on all of our construction projects. The environmental investigations conducted to date have not revealed any environmental liability that would be expected to have a material adverse effect on our business condition. Upon construction completion of each market, the environmental authorities will inspect the site to ensure compliance with all applicable environmental standards.

MATERIAL ACQUISITIONS

Setup of Joint Venture in Huai'an Market

On 3 June 2015, the Group entered into an agreement with certain joint venture partners to consolidate the resources of Huai'an Hongjin Agri-Products Logistics Exchange and Huai'an Qingjiang Agri-Products Exchange, both located in Huai'an city of Jiangsu Province, the PRC. Details of the transaction were disclosed in the Company's announcement dated 3 June 2015.

Land Acquisition of Yulin Market

On 30 December 2015, the Group won a bid at the tender for a parcel of land in Yulin city of Guangxi Region, with an area of approximately 73,333 square metres for a consideration of RMB32.95 million. The land acquisition was intended to expand the Group's existing project and network of Yulin Market. Details of the transaction were disclosed in the Company's announcement dated 30 December 2015.

CAPITAL COMMITMENT AND CONTINGENT LIABILITIES

As at 31 December 2015, outstanding capital commitments, contracted but not provided for, amounted to approximately HK$304.6 million (2014: approximately HK$270.7 million) in relation to the purchase of property, plant and equipment, construction contracts and operating lease agreements. As at 31 December 2015, the Group had financial guarantee in the amount of approximately HK$0.1 million in relation to the guarantees provided by a wholly owned subsidiary of the Company to our customers in favor of a bank for the loans provided by the bank to the customers of our project (2014: Nil).

As at 31 December 2015, the Group pledged the land use rights, properties and bank deposits with an aggregate carrying amount of approximately HK$3,005.0 million (2014: approximately HK$2,604.6 million for land use rights, properties and bank deposits) 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 2015. The revenue, operating costs and bank deposits of the Group were mainly denominated in Renminbi and Hong Kong dollars. Due to the currency fluctuation of Renminbi, the Group had been considering alternative risk hedging tools to mitigate Renminbi currency exchange risk.

DEBT PROFILES AND FINANCIAL PLANNING

As at 31 December 2015, interest bearing debt profile of the Group were analysed as follows:

	Outstanding amount HK$'000	**Approximate annual effective interest rate** (per annum)
Bond Issuances	1,547,548	11%
Financial Institution Borrowings	1,069,123	6%
Non-Financial Institution Borrowings	268,879	11%
Promissory Notes	376,000	5%
Total	**3,261,550**	

In order to meet interest bearing debts and business capital expenditure for, inter alia, the increase of land bank and/or payment of construction costs for the development of our agri-products exchange markets, the Group had been from time to time considering various financing alternatives 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 property inventories.

FUND RAISING ACTIVITIES

1/2015 Capital Reorganisation and 1/2015 Rights Issue

On 8 January 2015, the Company announced, inter alia, a capital reorganisation (the "**1/2015 Capital Reorganisation**") and a rights issue of 1,724,168,248 rights shares at the price of HK$0.3 per rights share ("**1/2015 Rights Issue**"), both of which were approved by the shareholders of the Company at a special general meeting of the Company held on 8 April 2015 and were completed on 9 April 2015 and 14 May 2015, respectively. The closing price of the shares in the Company as at 23 December 2014 was HK$0.214. The net proceeds raised from the 1/2015 Rights Issue were approximately HK$501.7 million, of which (i) approximately HK$20.0 million was intended to be used for land or new project acquisition opportunities; (ii) approximately HK$205.5 million was intended to be utilized for payment of construction costs in the PRC; (iii) approximately HK$229.9 million was intended to be used for repayment of indebtedness; and (iv) approximately HK$46.3 million was intended to be utilized for general working capital. As at 31 December 2015, (i) approximately HK$18.8 million was utilized for land acquisition opportunities in Puyang city project; (ii) approximately HK$18.8 million, approximately HK$69.0 million, approximately HK$76.9 million and approximately HK$14.4 million were utilized for payment of construction costs of Huai'an Market, Kaifeng Market, Panjin Market and Yulin Market, respectively; (iii) approximately HK$229.9 million was utilized for repayment of indebtedness; and (iv) approximately HK$46.3 million was used for general working capital of the Group (the major component of which was operating expenses, such as rental and salary expenses).

Details of the 1/2015 Capital Reorganisation and the 1/2015 Rights Issue were disclosed in the announcements of the Company dated 8 January 2015, 29 January 2015, 8 April 2015, 13 May 2015, 26 May 2015 and 16 June 2015, the circular of the Company dated 13 March 2015 and the prospectus of the Company dated 21 April 2015.

11/2015 Capital Reorganisation and 11/2015 Rights Issue

On 4 November 2015, the Company announced, inter alia, a capital reorganisation (the "**11/2015 Capital Reorganisation**") and a rights issue of 698,006,782 rights shares at the price of HK$0.42 per rights share (the "**11/2015 Rights Issue**"). Both of which were approved by the shareholders of the Company at a special general meeting of the Company held on 21 December 2015. The closing price of the shares in the Company as at 30 October 2015 was HK$0.117. The 11/2015 Capital Reorganisation and the 11/2015 Rights Issue were completed on 22 December 2015 and 28 January 2016 (i.e. after the year under review), respectively.

The net proceeds of the 11/2015 Rights Issue were approximately HK$283.0 million in which approximately HK$264.0 million was intended to be utilized for the repayment of borrowings and interests of the Group and the remaining balance of approximately HK$19.0 million was intended to be utilized for general working capital. Details of the 11/2015 Capital Reorganisation and the 11/2015 Rights Issue were disclosed in the announcements of the Company dated 4 November 2015 and 27 January 2016, the circular of the Company dated 27 November 2015 and the prospectus of the Company dated 5 January 2016, respectively.

Placing of New Shares

On 23 June 2015, the Company entered into a shares placing agreement (the "**Shares Placing Agreement**") with Kingston Securities Limited (the "**Placing Agent**") in relation to a placing of 387,000,000 ordinary shares (the "**Placing**") in the Company with the nominal value of HK$3,870,000 to not less than six placees who were independent third parties under the general mandate of the Company. The Placing represented an opportunity for the Company to raise capital while broadening its shareholder and capital base. The closing price of the shares in the Company as at 23 June 2015 was HK$0.390.

Due to the change in market conditions, the Company subsequently entered into a supplemental agreement dated 10 July 2015 to the Shares Placing Agreement, inter alia, amend the placing price from HK$0.315 per placing share to HK$0.245 per placing share. The closing price of the shares in the Company as at 10 July 2015 was HK$0.295 and the net price per placing share (after deducting expenses) was approximately HK$0.217. The Placing under the Share Placing Agreement was completed on 27 July 2015 and 387,000,000 placing shares were issued. The Company raised net proceeds of approximately HK$84.0 million under the Placing, which was intended to be utilized as to (i) approximately HK$65.0 million for the development of new or existing agricultural produce exchange projects in the PRC; and (ii) approximately HK$19.0 million for general working capital of the Group. As at 31 December 2015, (i) approximately HK$12.5 million, approximately HK$42.1 million, approximately HK$6.9 million, approximately HK$0.4 million and approximately HK$3.1 million were utilized for the construction or development costs of Huangshi Market, Kaifeng Market, Huai'an Market, Luoyang Market and Yulin Market, respectively; and (ii) approximately HK$19.0 million was utilized for general working capital of the Group (the major component of which was operating expenses, such as rental and salary expenses). Details of the Placing were disclosed in the announcements of the Company dated 7 July 2015, 16 July 2015 and 27 July 2015, respectively.

LITIGATION

As disclosed in 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 and 11 January 2016 in relation to the civil proceedings (the "**Legal Proceedings**") in the PRC commenced 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 sought an order from the court that the share transfer agreements alleged to be forged by Baisazhou Agricultural in relation to the acquisition of an aggregate 90% interest in Baisazhou Agricultural from Ms. Wang as to 70% thereof and Tian Jiu as to 20% thereof (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 (the "**Profits Claims**"), together with costs of the Legal Proceedings. The Company received the judgment from the Higher People's court of Hubei Province, the PRC ("**Hubei Court**") in relation to the Legal Proceedings ("**Hubei Court Judgment**") in June 2014. 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 Legal Proceedings. Ms. Wang and Tian Jiu filed an appeal notice to the Supreme People's Court of the PRC (the "**Supreme People's Court**"). On 13 January 2015, the Company received the judgment (the "**Beijing Judgment**") handed down from the Supreme People's Court in relation to Ms. Wang and Tian Jiu's appeal against the Hubei Court Judgment. The Supreme People's Court ordered that (i) the Hubei Court Judgment be revoked; and (ii) the Contended Agreements were void.

The Company noted that Ms. Wang and Tian Jiu had jointly commenced legal proceedings against the Ministry of Commerce ("**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 Agreements (the "**Application**"). The cases have been accepted by the Beijing Second Intermediate People's Court ("**Beijing Court**") in May 2015. Each of the Company and Baisazhou Agricultural had made an application to join the cases as third party and the Company's application has been accepted by the Beijing Court in May 2015. The Company received a judgment dated 31 December 2015 on 8 January 2016 (the "**Judgment**") issued by the Beijing Court, by which the Beijing Court demanded MOFCOM to handle the Application again within 30 days. MOFCOM has 15 days from the date of service of the Judgment to appeal the Judgment. As of the date of this report, the Company has not received any update of the above.

In May 2015, the Company issued a writ against Ms. Wang and Tian Jiu which was accepted by the Hubei Court. According to the Beijing Judgment, the HK$1,156 million sale and purchase agreement (the "**SPA**") (as disclosed by the Company in its announcement dated 10 May 2007) shall be the actual agreement being performed by the Company, 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.

In June 2015, the Company submitted an application to the Supreme People's Court for a retrial requesting that the Beijing Judgment to be set aside. 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 (i.e. after the year under review) and was seeking legal advice from its PRC legal advisors on the steps to be taken following the December 2015 Judgment.

As advised by the PRC legal advisors of the Company, (i) the Supreme People's 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 from the MOFCOM issued in November 2007; and (b) the registration of the transfer of shareholding by the Hubei 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. 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. No decision has been made by the MOFCOM so far. The Company will also continue to liaise with MOFCOM and closely monitor any further developments and/or any action that MOFCOM may take.

For other detailed information of litigation cases, please refer to note 36 to the financial statements.

NUMBER OF EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2015, the Group had 1,951 employees (2014: 1,883), approximately 98% of whom were located in the PRC. The Group's remuneration policy was reviewed periodically by the remuneration committee 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.

PROSPECTS

Looking forward to 2016, 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.

In 2015, State Council, Ministry of Commerce and Ministry of Agriculture issued various policies in accelerating the pace of development of "Internet Plus" policy. The Group is paying high attention to the government policies in the support of internet development. In order to grasp the opportunities arising from the "Internet Plus" policy issued by the PRC government, the Group had taken initial steps to establish our e-commerce platform to complement our physical, online and logistic network for providing a more comprehensive service package for customers. It is expected that e-commerce through internet development will change the business environment of traditional agricultural exchange market. The Group will be mindful for the change and get well prepared for this new electronic business model.

Once again, agricultural issue is still the first policy for consecutive years of the PRC central government in 2016 under the document named "the Number 1 Policy of 2016". The document promises to upgrade investment in agriculture produce market, expand agricultural produce network, build logistic infrastructure and storage of agriculture and improve regional cold storage infrastructure. On the other hand, the "One Belt, One Road" policy will drive the overall growth of the PRC economy and prepare a sustainable way for the PRC's continuing development. By capturing the opportunities of government policies, the Group will continue to focus on intensifying its investment in agricultural by-products wholesale markets in the PRC and closely monitor the development of the policies for adjusting our business strategies to maximize the profit to the Company and its shareholders.

Pioneering the strategic position of agricultural products markets, the Group will endeavor to negotiate, build and expand the network of sizable wholesale market platform by establishing partnership or subcontracting management in our projects in various provinces in the PRC. Combining the competitive strategic choice of successful business model, brand name building up of "Hongjin" in the PRC and our professional experiences and 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.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Executive Directors

Mr. CHAN Chun Hong, Thomas, aged 52, joined the Group as an executive director of the Group in February 2009 and is the chairman, the chief executive officer and an authorised representative of the Company. Mr. Chan is the chairman of the executive committee and a member of each of the remuneration committee and the nomination committee of the Company. He has extensive experience in strategic planning and day-to-day operation management. Mr. Chan is an executive director of Wang On Group Limited, Wai Yuen Tong Medicine Holdings Limited and Easy One Financial Group Limited (formerly known as PNG Resources Holdings Limited), and was an independent non-executive director of Shanghai Prime Machinery Company Limited (resigned in June 2014), all of which are companies listed on the main board of the Stock Exchange. Mr. Chan graduated from the Hong Kong Polytechnic University with a degree in Accountancy and is a fellow member of The Association of Chartered Certified Accountants and an associate member of The Hong Kong Institute of Certified Public Accountants.

Mr. LEUNG Sui Wah, Raymond, aged 48, joined the Group as an executive director of the Group and the chief financial officer in June 2010. Mr. Leung was appointed as an authorised representative of the Company in February 2012. He is a member of the executive committee and the nomination committee of the Company. Mr. Leung had over 23 years of experience in corporate finance, accounting and company secretarial matters in Hong Kong and the PRC. He holds a Master degree in Business Administration and Master of Arts from The University of Hong Kong and City University of Hong Kong, respectively. He is a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is also a full member of Chartered Institute of Purchasing and Supply and Certified Information Security Manager of Information Systems Audit and Control Association.

Mr. YAU Yuk Shing, aged 51, joined the Group in April 2012 and was appointed as an executive director of the Group in December 2012. Mr. Yau is a member of the executive committee of the Company. He has more than 22-year management experience in property development, engineering and construction businesses. Prior to joining the Group, Mr. Yau worked for certain companies with a wide spread of experience in real estate industry and project management.

Independent Non-executive Directors

Mr. NG Yat Cheung, *JP*, aged 60, joined the Company as an independent non-executive Director in February 2009. He is a member of each of the audit, remuneration and nomination committee of the Company. On 16 March 2012, Mr. Ng was also appointed as the chairman of the remuneration committee of the Company. He holds an associate degree in arts in business data processing from Chabot College in the United States. He holds offices as a director with a number of private companies which are principally engaged in technology, property development, insurance, finance and property holding. Mr. Ng is an independent non-executive director of VST Holdings Limited and Tao Heung Holdings Limited, both companies are listed on the main board of the Stock Exchange and was an independent non-executive director of Jia Meng Holdings Limited (resigned in August 2015), a company listed on the Growth Enterprise Market of the Stock Exchange.

Ms. LAM Ka Jen, Katherine, aged 50, joined the Company as an independent non-executive Director in February 2009. She is a member of each of the audit, remuneration and nomination committee of the Company. In September 2009, Ms. Lam was appointed as the chairman of the audit committee of the Company. She has over 9 years of experience in the finance and investment banking industry. Ms. Lam has worked in an international public accounting firm for over 7 years and is a qualified chartered accountant in Canada and a member of The Hong Kong Institute of Certified Public Accountants.

Mr. LAU King Lung, aged 69, joined the Company as an independent non-executive Director in May 2013. He is the chairman of the nomination committee and a member of each of the audit committee and the remuneration committee of the Company. Mr. Lau has over 40 years' experience in planning, design and contracting of civil engineering and building works in Hong Kong or the PRC. Mr. Lau is a chartered engineer with his profession registration both in the United Kingdom and Hong Kong. He participated in the design of the initial systems of the Mass Transit Railway in Hong Kong after his graduation from civil engineering department of Imperial College, University of London for 6 years with Freeman Fox and Partners, London.

SENIOR MANAGEMENT

Mr. CHEUNG Wai Kai, aged 60, joined the Group in April 2013. He is the director (western region) of the Group and a director of certain subsidiaries of the Group, namely China Agri-Products Corporate Development Limited, China Agri-Products Corporate Management Services Limited and Chenzhou Hong-Jin Agricultural By-Products Wholesale Marketplace Limited. Mr. Cheung is an executive director of Easy One Financial Group Limited (formerly known as PNG Resources Holdings Limited), a company listed on the main board of The Stock Exchange of Hong Kong Limited. Mr. Cheung has extensive experience in general management and business management.

Mr. MAK Wing Pui, Richard, aged 58, joined the Group in June 2014. He is the project director of the Group responsible for project engineering of the Group in the PRC. Mr. Mak holds a Diploma of Civil Engineering from Algonquin College, Canada. He has over 34 years' experience in project engineering in Hong Kong and the PRC.

Mr. CHEUNG Wai Ming, aged 54, joined the Group in November 2013. He is the district associate director (eastern region) of the Group responsible for the business operations in the PRC eastern region. He is also a director of two subsidiaries of the Group namely Panjin Hong-Jin Agricultural By-Products Wholesale Marketplace Limited and Xuzhou Yuen Yeung Trading Development Limited. Mr. Cheung has over 20 years of experience in general management in Hong Kong and the PRC.

Mr. LEUNG Wai Kai, Ray, aged 41, joined the Group in April 2013. He is the general manager of Human Resources Department of the Group and is responsible for human resources management and talent development. Mr. Leung holds a Bachelor Degree of Business Administration in Human Resources Management from Hong Kong Baptist University and he is a qualified Human Resources Professional in the PRC. Mr. Leung has over 19 years of experience in human resources both in Hong Kong and the PRC.

Mr. NG Cheuk Wing, aged 47, joined the Group in April 2009. He is the general manager (external affairs) of the Group in the PRC and also a director of two subsidiaries of the Group, namely Yulin Hong-Jin Agricultural By-Products Wholesale Marketplace Limited in Guangxi and Wuhan Baisazhou Agricultural By-Products Grand Market Company Limited in Hubei. Mr. Ng graduated from City University of Hong Kong and holds a Bachelor (Hons) Degree in Building Surveying. He is a member of The Royal Institution of Chartered Surveyors and an incorporate member of the Chartered Institute of Building. Prior to joining the Group, Mr. Ng has over 18 years of project management experience in building and construction industry, both in Hong Kong and the PRC.

Mr. CHIER Ping Cheung, aged 54, joined the Group in September 2012. He is the general manager (central II region) of the Group and a director of two subsidiaries of the Group, namely Wuhan Baisazhou Agricultural By-Products Grand Market Company Limited and Huanggang Hong-Gang Agricultural By-Products Wholesale Marketplace Limited in Hubei. He is responsible for project operation and management in the PRC. Mr. Chier has over 23 years of experience in accounting in Hong Kong and the PRC.

Mr. LIU Fang, aged 42, joined the Group in January 2014. He is the general manager (central I and northern region) of the Group and is responsible for the operation and management of agricultural produce exchange market of the Group located in Kaifeng, Puyang and Panjin in the PRC. Mr. Liu has over 15 years of experience related to agricultural produce exchange market in the PRC.

Mr. WONG Ka Kit, aged 43, joined the Group in August 2009. He is the general manager (western region) of the Group and a director of Yulin Hong-Jin Agricultural By-Products Wholesale Marketplace Limited in Guangxi, a subsidiary of the Group. He is responsible for the business operations of Guangxi. Mr. Wong holds a Master Degree in Business Administration from Hong Kong Baptist University and a Bachelor (Hons) Degree in Accountancy from The Hong Kong Polytechnic University. He is a member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants, and a member of the 4th Guangxi Yulin Committee of the Chinese People's Political Consultative Conference. Prior to joining the Group, Mr. Wong has over 10 years of experience in general management and finance in Hong Kong and the PRC.

Mr. LIU Hai Bo, aged 49, joined the Group in July 2015. He is the general manager of the e-commerce business of the Group in the PRC responsible for its project management and operation management. Mr. Liu is a senior expert of the China E-commerce Expert Database under the China E-commerce Association in the PRC and he holds a Diploma of Food Engineering from the night school of South China University of Technology in the PRC. Mr. Liu has over 15 years of experience in electronic and the operation of e-commerce platforms in the PRC.

Mr. CHEUNG Chin Wa, Angus, aged 38, joined the Company as company secretary in May 2012. He is also a director of a subsidiary of the Group namely Pu Yang Hong-Jin Agricultural By-Products Wholesale Marketplace Limited. Mr. Cheung is a fellow member of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He holds a Master Degree of Professional Accounting, a Master Degree of Corporate Governance, a Bachelor Degree of Laws and a Bachelor Degree of Arts in Translation. Prior to joining the Group, Mr. Cheung held company secretary or senior company secretarial positions in several Hong Kong listed companies.

CORPORATE GOVERNANCE REPORT

THE COMPANY IS COMMITTED TO ACHIEVING AND MAINTAINING THE NECESSARY STANDARD OF CORPORATE GOVERNANCE. THE BOARD RECOGNISES THAT SUCH COMMITMENT IS ESSENTIAL IN UPHOLDING ACCOUNTABILITY AND TRANSPARENCY AND TO ACHIEVE A BALANCE OF INTERESTS BETWEEN THE SHAREHOLDERS, CUSTOMERS, CREDITORS, EMPLOYEES AS WELL AS OTHER STAKEHOLDERS.

CORPORATE GOVERNANCE PRACTICES

During the year ended 31 December 2015, the Company has complied with the code provisions set out in the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), except for the following deviation:

Code provision A.2.1

Mr. Chan Chun Hong, Thomas, the chairman of the Board, has assumed the role of chief executive officer of the Company after the resignation of the then chief executive officer of the Company and executive Director with effect from 8 May 2014.

The Company periodically reviewed its corporate governance practices to ensure they continue to meet the requirements of the CG Code during the year of 2015. The key corporate governance principles and practices of the Company are summarised in this report.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted its code of conduct regarding the securities transactions by the Directors on terms no less exacting than the required standard set out in the Model Code for the Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules. Having made specific enquiries of all Directors, all Directors had complied with the required standard set out in the Model Code throughout the financial year under review.

THE BOARD

Composition

As at the date of this annual report, the Board comprises three executive Directors and three independent non-executive Directors. The Directors during the year and up to the date of this report were:

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
Ms. Lam Ka Jen, Katherine
Mr. Lau King Lung

The biographical details of the Directors are set out on pages 38 to 40 of this annual report.

Responsibilities

The Board's primary functions are to set corporate policy and overall strategy for the Group and to provide effective oversight of the management of the Group's business and affairs. Apart from its statutory responsibilities, the Board also approves strategic plans, key operational issues, investments and loans, reviews the financial performance of the Group and evaluates the performance and compensation of senior management. These functions are either carried out directly by the Board or indirectly through committees established by the Board with specific terms of reference pursuant to the CG Code.

The Board possesses a balance of skills and experience which are appropriate for the requirements of the business of the Company. None of the Directors have any financial, business, family or other material/relevant relationships with each other. The opinions raised by the independent non-executive Directors at the meetings of the Board facilitate the maintenance of good corporate governance practices. The Board has three independent non-executive Directors, representing more than one-third of the Board, and at least one of the independent non-executive Directors has the appropriate professional qualification and/or accounting and audit experience and/or expertise as required under Rule 3.10(1) and (2) and 3.10(A) of the Listing Rules. A balanced composition of executive and non-executive Directors also ensures a strong independent element of the Board, which allows for an independent and objective decision making process for the best interests of the Company. The Company will review the composition of the Board regularly to ensure the Board possesses the appropriate and necessary expertise, skills and experience to meet the needs of the Group's business with due regard for the benefits of diversity, as set out in the diversity policy adopted by the Board.

All independent non-executive Directors are appointed for a term of three years under respective service agreement and all Directors (including both executive and non-executive) are subject to retirement by rotation at the Company's annual general meetings in accordance with the bye-laws of the Company.

All independent non-executive Directors are free from any business or other relationship with the Company. Each independent non-executive Director is required to inform the Company as soon as practicable if there is any change in his or her own personal particulars that may affect his or her independence. No such notification was received during the year under review. The Company has also received from each of the existing independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company continues to consider the three independent non-executive Directors to be independent.

The Board, which meets at least four times a year with additional meetings arranged, as and when necessary, has a schedule of matters reserved for its review and approval. The specific responsibility reserved for the Board includes matters in relation to, among others, determining strategies and objectives of the Group, monitoring the overall management and operation of the Group, reviewing capital, corporate and control structures, ensuring financial reporting and internal control measures, determining major capital projects and contracts, including material acquisitions, disposals and other significant potential investments, communication with the shareholders, determining the Board composition, the appointment of company secretary and auditors, evaluating the effectiveness of internal controls, reviewing adequacy of resources, qualification and experience of staff, delegation of authority to committees and reviewing the Group's overall corporate governance arrangements.

Apart from these, the Board will also be responsible for performing the corporate governance duties set out in the code provision D.3.1 of the CG Code. During the year, the Board reviewed (i) the policies and practices on corporate governance of the Company; (ii) training and continuous professional development of Directors and senior management; (iii) policies and practice on compliance with legal and regulatory requirements; (iv) code of conduct applicable to employees and Directors; and (v) the compliance of the CG Code which was disclosed in this annual report.

Save as those matters mentioned above, the Board has delegated general powers to the management to deal with day-to-day management, administration and operations of the Group.

At least 14 days' notice for each regular meeting is given to all Directors. Agendas accompanying board papers are sent to all Directors 3 days before the date of a regular meeting of the Board to ensure that the Directors are given sufficient time to review the same. All minutes of the meetings of the Board and its committees are kept by the company secretary of the Company and are open for inspection at any reasonable time on reasonable notice by any Director.

Board Meetings and General Meetings

During the year under review, four regular meetings of the Board, the annual general meeting (the "**2015 AGM**") and two special general meetings (the "**SGM**") were held and the attendance of each Director is set out as follows:

Directors	Attendance/Number of meetings Regular board meetings	2015 AGM	SGM
Executive Directors			
Mr. Chan Chun Hong, Thomas	4/4	1/1	2/2
Mr. Leung Sui Wah, Raymond	4/4	1/1	0/2
Mr. Yau Yuk Shing	3/4	0/1	0/2
Independent non-executive Directors			
Mr. Ng Yat Cheung	4/4	1/1	1/2
Ms. Lam Ka Jen, Katherine	4/4	1/1	0/2
Mr. Lau King Lung	4/4	1/1	1/2

ROLES OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Chan Chun Hong, Thomas, the chairman of the Board, assumed the role of chief executive officer after the resignation of the then chief executive officer of the Company and executive Director with effect from 8 May 2014 that deviated code provision A.2.1 of the CG Code. Mr. Chan has extensive executive and financial management experience and is responsible for overall corporate planning, strategic policy making and managing of day-to-day operations of the Group which is of great value in enhancing the efficiency to cope with the dynamic business environment. Furthermore, there are various experienced individuals in charge of the daily business operation and the Board comprises three executive Directors and three independent non-executive Directors with balance of skill and experience appropriate for the Group's further development. The Company does not propose to comply with code provision A.2.1 of the CG Code for the time being but will continue to review such deviation to enhance the best interest of the Group as a whole.

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company would provide a comprehensive induction package covering the summary of the responsibilities of a director of a Hong Kong listed company and the Guides on Directors' Duties issued by the Companies Registry and seminars on professional knowledge of regulatory requirements related to director's duties and responsibilities to each newly appointed Director to ensure that he is sufficiently aware of his responsibilities and obligations under the Listing Rules and other regulatory requirements.

During the year, all the Directors including the independent non-executive Directors received regular updates on corporate governance matters or new or changes to laws and regulations. Mr. Chan Chun Hong, Thomas, Mr. Leung Sui Wah, Raymond and Ms. Lam Ka Jen, Katherine attended briefings or seminars on relevant topics. All Directors are requested to provide the Company a record of the training they received.

BOARD COMMITTEES

Remuneration Committee

The remuneration committee of the Company (the "**Remuneration Committee**") comprises one executive Director, namely Mr. Chan Chun Hong, Thomas and three independent non-executive Directors, namely Mr. Ng Yat Cheung, Ms. Lam Ka Jen, Katherine and Mr. Lau King Lung. Mr. Ng Yat Cheung acts as the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company. The duties, roles and functions of the Remuneration Committee are as follows:

1. to make recommendations to the Board on the Company's policy and structure for all Directors and senior management of the Company, remuneration and on the establishment of a formal and transparent procedure for developing such policy;

2. to review and approve the management's remuneration proposals by reference to the Board's corporate goals and objectives;

3. to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management of the Company, including, but not limited to, benefits in kind, pension rights and compensation payments for loss or termination of their office or appointment;

4. to make recommendations to the Board on the remuneration on non-executive Directors;

5. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

6. to review and approve compensation payable to executive Directors and senior management of the Company for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

7. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and

8. to ensure that no Director or any of his associates is involved in deciding his own remuneration.

During the year, the Remuneration Committee held one meeting and the attendance of each member of the Remuneration Committee is set out below:

Remuneration Committee Members	Attendance
Mr. Ng Yat Cheung	1/1
Ms. Lam Ka Jen, Katherine	1/1
Mr. Lau King Lung	1/1
Mr. Chan Chun Hong, Thomas	1/1

During the year under review, the Remuneration Committee determined the remuneration policy, assessing performance of executive Directors, reviewing existing remuneration packages and structure of executive Directors and senior management, and the existing remuneration packages of independent non-executive Directors and approved the terms of executive Directors' service contracts.

The Remuneration Committee made recommendations, if any, to the Board on the remuneration packages of individual executive Directors and senior management of the Company.

The remuneration payable to the Directors will depend on their respective contractual terms under their employment contracts or service contracts and the same were reviewed by the Remuneration Committee. Details of the Directors' remuneration are set out in note 9 to the financial statements.

Nomination Committee

The nomination committee of the Company (the "**Nomination Committee**") comprises two executive Directors, namely Mr. Chan Chun Hong, Thomas and Mr. Leung Sui Wah, Raymond and three independent non-executive Directors, namely Mr. Lau King Lung, Mr. Ng Yat Cheung and Ms. Lam Ka Jen, Katherine. Mr. Lau King Lung acts as the chairman of the Nomination Committee.

According to the terms of reference of the Nomination Committee, board diversity has been considered, when designing the Board's composition, from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, independence and length of service. The Nomination Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board in accordance with the diversity policy adopted by the Board. The terms of reference of the Nomination Committee are available on the website of the Stock Exchange and the Company.

The duties, roles and functions of the Nomination Committee are as follows:

1. to review the structure, size, composition and diversity of the Board (including without limitation, gender, age, cultural and educational background, ethnicity, experience, skills, knowledge, independence and length of service) of the Board at least annually and make recommendations to the Board on any proposed changes to complement the Company's corporate strategy;

2. to identify and nominate individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable individuals, the Nomination Committee shall consider individuals on merit against the objective criteria, with due regard for the benefits of diversity on the Board;

3. to assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence and make disclosure of its review results in the corporate governance report of the Company;

4. to regularly review the time required for a director to perform his/her responsibilities;

5. to review the balance between executive and non-executive Directors and the blend of skills, knowledge, experience and diversity on the Board;

6. to keep under review the leadership and succession needs of the organisation with a view to ensuring the long term success of the Group;

7. to review the board diversity policy, as appropriate, and review the measurable objectives that the Board has set for implementing the board diversity policy, and the progress on achieving the objectives; and make disclosure of its review results in the corporate governance report annually;

8. to ensure that all Directors offer themselves for re-election every three years by shareholders;

9. to make recommendations to the Board on the appointment, re-appointment or re-designation of directors and succession planning for directors, in particular the chairman/chairwoman and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;

10. to ensure that on appointment to the Board, every Director should receive a formal letter of appointment or enter into a service contract with the Company, as appropriate;

11. where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he/she should be elected and the reasons why they consider the individual to be independent; and

12. the chairman or another member of the Committee shall attend the Company's annual general meetings and be prepared to respond to questions raised by shareholders on the Committee's activities and responsibilities.

During the year, the Nomination Committee held one meeting and the attendance of each member of the Nomination Committee is set out below:

Nomination Committee Members	Attendance
Mr. Ng Yat Cheung	1/1
Ms. Lam Ka Jen, Katherine	1/1
Mr. Lau King Lung	1/1
Mr. Chan Chun Hong, Thomas	1/1
Mr. Leung Sui Wah, Raymond	1/1

During the year under review, the Nomination Committee reviewed the policy for the nomination of Directors, the nomination procedures and the process and criteria to select and recommend candidate for directorship and the board diversity policy. The Nomination Committee considers that the current Board composition has provided the Company with a good balance and diversity of skill and experience appropriate for the business of the Company. The Nomination Committee will review the implementation of the board diversity policy from time to time to ensure its effectiveness on determining the optimal composition of the Board.

Audit Committee

The audit committee of the Company (the "**Audit Committee**") comprises all of the independent non-executive Directors, namely Ms. Lam Ka Jen, Katherine, Mr. Ng Yat Cheung and Mr. Lau King Lung, pursuant to Rule 3.21 of the Listing Rules with specific terms of reference. Ms. Lam Ka Jen, Katherine acts as the chairlady of the Audit Committee.

In order to comply with the amendments to the CG Code with effect from 1 January 2016, the Board adopted a revised terms of reference of the Audit Committee on 31 December 2015 for including the responsibilities in its review of the risk management and internal control systems. The revised terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

The Audit Committee is mainly responsible for, inter alia, reviewing the interim and annual financial statements and making recommendation to the Board, reviewing the terms of engagement and making recommendation to the Board regarding the appointment of auditors of the Company, monitoring and assessing the independence of external auditors and effectiveness of the internal control systems and reviewing the financial information and oversight of the Company's financial reporting, controlling, accounting policies, practices with external auditors and the management of the Company, risk management and internal control issues.

During the year, the Audit Committee held two meetings and the attendance of each member of the Audit Committee is set out below:

Audit Committee Members	Attendance
Ms. Lam Ka Jen, Katherine	2/2
Mr. Ng Yat Cheung	2/2
Mr. Lau King Lung	2/2

During the year, the Audit Committee reviewed and discussed with the management and the auditors of the Company the accounting principles and practices adopted by the Company. In addition, the Audit Committee also, among other things, reviewed internal control measures, risk management, adequacy of resources of the Group, the annual results for the year ended 31 December 2014 and the interim results for the six months ended 30 June 2015 with the senior management and/or the auditors of the Company and was satisfied with the effectiveness of the Company's internal audit function.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparation and publication of the timely financial statements and ensure that they are prepared in accordance with the statutory requirements and applicable accounting standards. In preparing the accounts for the year ended 31 December 2015, the Directors have adopted suitable accounting policies which are pertinent to the Group's operations and relevant to the financial statements and have presented an understandable assessment of the Group's position and prospects.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, and save as the financial information which indicated that the Group incurred a net loss of approximately HK$493,940,000 and the net operating cash outflow of approximately HK$381,448,000 and the PRC legal proceedings (as detailed in the independent auditors' report), they are not aware of any material uncertainties relating to the events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The Directors continue to explore any opportunities to enhance its financial position and the business development of the Group by way of refinancing, extension of borrowings and/or fund raising and will keep the public informed of the latest development of the said PRC legal proceedings as and when appropriate.

INTERNAL CONTROLS

The Board is entrusted with the overall responsibility for maintaining the Group's internal control systems and reviewing and monitoring strictly the effectiveness of such systems periodically so as to ensure the reliability of financial reporting and safeguarding assets of the Group.

In the fiscal year of 2015, the Company appointed external advisers to perform the ongoing monitoring of the systems of internal control of the Group. The advisers reported that no material internal control weakness was identified from the reviews. Taking into consideration the recommendations made by the advisers, the Board continued to meet from time to time during the year to review the effectiveness of the Group's system of internal control so as to reinforce its system to safeguard the Company's assets and to assure against material financial misstatement. The Board confirmed that the Group's systems of internal control in respect of financial, operational, compliance, risk management and adequacy of resources, are effective and adequate.

AUDITORS' REMUNERATION

During the year under review, the remuneration paid/payable to the Company's external auditors, HLB Hodgson Impey Cheng Limited, in respect of audit services and other services for the year ended 31 December 2015 are set out as follows which has been reviewed and approved by the Audit Committee based on the scopes of their works:

Services rendered	Fees paid/payable HK$'000
Audit services	2,200
Other services	410
Total	2,610

WHISTLEBLOWING POLICY

The Company has adopted a whistleblowing policy to facilitate the achieving of high possible standards of openness, probity and accountability. Procedures are formulated to assist individual employee to disclose internally and at a high level, information which the individual believes that it shows malpractice or impropriety within the Group. Such policy is made available on the website of the Company.

COMPANY SECRETARY

Mr. Cheung Chin Wa Angus ("**Mr. Cheung**"), who was appointed as the company secretary of the Company, reports directly to the Board and is responsible for, inter alia, providing updated information to all Directors from time to time.

Mr. Cheung's biographical details are disclosed in the section "Board of Directors and Senior Management" of this report. During the year ended 31 December 2015, Mr. Cheung has complied with Rule 3.29 of the Listing Rules and taken no less than 15 hours of relevant professional training.

CORPORATE SOCIAL RESPONSIBILITY

The Group is conscious of its role as a socially responsible group of companies. It has made donations for community wellbeing from time to time. We support the communities and encourage our employees to participate in charitable events and caring services.

SHAREHOLDERS' RIGHTS

Putting Forward Proposals at General Meetings

Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a SGM to be called by the Board for the transaction of any business specified in such requisition and such meeting shall be held within two months after the deposit of such requisition.

Shareholders may put forward proposals at general meetings of the Company by sending the same to the Company at the address of its principal office in Hong Kong, specifying his/her information, contact details and the proposal(s) he/she intends to put forward at the general meeting regarding any specified transaction/ business and the supporting documents.

Convening of Special General Meeting

Pursuant to bye-law 62 of the bye-laws of the Company, a SGM shall be convened on requisition, as provided by the Companies Act 1981 of Bermuda (the "**Companies Act**"), and, in default, may be convened by the requisitionists.

Pursuant to bye-law 63 of the bye-laws of the Company, a SGM may be called by notice in writing of not less than fourteen clear days and not less than ten clear business days.

The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Section 74 of the Companies Act once a valid requisition is received.

ENQUIRIES FROM SHAREHOLDERS

Shareholders may send written enquiries, either by post, by facsimiles or by email, together with his/her contact details, such as postal address, email or fax number, via the following channels:

For corporate affairs:

Address:
5/F., Wai Yuen Tong Medicine Building
9 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

Telephone: 852 2312 8329
Fax: 852 2312 8148
Email: pr@cnagri-products.com

For shareholding or entitlement affairs:

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

The Company encourages its shareholders to participate in the Company's general meetings, at which the Directors are on hand to answer questions raised by the shareholders on the Company's business operations.

CONSTITUTIONAL DOCUMENT

There was no change to the Company's memorandum of association and bye-laws during the year. A copy of the latest consolidated version of the memorandum of association and bye-laws are available on the websites of the Stock Exchange and the Company.

CONCLUSION

Going ahead, the Board will continue to review regularly its corporate governance practices to maintain high level of transparency and enhance the Company's competitiveness as well as operating efficiency to ensure its sustainable development in order to generate greater returns for the stakeholders of the Company.

REPORT OF THE DIRECTORS

THE GROUP PRINCIPALLY ENGAGED IN THE BUSINESS OF MANAGEMENT AND SALES OF PROPERTIES IN AGRICULTURAL PRODUCE EXCHANGE MARKETS IN THE PRC.

The Directors present their annual report and audited consolidated financial statements of the Company and of the Group for the year ended 31 December 2015.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. Details of the activities of its principal subsidiaries are set out in note 19 to the consolidated financial statements. Its subsidiaries are principally engaged in the business of management and sales of properties in agricultural produce exchange markets in the PRC.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the business and a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year under review and an indication of likely future developments in the Group's business, can be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" (which form part of this report of the Directors) of this annual report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2015 and the state of affairs of the Company and of the Group are set out in the consolidated financial statements on pages 59 to 131.

The Board did not recommend the payment of any final dividend for the year ended 31 December 2015 (2014: Nil). No interim dividend was paid to the shareholders of the Company during the year under review (2014: Nil).

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 132.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 31 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2015, in the opinion of the Directors, the Company has no distributable reserves.

PROMISSORY NOTES AND SHARE CAPITAL

Details of the movements in the promissory notes and share capital of the Company are set out in notes 29 and 31, respectively to the consolidated financial statements. Shares were issued during the year for a rights issue as well as a placing under general mandate. Details about the issue of shares are also set out in note 31 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

INVESTMENT PROPERTIES

Details of the movements in the investment properties of the Group during the year are set out in note 16 to the consolidated financial statements.

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 Company's listed securities during the year ended 31 December 2015.

DIRECTORS

The Directors during the year and up to the date of this annual report were:

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
Ms. Lam Ka Jen, Katherine
Mr. Lau King Lung

In accordance with bye-law 99 of the bye-laws of the Company, Mr. Ng Yat Cheung and Mr. Lau King Lung will retire at the forthcoming annual general meeting by rotation and, being eligible, offer themselves for re-election.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the existing independent non-executive Directors are still independent.

DIRECTORS' SERVICE CONTRACTS

No Directors proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

INDEMNITY OF DIRECTORS

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year under review. The Company has also taken out and maintained appropriate insurance coverage in respect of potential legal actions against its Directors and officers.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2015, none of the Directors, chief executive of the Company, nor any of their respective associates, had any interests or short positions in any shares, underlying shares or debenture of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("**SFO**")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or pursuant to the Model Code contained in the Listing Rules.

SHARE OPTION SCHEME

On 3 May 2012, the Company terminated the old share option scheme adopted on 4 June 2002 and adopted a new share option scheme (the "**Scheme**") for the primary purpose of providing incentive to selected eligible persons ("**Participants**") to take up options for their contribution to the Group. Under the Scheme, the Board may grant share options to the Participants to subscribe for the shares of the Company ("**Share(s)**") for a consideration of HK$1 for each lot of share options granted. The exercise price is to be determined by the Board and shall not be less than the highest of (i) the official closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer of grant, which must be a business day; (ii) the average of the official closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of offer of grant; and (iii) the nominal value of a Share.

The number of Shares in respect of which options may be granted to any Participants in any 12-month period up to and including the date of grant shall not exceed 1% of the Shares in issue at any point in time, without prior approval from the shareholders of the Company. Options granted to substantial shareholders or independent non-executive Directors, or any of their respective associates, in excess of 0.1% of the Share in issue and with an aggregate value in excess of HK$5,000,000 must be approved in advance by the shareholders of the Company. The Scheme became effective on 3 May 2012 and will remain in force for a period of 10 years. There is no specific requirement that an option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised for a period of more than 10 years from the date of grant.

Subject to the approval of the shareholders of the Company at general meeting, the Board may refresh the limit at any time to 10% of the total number of shares in issue as at the date of approval by the shareholders of the Company at general meeting. Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the shares in issue from time to time. Other details of the Scheme are set out in note 33 to the consolidated financial statements.

Since the adoption of the Scheme and up to 31 December 2015, no option had been granted under the Scheme. As at the date of this annual report, the total number of Shares available for issue under the Scheme is 38,793,785 Shares, representing approximately 3.33% of the existing issued share capital of the Company.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 December 2015, to the best knowledge of the Directors, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that the following shareholders (other than Directors or chief executive of the Company) had notified the Company of relevant interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

Long position in the Shares

Name	**Capacity**	**Total number of shares held**	**Approximate percentage of the Company's total issued share capital** (Note a) %
Easy One Financial Group Limited ("**Easy One**") (Note b)	Interest of a controlled corporation	334,616,677	28.76
Chu Yuet Wah	Interest of a controlled corporation	469,236,818	40.33
Active Dynamic Limited	Interest of a controlled corporation	469,236,818	40.33
Galaxy Sky Investments Limited	Interest of a controlled corporation	469,236,818	40.33
Kingston Capital Asia Limited	Interest of a controlled corporation	469,236,818	40.33
Kingston Financial Group Limited	Interest of a controlled corporation	469,236,818	40.33
Kingston Securities Limited	Beneficial owner	42	0.00
	Others	469,236,776	40.33

Notes:

(a) The percentages stated represented the percentages of the Company's share capital as stated in the relevant disclosure of interests forms.

(b) Easy One (formerly known as PNG Resources Holdings Limited) through Onger Investments Limited, its indirect wholly-owned subsidiary, was taken to be interested in such Shares.

Save as disclosed above, as at 31 December 2015, there was no other person (other than the Directors or chief executive of the Company) who had any interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

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

CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 42 to 50 of this annual report.

AUDIT COMMITTEE

The Company has an audit committee (the "**Audit Committee**"), which was established in accordance with the requirements of the Listing Rules, for the purposes of, inter alia, reviewing and providing supervision over the Group's financial reporting processes and internal controls. The Audit Committee comprises all of the independent non-executive Directors, namely Ms. Lam Ka Jen, Katherine, Mr. Ng Yat Cheung and Mr. Lau King Lung, and is chaired by Ms. Lam Ka Jen, Katherine. The Audit Committee has reviewed with the management and the Company's auditors the consolidated financial statements for the year ended 31 December 2015.

EMOLUMENT POLICY

The emolument policies of the employees of the Group and the Directors are reviewed by the Remuneration Committee on the basis of their merit, qualifications and competence. The Company has adopted the Scheme as an incentive to the Directors and eligible participants. Details of the Scheme are set out in the section headed "Share Option Scheme" of this annual report and note 33 to the consolidated financial statements.

The Group pays retirement contributions in accordance with the statutory requirements for our PRC staff and operates a Mandatory Provident Fund scheme for our Hong Kong staff. Particulars of these retirement schemes are set out in note 11 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2015, the percentages of sales and purchases attributable to the Group's five largest customers and five largest suppliers were less than 30%.

At no time during the year have the Directors or any of his/her close associates or any shareholders of the Company (which to the knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in any of the Group's five largest customers or suppliers.

DONATIONS

During the year, the Group made charitable donations of approximately HK$0.1 million (2014: approximately HK$0.2 million).

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float of not less than 25% of the total issued share capital of the Company as required under the Listing Rules throughout the year ended 31 December 2015 and up to the date of this annual report.

EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period of the Group are set out in note 39 to the consolidated financial statements.

AUDITORS

The financial statements for the year ended 31 December 2015 were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. A resolution for their re-appointment as auditors of the Company for the subsequent year is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Chan Chun Hong, Thomas
Chairman and Chief Executive Officer

3 March 2016

HLB 國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central, Hong Kong

INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF CHINA AGRI-PRODUCTS EXCHANGE LIMITED
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of China Agri-Products Exchange Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 59 to 131, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2015 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

EMPHASIS OF MATTER

Without qualifying our opinion, we draw attention to notes 2(b) and 36 to the consolidated financial statements which describe the uncertainty related to a court judgment, which found that share transfer agreements filed with the Ministry of Commerce ("**MOFCOM**") of the People's Republic of China (the "**PRC**") and the Hubei Province Administration of Industry and Commerce ("**Hubei AIC**") in relation to the acquisition of Wuhan Baisazhou Agricultural By-Product Grand Market Company Limited ("**Baisazhou Agricultural**") were void. The Company has been advised by its PRC legal advisor that the judgment will not directly lead to any immediate change of ownership of Baisazhou Agricultural and the Company continues to be the legal owner of Baisazhou Agricultural until and unless the revocation of the approval from MOFCOM and the registration of the transfer of shareholding by the Hubei AIC (the "**Revocation and Transfer**"). As of the date of this report, the Revocation and Transfer has not yet completed. The Company will take all necessary actions in the PRC as advised by its PRC legal advisor in response to the judgment and the Revocation and Transfer. The Group incurred a net loss of approximately HK$493,940,000 and the net operating cash outflow of approximately HK$381,448,000. Notwithstanding the above, the consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent on the Group's ability to extend its short-term borrowings upon maturity, obtain long-term financing facilities to re-finance its short-term borrowings, and derive adequate cash flows from operations in order for the Group to meet its financial obligations as they fall due and to finance its future working capital and financial requirements. These conditions, along with other matters as set forth in note 2(b), indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Wong Sze Wai, Basilia
Practising Certificate Number: P05806

Hong Kong, 3 March 2016

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2015

	Notes	2015 HK$'000	2014 HK$'000
Turnover	5	**365,192**	298,043
Cost of operation		**(127,473)**	(83,970)
Gross profit		**237,719**	214,073
Other revenue and other net income	6	**22,330**	42,222
General and administrative expenses		**(326,428)**	(287,670)
Selling expenses		**(55,095)**	(106,389)
Loss from operations before fair value change of investment properties and impairment		**(121,474)**	(137,764)
Net (loss)/gain in fair value of investment properties		**(33,223)**	77,686
Impairment loss on intangible assets		**(10,769)**	—
Written down of stock of properties		**(60,140)**	—
Loss from operations		**(225,606)**	(60,078)
Finance costs	7(a)	**(267,952)**	(231,990)
Loss before taxation	7	**(493,558)**	(292,068)
Income tax	8	**(382)**	(44,001)
Loss for the year		**(493,940)**	(336,069)
Other comprehensive loss, net of income tax			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		**(205,337)**	(82,077)
Other comprehensive loss for the year, net of income tax		**(205,337)**	(82,077)
Total comprehensive loss for the year, net of income tax		**(699,277)**	(418,146)
(Loss)/profit attributable to:			
Owners of the Company		**(489,117)**	(340,420)
Non-controlling interests		**(4,823)**	4,351
		(493,940)	(336,069)
Total comprehensive loss attributable to:			
Owners of the Company		**(676,051)**	(413,170)
Non-controlling interests		**(23,226)**	(4,976)
		(699,277)	(418,146)
Loss per share			
— Basic (restated)	13(a)	**HK$(1.65)**	HK$(11.64)
— Diluted (restated)	13(b)	**HK$(1.65)**	HK$(11.64)

The notes on pages 65 to 131 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2015

	Notes	2015 HK$'000	2014 HK$'000
Non-current assets			
Property, plant and equipment	15	**66,960**	72,546
Investment properties	16	**3,398,040**	3,554,194
Intangible assets	17	**24,244**	—
Goodwill	18	**6,444**	6,444
		3,495,688	3,633,184
Current assets			
Stock of properties	20	**2,831,975**	2,715,778
Trade and other receivables	21	**280,838**	231,749
Loan receivables	22	**7,140**	27,173
Financial assets at fair value through profit or loss	23	**3,662**	4,792
Pledged bank deposits	24	**147,974**	92,962
Cash and cash equivalents	24	**275,966**	200,387
		3,547,555	3,272,841
Current liabilities			
Deposits and other payables	25	**838,568**	973,209
Deposit receipts in advance		**629,880**	445,415
Bank and other borrowings	26	**569,196**	434,534
Bonds	28	**197,074**	—
Promissory notes	29	**376,000**	376,000
Income tax payable	30(a)	**41,506**	41,413
		2,652,224	2,270,571
Net current assets		**895,331**	1,002,270
Total assets less current liabilities		**4,391,019**	4,635,454

	Notes	2015 HK$'000	2014 HK$'000
Non-current liabilities			
Bonds	28	**1,350,474**	1,503,117
Bank and other borrowings	26	**768,806**	731,620
Deferred tax liabilities	30(b)	**493,953**	524,459
		2,613,233	2,759,196
Net assets		**1,777,786**	1,876,258
Capital and reserves			
Share capital	31(a)	**4,653**	17,242
Reserves	31(b)	**1,336,545**	1,406,049
Total equity attributable to owners of the Company		**1,341,198**	1,423,291
Non-controlling interests		**436,588**	452,967
Total equity		**1,777,786**	1,876,258

Approved and authorised for issue by the board of directors on 3 March 2016.

Chan Chun Hong, Thomas
Director

Leung Sui Wah, Raymond
Director

The notes on pages 65 to 131 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2015

	Attributable to Owners of the Company										
	Share capital HK$'000	Share premium HK$'000	Capital redemption reserve HK$'000	Contributed surplus HK$'000	Shareholders' contribution HK$'000	Other reserve HK$'000	Exchange reserve HK$'000	Accumulated losses HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 January 2014	29,510	1,601,208	945	2,215,409	664	(15,021)	210,784	(2,843,910)	1,199,589	421,259	1,620,848
Exchange differences on translation into presentation currency	—	—	—	—	—	—	(72,750)	—	(72,750)	(9,327)	(82,077)
Other comprehensive loss for the year	—	—	—	—	—	—	(72,750)	—	(72,750)	(9,327)	(82,077)
(Loss)/Profit for the year	—	—	—	—	—	—	—	(340,420)	(340,420)	4,351	(336,069)
Total comprehensive loss for the year	—	—	—	—	—	—	(72,750)	(340,420)	(413,170)	(4,976)	(418,146)
Capital reduction for the year	(28,772)	—	—	—	—	—	—	28,772	—	—	—
Placing of shares	4,700	137,200	—	—	—	—	—	—	141,900	—	141,900
Transaction cost relating to placing of shares	—	(4,231)	—	—	—	—	—	—	(4,231)	—	(4,231)
Rights issue for the year	11,066	503,512	—	—	—	—	—	—	514,578	—	514,578
Bonus issue for the year	738	(738)	—	—	—	—	—	—	—	—	—
Transaction cost relating to rights issue and bonus issue	—	(15,375)	—	—	—	—	—	—	(15,375)	—	(15,375)
Capital injected by non-controlling interest	—	—	—	—	—	—	—	—	—	43,706	43,706
Dividend paid to non-controlling interest	—	—	—	—	—	—	—	—	—	(7,022)	(7,022)
At 31 December 2014	17,242	2,221,576	945	2,215,409	664	(15,021)	138,034	(3,155,558)	1,423,291	452,967	1,876,258
At 1 January 2015	**17,242**	**2,221,576**	**945**	**2,215,409**	**664**	**(15,021)**	**138,034**	**(3,155,558)**	**1,423,291**	**452,967**	**1,876,258**
Exchange differences on translation into presentation currency	**—**	**—**	**—**	**—**	**—**	**—**	**(186,934)**	**—**	**(186,934)**	**(18,403)**	**(205,337)**
Other comprehensive loss for the year	**—**	**—**	**—**	**—**	**—**	**—**	**(186,934)**	**—**	**(186,934)**	**(18,403)**	**(205,337)**
Loss for the year	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**(489,117)**	**(489,117)**	**(4,823)**	**(493,940)**
Total comprehensive loss for the year	**—**	**—**	**—**	**—**	**—**	**—**	**(186,934)**	**(489,117)**	**(676,051)**	**(23,226)**	**(699,277)**
Capital reduction for the year	**(33,700)**	**—**	**—**	**—**	**—**	**—**	**—**	**33,700**	**—**	**—**	**—**
Placing of shares	**3,870**	**90,945**	**—**	**—**	**—**	**—**	**—**	**—**	**94,815**	**—**	**94,815**
Transaction cost relating the placing of shares	**—**	**(2,558)**	**—**	**—**	**—**	**—**	**—**	**—**	**(2,558)**	**—**	**(2,558)**
Rights issue for the year	**17,241**	**500,009**	**—**	**—**	**—**	**—**	**—**	**—**	**517,250**	**—**	**517,250**
Transaction cost relating to rights issue	**—**	**(15,549)**	**—**	**—**	**—**	**—**	**—**	**—**	**(15,549)**	**—**	**(15,549)**
Capital injected by non-controlling interest	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**6,847**	**6,847**
At 31 December 2015	**4,653**	**2,794,423**	**945**	**2,215,409**	**664**	**(15,021)**	**(48,900)**	**(3,610,975)**	**1,341,198**	**436,588**	**1,777,786**

The notes on pages 65 to 131 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2015

	Notes	2015 HK$'000	2014 HK$'000
Operating activities			
Loss for the year		**(493,940)**	(336,069)
Adjustments for:			
Income tax expense recognised in statement of profit or loss and other comprehensive income		**382**	44,001
Depreciation and amortisation	7(c)	**20,912**	10,554
Unrealised loss on financial assets through profit or loss		**1,130**	754
Impairment loss on intangible assets		**10,769**	—
Net loss/(gain) in fair value on investment properties		**33,223**	(77,686)
Written down of stock of properties		**60,140**	—
Finance costs	7(a)	**267,952**	231,990
Bank and other interest income	6	**(8,338)**	(4,750)
Loss on disposal of property, plant and equipment	7(c)	**1,163**	184
Operating loss before changes in working capital		**(106,607)**	(131,022)
(Increase)/decrease in trade and other receivables		**(48,868)**	61,897
Decrease/(increase) in loan receivables		**20,033**	(14,384)
Increase of stock of properties		**(306,747)**	(1,111,525)
Increase in deposit receipts in advance		**184,465**	345,795
Decrease in government grants		**—**	(2,941)
Decrease in deposits and other payables		**(116,434)**	(51,475)
Cash used in operations		**(374,158)**	(903,655)
Tax paid			
PRC enterprise income tax paid		**(7,290)**	(15,882)
Net cash used in operating activities		**(381,448)**	(919,537)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2015

	Notes	2015 HK$'000	2014 HK$'000
Investing activities			
Payments for purchases of property, plant and equipment	15	**(18,138)**	(39,026)
Acquisition of an intangible assets	17	**(43,768)**	—
Payments for investment properties		**(30,740)**	(88,859)
Bank interest received		**8,117**	5,007
Net cash used in investing activities		**(84,529)**	(122,878)
Financing activities			
Proceeds from new bank borrowings		**292,546**	768,701
Proceeds from new other borrowings		**268,879**	—
Net proceeds from issue of bonds		**17,195**	97,565
Repayments of bank borrowings		**(289,244)**	(250,094)
Repayment of other borrowings		**(55,000)**	(5,000)
Net proceeds from placing of shares		**92,257**	137,669
Capital injection by non-controlling interest		**6,847**	—
Net proceed from rights issue		**501,701**	499,203
Increase in pledged bank deposit		**(55,531)**	(92,962)
Interest paid		**(258,923)**	(185,754)
Dividend paid to non-controlling interest		**—**	(7,022)
Net cash generated from financing activities		**520,727**	962,306
Net increase/(decrease) in cash and cash equivalents		**54,750**	(80,109)
Cash and cash equivalents at 1 January	24	**200,387**	267,422
Effect of foreign exchange rate changes		**20,829**	13,074
Cash and cash equivalents at 31 December	24	**275,966**	200,387

The notes on pages 65 to 131 form part of these consolidated financial statements.

1. GENERAL

China Agri-Products Exchange Limited (the "**Company**", together with its subsidiaries the "**Group**") is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The addresses of the registered office and principal place of business of the Company in Hong Kong are disclosed in the corporate information section of the annual report.

The Group is principally engaged in the business of management and sales of properties in agricultural produce exchange markets in the People's Republic of China ("**PRC**")

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("**HKFRSs**"), which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("**HKASs**") and Interpretations (the "**Interpretations**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and accounting principles generally accepted in Hong Kong, in addition, the consolidated financial statements include applicable disclosures required by the Hong Kong Companies Ordinance and by the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

The provisions of the new Hong Kong Companies Ordinance ("**CO**") (Cap. 622) regarding preparation of accounts and directors' reports and audits became effective for the Company for the financial year ended 31 December 2015. Further, the disclosure requirements set out in the Listing Rules regarding annual accounts have been amended with reference to the new CO and to streamline with HKFRSs. Accordingly the presentation and disclosure of information in the consolidated financial statements for the financial year ended 31 December 2015 have been changed to comply with these new requirements. Comparative information in respect of the financial year ended 31 December 2014 are presented or disclosed in the consolidated financial statements based on the new requirements. Information previously required to be disclosed under the predecessor CO or Listing Rules but not under the new CO or amended Listing Rules are not disclosed in these consolidated financial statements.

(b) Basis of preparation of financial statements

(i) Going concern basis

The Supreme People's Court of the PRC ordered that, inter alia, the share transfer agreements filed with the Ministry of Commerce ("**MOFCOM**') of the PRC and the Hubei Province Administration of Industry and Commerce ("**Hubei AIC**") in relation to the acquisition of Wuhan Baisazhou Agricultural By-product Grand Market Company Limited ("**Baisazhou Agricultural**") were void. As advised by the PRC legal advisor of the Company, the judgement will not lead to immediate change of the ownership of Baisazhou Agricultural and the Company continues to be the legal owner of Baisazhou Agricultural until and unless the revocation of the approval from the MOFCOM and the registration of the transfer of shareholding by the Hubei AIC. The Company will take all necessary actions in the PRC as advised by its PRC legal advisor in response to the judgement. For details, please refer to note 36 to the consolidated financial statements.

The Group incurred a net loss of approximately HK$493,940,000 and the net operating cash outflow of approximately HK$381,448,000. In preparing the consolidated financial statements, the Directors have given careful consideration to the future liquidity of the Group. The Directors adopted the going concern basis for the preparation of the consolidated financial statements and implemented the following measures in order to improve the working capital and liquidity and cash flow position of the Group.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Basis of preparation of financial statements *(Continued)*

(i) Going concern basis (Continued)

(1) Alternative sources of external funding

As stated in the joint announcement of the Company dated 4 November 2015 and the circular of the Company dated 27 November 2015, the Company entered into an underwriting agreement dated 30 October 2015 (as varied on 4 November 2015) with an underwriter, whereby the Company proposed to raise gross proceeds of approximately HK$293 million before expenses, by way of the rights issue. Pursuant to the rights issue, the Company shall allot and issue 698,006,782 rights shares at the subscription price of HK$0.42 per rights share, on the basis of three (3) rights shares for every two (2) adjusted shares held on the record date. The rights issue was completed on 28 January 2016.

(2) Attainment of profitable and positive cash flow operations

The Group is taking measures to tighten cost controls over various costs and expenses and to seek new investment and business opportunities with an aim to attain profitable and positive cash flow operations.

(3) Necessary facilities

The Group is in the process of negotiating with its bankers to secure necessary facilities to meet the Group's working capital and financial requirements in the near future.

(4) Writ issued by the Company against Ms. Wang and Tian Jiu

On 21 September 2012, the High Court of Hong Kong Special Administrative Region Court of First Instance (the "**Court**") granted an injunction order ("**Injunction Order**") until further order of the Court and/or hearing of the Company's inter parties summons on 5 October 2012. The Injunction Order restrained Ms. Wang Xiu Qun ("**Ms. Wang**") and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd. ("**Tian Jiu**") from indorsing, assigning, transferring or negotiating the two instruments (purportedly described as promissory notes in the sale and purchase agreement between the Company and each of Ms. Wang and Tian Jiu respectively) (the two instruments collectively as "**Instruments**") to any third party.

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 indorse, assign, transfer or negotiate the Instruments and enforce payment by presentation of the Instruments until the final determination of the court action or further court order. Under the Undertakings currently obtained by the Company, the Instruments will no longer fall due for payment by the Company on 5 December 2012.

The Instruments are recorded at book value at approximately HK$376,000,000, together with interest payable in the amount of approximately HK$542,200,000 included under other payables as at 31 December 2015.

In the opinion of the Directors, in light of the various measures or arrangements implemented after the end of reporting period together with the expected results of the other measures, the Group will have sufficient working capital for its current requirements and it is reasonable to expect the Group to remain a commercially viable concern. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Basis of preparation of financial statements *(Continued)*

(ii) *Basis of measurement*

The consolidated financial statements have been prepared under the historical cost basis except for the investment properties and certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

(iii) *Functional and presentation currency*

Items included in the financial statements of each of the Group's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The functional currency of the operations subsidiaries of the Company is Renminbi ("**RMB**"). For the purposes of presenting the consolidated financial statements, the Group adopted Hong Kong dollars ("**HK$**") as its presentation currency for the convenience of the readers. The directors consider HK$, being an internationally well-recognised currency, can provide more meaningful information to the Company's investors.

All values are rounded to the nearest thousand unless otherwise stated.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Basis of preparation of financial statements *(Continued)*

(iv) Use of estimates and judgements

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 4.

(c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with investees; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

All intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(c) Basis of consolidation *(Continued)*

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1 January 2010, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

(i) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

— deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS *19 Employee Benefits* respectively;

— liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below); and

— assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(c) Basis of consolidation *(Continued)*

(i) *Business combinations (Continued)*

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction by transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

The policy described above is applied to all business combinations that take place on or after 1 January 2010.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(c) Basis of consolidation *(Continued)*

(ii) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(d) Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation. On initial recognition, investment properties are measured at cost including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value. Gain and losses arising from changes in the fair value of investment property are included in profit or loss in the period in which they arise.

Investment properties under construction are accounted for in the same way as completed investment properties. Specifically, construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction. Investment properties under construction are measured at fair value at the end of the reporting period. Any difference between the fair value of the investment properties under construction and their carrying amounts is recognised in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period which the property is derecognised.

If an investment property become a stock of properties because its use has changed as evidenced by the commencement of development with view to sale, any difference the carrying amount and the fair value of the property at the date of transfer is recognised in profit or loss. Subsequent to the changes, the property is stated at lower of deemed cost, equivalent to the fair value at the date of transfer, and net realisable value.

(e) Property, plant and equipment

Items of property, plant, and equipment are stated in the statement of financial position at cost less accumulated depreciation and impairment losses (see note 2(g)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of overheads and borrowing costs (see note 2(s)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Property, plant and equipment *(Continued)*

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

— Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 30 years after the date of completion.

— Leasehold improvements are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 5 years after the date of completion.

— Furniture, equipment and motor vehicles 5 – 10 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the items is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Construction in progress comprises direct costs of construction during the period of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the relevant class of property, plant and equipment when substantially all of the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided in respect of constriction in progress until it is completed and substantially ready for its intended use.

(f) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

(i) The Group as lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

(ii) The Group as leasee

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred. Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Impairment of assets

(i) Impairment of receivables

Current and non-current receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

— significant financial difficulty of the debtor;

— a breach of contract, such as a default or delinquency in interest or principal payments;

— it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and

— significant changes in the technological market, economic or legal environment that have an adverse effect on the debtor.

If any such evidence exists, any impairment loss is determined and recognised as follows:

— for trade and other receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

  If in subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

  Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors included within trader and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Impairment of assets *(Continued)*

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

— property, plant and equipment;

— investment in subsidiaries (except for those classified as held for sale (or included in a disposal group that is classified as held for sale)); and

— goodwill.

In any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount if estimated annually whether or not there is any indication of impairment.

— Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs to sell and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e., a cash-generating unit).

— Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generated unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair amount less costs to sell, or value-in-use, if determinable.

— Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if these has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year which the reversals are recognised.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Impairment of assets *(Continued)*

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34 *Interim Financial Reporting* in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition and reversal criteria as it would at the end of the financial year (see note 2(g)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill, available-for-sale equity securities and unlisted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

(h) Stock of properties

Stock of properties, which are held for trading, is stated at the lower of cost and net realisable value. Net realizable value is determined by reference to sale proceeds received after the end of reporting period less selling expense, or by management estimate based on the prevailing market conditions.

(i) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost less allowance for impairment of doubtful debts (see note 2(g)(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

(j) Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the consolidated statement of profit or loss.

(i) Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, held-to-maturity financial assets and loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss ("**FVTPL**") comprise financial assets held for trading purpose and derivative financial instruments that are not designated as effective hedging instruments. At the end of each reporting period date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in the consolidated statement of profit or loss in the period in which they arise.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Financial instruments *(Continued)*

(i) *Financial assets (Continued)*

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period date subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses (see note 2(g)). An impairment loss is recognised in the consolidated statement of profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

(ii) *Financial liabilities and equities*

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are generally classified into financial liabilities at fair value through profit or loss and other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

Financial liabilities

Financial liabilities including trade payables and other payables, bank and other borrowings and promissory notes, are subsequently measured at amortised cost, using the effective interest rate method. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, (where appropriate), a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at FVTPL.

Financial guarantee contracts

Financial guarantees are contracts that require the issuer (i.e., the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "**holder**") for a loss the holder incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of assets. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Financial instruments *(Continued)*

(ii) Financial liabilities and equities (Continued)

***Financial guarantee contracts** (Continued)*

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued, in addition, provisions are recognised in accordance with note 2(p)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee, that is, the amount initially recognised, less accumulated amortisation.

(iii) Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred or the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in the consolidated statement of profit or loss.

For financial liabilities, they are removed from the Group's consolidated statement of financial positions when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in the consolidated statement of profit or loss.

(iv) Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

(k) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(l) Deposits and other payables

Deposits and other payables are initially recognised and subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(n) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share options reserve within equity. The fair value is measured at grant date using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share options reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share options reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share options reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to accumulated losses).

(iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(o) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(o) Income tax *(Continued)*

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reserve either in the same period as the expected reversal of the deductible temporary differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition or deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the excepted manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

— in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the assets and settle the liability simultaneously; or

— in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either;

    — the same taxable entity; or

    — different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered. Intend to realise the current tax assets and settle the current liabilities on a net basis or realise and settle simultaneously.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(p) Provisions and contingent liabilities

(i) Contingent liabilities acquired in business combinations

Contingent liabilities acquired as part of a business combination are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 2(p)(ii). Contingent liabilities acquired in a business combination that cannot be reliably fair valued are disclosed in accordance with note 2(p)(ii).

(ii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable than an outflow of economic benefits will be required, or the amount cannot be estimated reliable, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic is remote. Possible obligations, whose existence will only be confirmed by the occurrence or no-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(q) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in consolidated statement of profit or loss as follows:

(i) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal installments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(ii) Revenue from properties sale

Revenue from properties sale is recognised on the execution of binding sale agreement or when the relevant occupation permit or certificate of compliance is issued by the respective building authority, whichever is the later.

(iii) Revenue from property ancillary services

Revenue from property ancillary services are recognised when the services are rendered.

(iv) Commission income from agricultural exchange market

Commission income from agricultural exchange market is recognised in accordance with the terms of the agreements signed.

(v) Interest income

Interest income is recognised as it accrues using the effective interest method.

(vi) Government subsidies

Government subsidies that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

(vii) Dividend income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(r) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in consolidated statement of profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost on a foreign currency are translated using the foreign exchange rates ruling at the transactions dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the date the fair value was determined.

For the purpose of presenting the consolidated financial statements, the results of the Group's operations not denominated in Hong Kong dollars are translated into Hong Kong dollars, i.e., the presentation currency of the Group, at the average rates for the year. The items of statement of financial position, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised directly in a separate component of equity. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in equity which relate to that foreign operation is included in the calculation of the profit or loss on disposal.

(s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(t) Related parties

A party is considered to be related to the Group if:

(1) A person or entity that is preparing the consolidated financial statements of the Group;

(2) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(t) Related parties *(Continued)*

(3) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers also related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (2).

(vii) A person identified in (2)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(u) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting system, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format for the purposes of these financial statements.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, tax balances, corporate and financing expenses.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(v) Government grants

Government grants are recognised in statement of profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants related to depreciable assets are recognised as deferred revenue in the statement of financial position and transferred to statement of profit or loss over the useful lives of the related assets. Other government grants are recognised as revenue over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in statement of profit or loss in the period in which they become receivable.

(w) Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(x) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of the obligation under the contract, as determined in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and

- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied, for the first time, the following new standard, amendments and interpretations ("**new HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), which are effective for the Group's financial year beginning 1 January 2015. A summary of the new HKFRSs are set out as below:

HKAS 19 (Amendments)	Defined benefit plans: Employee contributions
HKFRSs (Amendments)	Annual Improvements 2010–2012 Cycle
HKFRSs (Amendments)	Annual Improvements 2011–2013 Cycle

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

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 9	Financial instruments[2]
HKFRS 15	Revenue from contracts with customers[2]
HKFRS 11 (Amendments)	Accounting for acquisitions of interests in joint operations[1]
HKAS 1 (Amendments)	Disclosure initiative[1]
HKAS 16 and HKAS 38 (Amendments)	Clarification of acceptable methods of depreciation and amortisation[1]
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer plants[1]
HKAS 27 (Amendments)	Equity method in separate financial statements[1]
HKFRS 10 and HKAS 28 (Amendments)	Sale or contribution of assets between an investor and its associate or joint venture[3]
HKFRS 10, HKFRS 12 and HKAS 28 (Amendments)	Investment entities: Applying the consolidation exception[1]
HKFRSs (Amendments)	Annual improvements to HKFRSs 2012-2014 cycle[1]

1 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
2 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
3 Effective for annual periods beginning on or after a date to be determined.

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. The Group considers that these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

4. ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, the directors of the Company are required to make judgements, estimates and assumption about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Key sources of estimation uncertainty

In the process of applying the Group's accounting policies, management has made certain key assumptions concerning the future, and other key sources of estimation uncertainty at the end of reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, as discussed below:

(i) Impairment of property, plant and equipment

The recoverable amount of an asset is the greater of its fair value less costs to sell and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, which requires significant judgement relating to level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying amount of the assets and could result in additional impairment charge or reversal of impairment in future periods.

(ii) Valuation of investment properties

Investment properties are included in the statement of financial position at their fair value, which is assessed annually by independent qualified valuers, after taking into consideration all readily available information and current market environment.

The methodology and assumptions adopted in the property valuations are mentioned in note 16(a).

(iii) Impairment for goodwill

Internal and external sources of information are reviewed by the Group at the end of each reporting period to assess whether there is any indication that goodwill may be impaired. If any such indication exists, the recoverable amount of the goodwill is estimated. Changes in facts and circumstances may result in revisions to the conclusion of whether an indication of impairment exists and revised estimates of recoverable amounts, which would affect profit or loss in future years.

(iv) Impairment for trade and other receivables

The Group estimates impairment losses for trade and other receivables resulting from the inability of the debtors to make the required payments. The Group bases the estimates on the ageing of the trade and other receivable balance, debtor credit-worthiness, and historical write-off experience. If the financial conditions of the debtors were to deteriorate, actual write-offs would be higher than estimated.

4. ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(a) Key sources of estimation uncertainty *(Continued)*

(v) Impairment of intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss .

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(vi) Income tax and deferred taxation

The Group is subject to income taxes. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and certain tax losses are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and tax in the period in which such estimate is changed.

4. ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(b) Critical judgements in applying the Group's accounting policies

In determining the carrying amounts of some assets and liabilities, the Group makes assumptions for the effects of uncertain future events on those assets and liabilities at the end of each reporting period. These estimates involve assumptions about such items as cash flows and discount rates used. The Group's estimates and assumptions are based on historical experience and expectations of future events and are reviewed periodically. In addition to assumptions and estimations of future events, judgements are also made during the process of applying the Group's accounting policies.

Going Concern

As disclosed in note 2(b)(i), the directors have prepared the consolidated financial statement on a going concern basis as per following reasons:

i) according to the court order announced by the Supreme Court of the PRC, the share transfer agreements filed with the MOFCOM of the PRC and the Hubei AIC in relation to the acquisition of Baisazhou Agricultural were void. After the directors obtained the legal opinion from the PRC legal advisor and gave careful consideration, the judgement will not lead to immediate change of ownership of Baisazhou Agricultural and the Company continues to be the legal owner of Baisazhou Agricultural until and unless the revocation of the approval of the Acquisition from MOFCOM and the registration of the transfer of shareholding by the Hubei AIC;

ii) the directors also considered that the Group will be able to generate adequate cash flows from its operations, issue shares and secure the necessary facilities from the banks in the next twelve months to enable the Group to operate as a going concern.

This conclusion is arrived at with reference to the cash flow forecast projection prepared by the management and on the assumption that the facilities that will be available to the Group upon successful negotiation with its banks. If there are revocation of the approval of the Acquisition from MOFCOM and the registration of the transfer of shareholding by the Hubei AIC or any significant deviations from the assumptions adopted by the management in preparing the cash flow forecast of the Group and discontinuation of banking facilities, it would affect the conclusion that the Group is able to continue as going concern.

5. TURNOVER

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

	2015 **HK$'000**	2014 HK$'000
Property rental income	**182,346**	166,887
Revenue from property ancillary services	**65,340**	50,385
Commission income from agricultural produce exchange market	**97,357**	71,574
Revenue from property sales	**20,149**	9,197
	365,192	298,043

6. OTHER REVENUE AND OTHER NET INCOME

	2015 **HK$'000**	2014 HK$'000
Other revenue		
Bank and other interest income	**8,338**	4,750
PRC government subsidies (note 6(a))	**8,811**	35,519
Others	**5,181**	1,953
	22,330	42,222

(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.

7. LOSS BEFORE TAXATION

Loss before taxation is arrived after charging:

(a) Finance costs

	2015	2014
	HK$'000	HK$'000
Interest on bank and other borrowings wholly repayable within five years	**89,899**	186,314
Interest on bank and other borrowings wholly repayable over five years	**2,356**	15,645
Interest on promissory notes	**23,500**	25,238
Interest on bonds	**165,899**	19,326
Less: — Amounts classified as capitalised into stock of properties	**(13,702)**	(14,533)
	267,952	231,990

The weight average capitalisation rate on borrowing is 7% per annum (2014: 7%).

(b) Staff costs (including directors' emoluments)

	2015	2014
	HK$'000	HK$'000
Contributions to defined contribution retirement plans	**876**	897
Salaries, wages and other benefits	**132,038**	132,029
	132,914	132,926

(c) Other items

	2015	2014
	HK$'000	HK$'000
Depreciation and amortisation	**20,912**	10,554
Loss on disposal on property, plant and equipment	**1,163**	184
Auditors' remuneration		
— audit services	**2,200**	1,600
— other services	**410**	200
Operating lease charges: minimum lease payments		
— property rental	**3,498**	4,219
Unrealised loss on of financial assets through profit or loss	**1,130**	754
Cost of stock of properties	**13,682**	10,212

8. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(i) Taxation in the consolidated statement of profit or loss and other comprehensive income represents:

	2015 **HK$'000**	2014 HK$'000
Current tax		
— PRC enterprise income tax	**7,387**	23,423
Over provision in prior year	**—**	(8,317)
Deferred tax		
Origination and reversal of temporary difference	**(7,005)**	28,895
	382	44,001

No provision for Hong Kong Profits Tax has been made as the Group had no estimated assessable profits arising in Hong Kong for the years ended 31 December 2015 and 2014. PRC Enterprise Income Tax is computed according to the relevant legislation interpretations and practices in respect thereof during the year. PRC Enterprise Income Tax rate is 25% (2014: 25%).

(ii) Reconciliation between tax expenses and accounting loss at applicable tax rates:

	2015		2014	
	HK$'000	**%**	HK$'000	%
Loss before taxation	**(493,558)**		(292,068)	
Notional tax on loss before taxation calculation at the rates applicable to losses in the jurisdictions concerned	**(123,390)**	**(25.0)**	(73,017)	(25.0)
Effect of different tax rates in other tax jurisdiction	**25,898**	**5.3**	22,789	7.8
Tax effect non-deductible expenses and temporary difference	**103,730**	**21.0**	110,201	37.7
Tax effect of non-taxable income	**(8)**	**—**	(26)	—
Tax effect on tax losses utilised	**(14,177)**	**(2.9)**	(10,255)	(3.5)
Under/(over) provision in prior year	**—**	**—**	(8,317)	(2.8)
Tax loss not recognised	**8,329**	**1.7**	2,626	0.9
Income tax expense for the year	**382**	**0.1**	44,001	15.1

9. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to Section 383 of the Hong Kong Companies Ordinance and Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) are as follows:

	Directors' fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Retirement scheme contributions HK$'000	Total 2015 HK$'000
Executive directors:				
Chan Chun Hong, Thomas				
(Chairman and Chief Executive Officer)	**1,050**	**86**	**18**	**1,154**
Leung Sui Wah, Raymond	**1,479**	**420**	**18**	**1,917**
Yau Yuk Shing	**1,084**	**606**	**47**	**1,737**
Independent non-executive directors:				
Ng Yat Cheung	**140**	**—**	**—**	**140**
Lau King Lung	**140**	**—**	**—**	**140**
Lam Ka Jen, Katherine	**140**	**—**	**—**	**140**
	4,033	**1,112**	**83**	**5,228**

	Directors' fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Retirement scheme contributions HK$'000	Total 2014 HK$'000
Executive directors:				
Chan Chun Hong, Thomas				
(Chairman and Chief Executive Officer)(note 9(a))	1,026	3,134	17	4,177
Leung Sui Wah, Raymond	1,433	582	17	2,032
Wong Koon Kui, Lawrence				
(Former Chief Executive Officer) (note 9(b))	671	1,019	6	1,696
Yau Yuk Shing	888	316	44	1,248
Independent non-executive directors:				
Ng Yat Cheung	140	—	—	140
Lau King Lung (note9 (c))	140	—	—	140
Lam Ka Jen, Katherine	140	—	—	140
	4,438	5,051	84	9,573

During the years ended 31 December 2015 and 2014, no emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. No directors of the Company waived or agreed to waive any emoluments during the year.

9. DIRECTORS' EMOLUMENTS *(Continued)*

Notes:

(a) Director was appointed as chief executive officer on 8 May 2014.

(b) Director was appointed on 1 December 2012 and appointed as chief executive officer on 20 March 2013 and resigned as Director and chief executive officer on 8 May 2014.

(c) Director was appointed upon the conclusion of the annual general meeting held on 16 May 2013 and was re-elected in the special general meeting held on 17 February 2014.

10. INDIVIDUALS WITH HIGHEST EMOLUMENTS

(a) Of the five individuals with the highest emoluments, one (2014: four) are directors whose emoluments are disclosed in note 9. The aggregate of the emoluments in respect of the remaining four (2014: one) individuals are as follows:

	2015 HK$'000	2014 HK$'000
Salaries and other benefits	**7,925**	1,048
Retirement schemes contributions	**50**	17
	7,975	1,065

The emoluments of four (2014: one) individuals (including two of which resigned as senior management) with the highest emoluments are within the following bands:

	2015 Number of individuals	2014 Number of individuals
Nil to HK$1,000,000	**—**	—
HK$1,000,001 to HK$1,500,000	**—**	1
HK$1,500,001 to HK$2,000,000	**2**	—
HK$2,000,001 to HK$2,500,000	**2**	—
	4	1

The emoluments paid or payable to members of senior management (excluding the Directors as disclosed in note 9) are within the following bands:

	2015 Number of senior management	2014 Number of senior management
Nil to HK$1,000,000	**3**	5
HK$1,000,001 to HK$1,500,000	**5**	1
HK$1,500,001 to HK$2,000,000	**1**	—
HK$2,000,001 to HK$2,500,000	**1**	—
	10	6

During the years ended 31 December 2015 and 2014, no emoluments were paid by the Group to any of the highest paid individuals and senior management as an inducement to join or upon joining the Group or as compensation for loss of office.

11. EMPLOYEE RETIREMENTS BENEFITS

The Group participates in defined contribution retirement schemes (the "**Schemes**") organised by the relevant local government authorities whereby the Group is required to make contributions to the Schemes at certain percentage of the eligible employees' salaries, pursuant to the relevant labour rules and regulations in the PRC. The local government authorities are responsible for the entire pension obligations payable to retired employees.

The Group also operates a Mandatory Provident Fund Scheme (the "**MPF Scheme**") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income increased from HK$25,000 to HK$30,000 since 1 June 2014. Contributions to the plan vest immediately.

The Group has no other obligation for the payment of post-retirement benefits beyond the contributions described above.

12. DIVIDEND

The directors do not recommend the payment of any dividend in respect of the years ended 31 December 2015 and 2014 respectively.

13. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately HK$489,117,000 (2014: loss attributable to owners of the Company of approximately HK$340,420,000) and the weighted average number of 296,714,710 ordinary shares (2014: restated 29,255,219 ordinary shares) in issue during the year.

For the year ended 31 December 2014, the weighted average number of ordinary shares for the purpose of basic loss per share has been restated and adjusted with the effect of rights issue and share consolidation which were occurred during the current year.

(b) Diluted earnings per share

Diluted loss per share for the year ended 31 December 2015 and 2014 were the same as basic loss per share as there was no diluted event during the year.

14. 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.

Segment revenue and results

The following is an analysis of the Group's revenues and results by reportable segment for the current and prior years:

	Agricultural produce exchange market operation		Property sales		Unallocated		Consolidated	
	2015	2014	**2015**	2014	**2015**	2014	**2015**	2014
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Turnover								
External sales	**345,043**	288,846	**20,149**	9,197	**—**	—	**365,192**	298,043
Results								
Segment result	**21,209**	(95,309)	**2,635**	(1,026)	**—**	—	**23,844**	(96,335)
Other revenue and other income	**19,436**	39,970	**—**	—	**2,894**	2,252	**22,330**	42,222
Net (loss)/gain in fair value of investment properties	**(33,223)**	77,686	**—**	—	**—**	—	**(33,223)**	77,686
Impairment loss on intangible assets	**(10,769)**	—	**—**	—	**—**	—	**(10,769)**	—
Written down of stock of properties	**—**	—	**(60,140)**	—	**—**	—	**(60,140)**	—
Unallocated corporate expenses							**(167,648)**	(83,651)
Loss from operations							**(225,606)**	(60,078)
Finance costs	**(60,408)**	(43,832)	**—**	(731)	**(207,544)**	(187,427)	**(267,952)**	(231,990)
Loss before taxation							**(493,558)**	(292,068)
Income tax							**(382)**	(44,001)
Loss for the year							**(493,940)**	(336,069)

The accounting policies of the reportable segments are the same as the Group's accounting policies describe in note 2, business segment represents the profit/(loss) from each segment without allocation of central administrative costs and directors' salaries, finance costs and income tax expense. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the year (2014: Nil).

14. SEGMENT REPORTING *(Continued)*

Segment assets and liabilities

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

	Agricultural produce exchange market operation		Property sales		Consolidated	
	2015	2014	**2015**	2014	**2015**	2014
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Assets						
Segment assets	**4,084,627**	4,103,168	**2,831,974**	2,715,778	**6,916,601**	6,818,946
Unallocated corporate assets					**126,642**	87,079
Consolidated total assets					**7,043,243**	6,906,025
Liabilities						
Segment liabilities	**2,195,944**	2,134,593	**493,789**	535,721	**2,689,733**	2,670,314
Unallocated corporate liabilities					**2,575,724**	2,359,453
Consolidated total liabilities					**5,265,457**	5,029,767

For the purposes of monitoring segment performance and allocating resources between segments:

— all assets are allocated to reportable segments other than corporate assets. Goodwill and intangible asset are allocated to agriculture produce exchange market operation.

— all liabilities are allocated to reportable segments other than bonds, promissory notes and corporate liabilities.

14. SEGMENT REPORTING *(Continued)*

Other segment information

The following is an analysis of the Group's other segment information:

	Agricultural produce exchange market operation		Property sales		Unallocated		Consolidated	
	2015	2014	**2015**	2014	**2015**	2014	**2015**	2014
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Capital expenditure								
— others (Note (i))	**87,302**	169,378	**—**	—	**5,344**	2,213	**92,646**	171,591
Net (loss)/gain in fair value of investment properties	**(33,223)**	77,686	**—**	—	**—**	—	**(33,223)**	77,686
Impairment loss on intangible assets	**(10,769)**	—	**—**	—	—	—	**(10,769)**	—
Written down of stock of properties	**—**	—	**(60,140)**	—	—	—	**(60,140)**	—
Unrealised loss on financial assets at fair value through profit or loss	**—**	—	**—**	—	**(1,130)**	(754)	**(1,130)**	(754)
Depreciation and amortisation	**18,620**	8,914	**—**	—	**2,292**	1,640	**20,912**	10,554

Note:

(i) Capital expenditure consists of additions to property, plant and equipment, investment properties and intangible assets.

Information about major customers

For the year ended 2015 and 2014, no other single customers contributed 10% or more to the Group's revenue.

Geographical information

As at the end of reporting period, the entire of revenue of the Group were generated from external customers located in the PRC and over 90% of non-current assets of the Group were located in the PRC. Accordingly, no geographical segment analysis on the carrying amount of segment assets or additions to property, plant and equipment is presented.

15. PROPERTY, PLANT AND EQUIPMENT

	Buildings HK$'000	Furniture, equipment and motor vehicles HK$'000	Leasehold improvements HK$'000	Total HK$'000
Cost:				
At 1 January 2014	2,423	57,626	4,526	64,575
Exchange adjustments	(107)	(1,419)	(106)	(1,632)
Additions	10,124	27,686	1,216	39,026
Written off upon disposal	—	(997)	—	(997)
At 31 December 2014 and 1 January 2015	12,440	82,896	5,636	100,972
Exchange adjustments	(437)	(4,104)	(258)	(4,799)
Additions	3,823	14,189	126	18,138
Transfer to investment properties	(7,890)	—	—	(7,890)
Written off upon disposals	—	(2,370)	(19)	(2,389)
At 31 December 2015	**7,936**	**90,611**	**5,485**	**104,032**
Accumulated depreciation:				
At 1 January 2014	656	16,760	1,747	19,163
Exchange adjustments	(15)	(418)	(45)	(478)
Charge for the year	300	9,108	1,146	10,554
Written off upon disposal	—	(813)	—	(813)
At 31 December 2014 and 1 January 2015	941	24,637	2,848	28,426
Exchange adjustments	(30)	(1,407)	(160)	(1,597)
Charge for the year	288	10,846	1,023	12,157
Transfer to investment properties	(688)	—	—	(688)
Written off upon disposals	—	(1,219)	(7)	(1,226)
At 31 December 2015	511	32,857	3,704	37,072
Carrying amount:				
At 31 December 2015	**7,425**	**57,754**	**1,781**	**66,960**
At 31 December 2014	11,499	58,259	2,788	72,546

16. INVESTMENT PROPERTIES

	2015 HK$'000	2014 HK$'000
Completed investment properties	**3,398,040**	3,554,194
	3,398,040	3,554,194
At 1 January	**3,554,194**	3,420,587
Additions	**30,740**	132,565
Transfer from property, plant and equipment	**7,202**	—
Fair value (loss)/gain recognised in profit or loss	**(33,223)**	77,686
Exchange adjustments	**(160,873)**	(76,644)
At 31 December	**3,398,040**	3,554,194

(a) Valuation of investment properties

The investment properties amounted of approximately HK$3,398,040,000 of the Group were stated at fair value as at 31 December 2015. The fair value were arrived at based on the valuations carried out by an independent firm of qualified professional valuers, RHL appraisal limited, ("**RHL**"), who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of the properties being valued. The valuations conform to the Valuation Standards 2012 Edition published by the Hong Kong Institute of Surveyors.

RHL have valued the properties on the basis of capitalisation of the net income derived from properties rental. In the course of their valuation, RHL have also made reference to the comparable market transactions as available. Discussions of valuation processes and results are held between the Group and valuers at least once every six months, in line with the Group's interim and annual reporting dates. As at 31 December 2015 and 2014, the fair values of the properties have been determined by RHL. At each financial year end, the Group (i) verifies all major inputs to the independent valuation report; (ii) assess property valuations movements when compared to the prior year valuation input; and (iii) holds discussions with the independent valuer.

There has been no change from the valuation technique used in the prior year. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The term yield and reversionary yield were one of the key inputs used in valuing the investment properties. The ranges of term yield was from 7.5% to 8.0% (2014: 7.0% to 8.0%) while the ranges of reversionary yield were from 8.0% to 9.0% (2014: 8.0% to 9.0%). A slight increase in the term yield and reversionary yield used would result in a significant decrease in fair value measurement of the investment properties, and vice versa.

Another unobservable input was plot ratio of the land use right. The ranges of plot ratio of investment properties were from 0.55 to 2.5. An increase in plot ratio would result in increase in the fair value of investment properties.

The other major key inputs applied in valuing the investment properties were market unit rental per each square meter per month (the "**s.q.m per month**"). The ranges of s.q.m per month of various locations were from RMB8 to RMB54 (2014: RMB8 to RMB57). A significant increase in the s.q.m per month used would result in a significant increase in fair value, and vice versa.

16. INVESTMENT PROPERTIES *(Continued)*

(b) The analysis of the carrying amount of investment properties is as follows:

	2015 HK$'000	2014 HK$'000
In the PRC		
— medium-term leases	**3,398,040**	3,554,194

(c) Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2015 and 2014 are as follows:

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Fair value as at 2015 HK$'000
Investment property unit located in PRC	**—**	**—**	**3,398,040**	**3,398,040**

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Fair value as at 2014 HK$'000
Investment property unit located in PRC	—	—	3,554,194	3,554,194

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the events or change in circumstance that caused the transfer.

There were no transfers into or out of level 3 during the year.

(d) Investment properties leased out under operating leases

All of the Group's property interests held under operating leases to earn rentals are measured using the fair value model and classified accounted for investment properties.

The Group leases out its investment properties which is an agricultural exchange market to various tenants. The leases typically run for an initial period of 1 year to 5 years, at the end of which period all terms are renegotiated. None of the leases includes contingent rentals. The rental income from investment properties less direct outgoings of approximately HK$4,853,000 (2014: approximately HK$3,767,000) amounted to approximately HK$177,493,000 (2014: approximately HK$163,120,000).

The Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

	2015 HK$'000	2014 HK$'000
Within 1 year	**148,335**	47,146
After 1 year but within 5 years	**132,486**	64,602
Over 5 years	**31,624**	—
	312,445	111,748

16. INVESTMENT PROPERTIES *(Continued)*

(d) Investment properties leased out under operating leases *(Continued)*

In addition, the Group has arrangements with tenants and their suppliers which entitled it to charge commission based on certain percentages of the transaction price of agricultural products delivered to the tenants in the agricultural produce exchange markets.

(e) Pledge of investment properties

As at 31 December 2015, the land use rights in respect of investment properties with a total carrying amount of approximately HK$1,628,928,000 (2014: approximately HK$1,559,808,000) were pledged to banks for the Group's bank borrowings, details of which are set out in note 26.

At 31 December 2015, the Group had been applying for the relevant certificates in respect of the buildings erected on the land included under investment properties owned by the Group.

17. INTANGIBLE ASSETS

	Operating right **HK$'000**
Cost	
At 1 January 2014, 31 December 2014 and 1 January 2015	—
Addition	**43,768**
At 31 December 2015	**43,768**
Accumulated amortisation and impairment loss	
At 1 January 2014, 31 December 2014 and 1 January 2015	—
Amortisation expenses during the year	**8,755**
Impairment recognised in profit or loss	**10,769**
At 31 December 2015	**19,524**
Carrying amount	
At 31 December 2015	**24,244**
At 31 December 2014	—

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 PRC for 5 years from the date of acquisition. The net carrying amount will therefore be amortised over the remaining useful lives of 4 years and less impairment loss.

During the year, the recoverable amount of the cash generating unit is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the Directors covering a four-years period, and discount rate of approximately 13% per annum.

The other key assumptions used in the value in use calculations for intangible asset cash-generating units are as follows:

Budget sale	Average sales in the period immediately before the budget period. The values assigned to the assumption reflect past experience.
Budgeted gross margin	Average gross margin achieved in the period immediately before the budget period which reflects past experience.

18. GOODWILL

	The Group	
	2015	2014
	HK$'000	HK$'000
Cost:		
At 1 January and 31 December	**25,017**	25,017
Accumulated impairment losses:		
At 1 January and 31 December	**18,573**	18,573
Carrying amount:		
At 31 December	**6,444**	6,444

Note:

At the end of the reporting period, the Group assessed the recoverable amount of goodwill, and determined that no impairment has been provided for goodwill associated with certain of the Group's property rental activities of agricultural produce exchange market operation for the year ended 31 December 2015 (2014: Nil). The recoverable amount of the property rental activities was assessed by reference to the relevant cash-generating unit's value in use. A discount factor of 12% (2014: 12%) per annum was applied in the value in use model.

Particulars of impairment testing on goodwill are disclosed below.

Impairment testing on goodwill

Goodwill has been allocated for impairment testing purposes to the following cash-generating units:

— Agricultural produce exchange market operation

The carrying amount of goodwill (net of accumulated impairment losses) was allocated to cash-generating units as follows:

	2015	2014
	HK$'000	HK$'000
Agricultural produce exchange market operation	**6,444**	6,444

Property rental

The recoverable amount of this cash-generating unit is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the Directors covering a five-year period, and a discount rate of approximately 12% (2014: approximately 12%) per annum. Cash flows covering that five year period have been extrapolated using a steady 3% growth rate. This growth rate does not exceed the long term average growth rate for the market. The Directors believe that any reasonably possible further change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the unit to exceed its recoverable amount.

The key assumptions used in the value in use calculations for property rental cash-generating units are as follows:

Budgeted market share	Average market share in the period immediately before the budget period. The values assigned to the assumption reflect past experience.
Budgeted gross margin	Average gross margins achieved in the period immediately before the budget period which reflects past experience.

19. PRINCIPAL SUBSIDIARIES

(a) General information of subsidiaries

Name of Company	Place of incorporation/ registration and operation	Particulars of issued and fully paid ordinary share capital/ registered capital	Proportion of ownership interest and voting power held: Group's effective interest	Held by the Company	Held by subsidiaries	Principal activities
Novel Talent Limited	British Virgin Islands/ Hong Kong	US$1	100%	100%	—	Investment holding
徐州源洋商貿發展有限公司 (note 19(a)(i))	The PRC	RMB61,220,000	51%	—	51%	Agricultural produce exchange market operation
武漢白沙洲農副產品大市場有限公司 (note 19(a)(i))	The PRC	RMB88,500,000	100%	94.4%	5.6%	Agricultural produce exchange market operation
玉林宏進農副產品批發市場有限公司 (note 19(a)(i))	The PRC	RMB76,230,000	65%	—	65%	Agricultural produce exchange market operation and property sales
玉林宏進物流發展有限公司 (note 19(a)(ii))	The PRC	RMB80,000,000	100%	—	100%	Agricultural produce exchange market operation and property sales
欽州宏進農副產品批發市場有限公司 (note 19(a)(ii))	The PRC	RMB150,000,000	100%	—	100%	Agricultural produce exchange market operation and property sales
開封宏進農副產品批發市場有限公司 (note 19(a)(ii))	The PRC	USD23,230,000	100%	—	100%	Agricultural produce exchange market operation and property sales
洛陽宏進農副產品批發市場有限公司 (note 19(a)(ii))	The PRC	HKD180,000,000	100%	—	100%	Agricultural produce exchange market operation and property sales
洛陽利寶置業有限公司 (note 19(a)(iii))	The PRC	RMB10,000,000	100%	—	100%	Agricultural produce exchange market operation and property sales
濮陽宏進農副產品批發市場有限公司 (note 19(a)(i))	The PRC	RMB2,000,000	75%	—	75%	Agricultural produce exchange market operation
盤錦宏進農副產品批發市場有限公司 (note 19(a)(ii))	The PRC	USD10,000,000	100%	—	100%	Agricultural produce exchange market operation and property sales
淮安宏進農副產品物流有限公司 (note 19(a)(ii))	The PRC	USD28,920,000	100%	—	100%	Agricultural produce exchange market operation and property sales

19. PRINCIPAL SUBSIDIARIES *(Continued)*

(a) General information of subsidiaries *(Continued)*

Name of Company	Place of incorporation/ registration and operation	Particulars of issued and fully paid ordinary share capital/ registered capital	Proportion of ownership interest and voting power held Group's effective interest	Held by the Company	Held by subsidiaries	Principal activities
黃石宏進農副產品批發市場有限公司 (note 19(a)(i))	The PRC	RMB2,000,000	80%	-	80%	Agricultural produce exchange market operation
淮安市宏進清江農副產品批發市場有限公司 (note 19(a)(iii))	The PRC	RMB12,680,000	58.58%	-	58.58%	Agricultural produce exchange market operation
玉林宏欣商貿有限公司 (note 19(a)(ii))	The PRC	RMB33,000,000	100%	-	100%	Agricultural produce exchange market operation

Note:

(i) Registered as a sino-foreign equity joint venture under the laws of the PRC.

(ii) Registered as a wholly-owned foreign enterprise under the laws of the PRC.

(iii) Registered as a domestic-funded enterprise under the laws of the PRC.

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Group, which, in the opinion of the Directors, principally affected the results or assets of the Group. To give detail of other subsidiaries would, in the opinion of the directors, result in particulars of excessive lengths.

(b) Detail of non-wholly owned subsidiaries that have material non-controlling interests

Name of Company	Place of incorporation/ registration and operation	Proportion of ownership interests and voting rights held by non-controlling interests	Profits/(loss) allocated to non-controlling interests 2015 HK$'000	Profits/(loss) allocated to non-controlling interests 2014 HK$'000	Accumulated non-controlling interests 2015 HK$'000	Accumulated non-controlling interests 2014 HK$'000
徐州源洋商貿發展有限公司	The PRC	49%	**7,192**	19,071	**217,500**	219,550
玉林宏進農副產品批發市場有限公司	The PRC	35%	**(435)**	(4,616)	**190,131**	198,206

19. PRINCIPAL SUBSIDIARIES *(Continued)*

(b) Detail of non-wholly owned subsidiaries that have material non-controlling interests *(Continued)*

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

(i) 徐州源洋商貿發展有限公司

	2015 HK$'000	2014 HK$'000
Current assets	**106,202**	46,140
Non-current assets	**555,186**	585,234
Current liabilities	**76,797**	85,282
Non-current liabilities	**140,689**	98,030
Equity attributable to owners of the Company	**226,402**	228,512
Non-controlling interests	**217,500**	219,550
Turnover	**58,882**	63,981
Other gain	**2,180**	23,345
Expenses	**(46,384)**	(48,405)
Profit for the year	**14,678**	38,921
Profit attributable to owners of the Company	**7,486**	19,850
Profit attributable to non-controlling interests	**7,192**	19,071
Profit for the year	**14,678**	38,921
Total comprehensive (loss)/income attributable to owners of the Company	**(2,122)**	14,992
Total comprehensive (loss)/income attributable to non-controlling interests	**(2,039)**	14,404
Total comprehensive (loss)/income for the year	**(4,161)**	29,396
Dividend paid to non-controlling interest	**—**	7,022
Net cash (outflow)/inflow from operating activities	**(25,665)**	39,545
Net cash outflow from investing activities	**(230)**	(13,297)
Net cash inflow/(outflow) from financing activities	**49,276**	(26,965)
Net cash inflow/(outflow)	**23,381**	(717)

19. PRINCIPAL SUBSIDIARIES *(Continued)*

(b) Detail of non-wholly owned subsidiaries that have material non-controlling interests *(Continued)*

(ii) *玉林宏進農副產品批發市場有限公司*

	2015 **HK$'000**	2014 HK$'000
Current assets	**79,286**	29,800
Non-current assets	**688,815**	716,924
Current liabilities	**119,711**	62,643
Non-current liabilities	**109,599**	117,777
Equity attributable to owners of the Company	**348,660**	368,098
Non-controlling interests	**190,131**	198,206
Revenue	**30,560**	37,615
Other gain	**852**	20,792
Expenses	**(32,655)**	(71,596)
Loss for the year	**(1,243)**	(13,189)
Loss attributable to owners of the Company	**(808)**	(8,573)
Loss attributable to non-controlling interests	**(435)**	(4,616)
Loss for the year	**(1,243)**	(13,189)
Total comprehensive loss attributable to owners of the Company	**(17,883)**	(17,351)
Total comprehensive loss attributable to non-controlling interests	**(9,630)**	(9,343)
Total comprehensive loss for the year	**(27,513)**	(26,694)
Net cash inflow from operating activities	**41,995**	19,164
Net cash outflow from investing activities	**(17,002)**	(1,659)
Net cash outflow from financing activities	**(3,080)**	(21,371)
Net cash inflow/(outflow)	**21,913**	(3,866)

20. STOCK OF PROPERTIES

	2015	2014
	HK$'000	HK$'000
Completed properties	**641,876**	53,412
Properties under development	**2,250,239**	2,662,366
	2,892,115	2,715,778
Less: written down of stock of properties	**(60,140)**	—
	2,831,975	2,715,778

During the year, there was a significant decrease in the net realisable value of stock due to the stagnant property market environment in PRC in 2015. As a result, a write-down of approximately HK$60,140,000 (2014: Nil) has been recognised and included in profit or loss in the current year.

As at 31 December 2015, the stock of properties of approximately HK$1,228,124,000 (2014: approximately HK$904,357,000) were pledged to bank for the Group's bank borrowings, details of which are set out in note 26.

21. TRADE AND OTHER RECEIVABLES

	2015	2014
	HK$'000	HK$'000
Trade debtors, net	**5,974**	6,002
Deposit for land acquisition	**99,984**	116,605
Other deposits	**13,740**	7,483
Prepayments	**72,536**	48,385
Amount due from non-controlling interest	**4,169**	12,572
Other receivables	**84,435**	40,702
Trade and other receivables, net	**280,838**	231,749

21. TRADE AND OTHER RECEIVABLES *(Continued)*

(a) Ageing analysis

Included in trade and other receivables are trade debtors with the following ageing analysis presented based on the payment terms on the tenancy agreement as of the end of reporting period:

	2015 HK$'000	2014 HK$'000
Less than 90 days	**3,311**	4,668
More than 90 days but less than 180 days	**1,155**	896
More than 180 days	**1,508**	438
	5,974	6,002

The Group generally allows an average credit period of 30 days to its trade customers. The Group may on a case by case basis, and after evaluation of the business relationships and creditworthiness of its customers, extend the credit period upon customers' report.

(b) Ageing of past due but not impaired

	2015 HK$'000	2014 HK$'000
Less than 90 days past due	**1,155**	896
More than 90 days past due	**1,508**	438
	2,663	1,334

Receivables that were past due but not impaired relate to a number of independent customers/tenants that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

22. LOAN RECEIVABLES

	2015 HK$'000	2014 HK$'000
Current portion	**7,140**	27,173

The amount is neither past due nor impaired for whom there was no recent history of default.

The effective interest rates on the Group's loan receivables are 5.6% (2014: 5.6%).

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2015	2014
	HK$'000	HK$'000
Listed investments:		
— Equity securities listed in Hong Kong	**3,662**	4,792
Fair value	**3,662**	4,792

All financial assets at fair value through profit or loss are stated at fair values. Fair values of the listed investments are determined by reference to the quoted market bid prices available on the relevant stock exchanges.

24. CASH AND CASH EQUIVALENTS

	2015	2014
	HK$'000	HK$'000
Cash at banks and in hand (note 24(a))	**275,966**	200,387
Pledged bank deposit (note 24(b))	**147,974**	92,692

Note:

(a) Cash at banks and in hand comprise cash held by the Group and bank balances that bear interest at prevailing market rates ranging from approximately 0.001% to 3.2% (2014: approximately 0.001% to 3.1%) per annum and have original maturity of three months or less.

Included in cash at banks and in hand as at 31 December 2015 is an amount denominated in Renminbi ("**RMB**") of RMB223,247,000 (equivalent to approximately HK$266,549,000) (2014: approximately RMB122,959,000 (equivalent to approximately HK$153,760,000)). Renminbi is not freely convertible into other currencies.

(b) Pledged bank deposits represents deposits pledged to banks to secure banking facilities granted to the Group. Deposits have been pledged to secure short-term bank loans and therefore classified as current assets. The pledged bank deposits will be released upon the settlements relevant bank borrowings.

(c) During the year ended 31 December 2014, the Group entered into the following non-cash transactions:

The Group has issued the two batches of bonds with the aggregate principal amount of HK$200,000,000 and HK$1,200,000,000 respectively. The proceeds from the new bonds were used to offset HK$1,400,000,000 of the other borrowings with the aggregate principal amount of HK$1,405,000,000. For details, please refer to note 28.

25. DEPOSIT AND OTHER PAYABLES

	2015	2014
	HK$'000	HK$'000
Accrued charges	**44,042**	47,929
Construction payables	**175,702**	346,307
Deposit received	**85,444**	70,345
Interest payable	**194,018**	212,225
Other tax payables	**36,840**	34,261
Other payables	**302,522**	262,142
	838,568	973,209

26. BANK AND OTHER BORROWINGS

	2015 HK$'000	2014 HK$'000
Secured bank borrowings (note 26(c))	**1,069,123**	1,048,629
Unsecured bank borrowings	**—**	62,525
Unsecured other borrowings (note 26(d))	**268,879**	55,000
	1,338,002	1,166,154
Carrying amount repayable:		
Within one year	**569,196**	434,534
More than one year, but within two years	**213,416**	219,289
More than two years, but within five years	**525,869**	436,645
More than five years	**29,521**	75,686
	1,338,002	1,166,154
Less: amounts due within one year shown under current liabilities	**(569,196)**	(434,534)
	768,806	731,620

Note:

(a) Included in the above balances are bank borrowings of variable-rate of approximately HK$1,069,123,000 (2014: approximately HK$1,111,154,000) 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 year ranged from 2.7% to 7.8% (2014: 2.7% to 8.4% per annum) per annum. Interest is repriced every 30 days. The other borrowings of approximately HK$268,879,000 (2014: approximately HK$55,000,000) were obtained from four (2014: one) parties and carry interest fixed from approximately 10% to 12% (2014: interest fixed at 12% per annum) per annum.

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

	2015	2014
Effective interest rate:		
Fixed-rate borrowings	**10% to 12%**	10% to 12%
Variable-rate borrowings	**2.7% to 7.8%**	2.7% to 8.4%

(c) The secured bank borrowings are secured by the land use rights included in investment properties, pledged bank deposit and stock of properties with a aggregate carrying amount of approximately HK$3,005,026,000 (2014: approximately HK$2,604,647,000) as set out in notes 16, 20 and 24.

(d) During the year ended 31 December 2014, the Company has settled unsecured other borrowings of HK$200,000,000 to Peony Finance Limited, a wholly owned subsidiary of Easy One Financial Group Limited (formerly known as PNG Resources Holdings Limited), a shareholder of the Company with significant influence. The Company has borrowed unsecured other borrowings of HK$100,000,000 from Peony Finance Limited during the year ended 31 December 2015.

27. GOVERNMENT GRANTS

During the year ended 31 December 2014, the Group recognised all government grants of approximately RMB2,300,000, equivalent to approximately HK$2,891,000 in the Group's consolidated statements of profit or loss and other comprehensive income. At 31 December 2015, the Group has no unused government grants (2014: Nil) in relation to the construction of qualifying assets.

28. BONDS

	Non-listed bond maturity in 2016 ("Bonds 2016") HK$'000 (Note 1)	Non-listed bond maturity in 2019 ("Bonds 2019") HK$'000 (Note 1)	Non-listed bond maturity in 2020 ("Bonds 2020") HK$'000 (Note 2)	Listed bond maturity in 2024 ("Listed bonds 2024") HK$'000 (Note 3)	Total HK$'000
At 1 January 2014	—	—	—	—	—
Issue of bonds, net of transaction cost	193,426	1,160,551	—	143,588	1,497,565
Interest charge	1,806	11,388	—	6,132	19,326
Less: Interest paid/payable	(1,582)	(11,172)	—	(1,020)	(13,774)
As at 31 December 2014	**193,650**	**1,160,767**	**—**	**148,700**	**1,503,117**
At 1 January 2015	193,650	1,160,767	—	148,700	1,503,117
Issue of bonds, net of transaction cost	—	—	17,195	—	17,195
Interest charge	20,080	126,240	1,579	18,000	165,899
Less: Interest paid/payable	(16,656)	(118,011)	—	(3,996)	(138,663)
As at 31 December 2015	**197,074**	**1,168,996**	**18,774**	**162,704**	**1,547,548**
Current portion	197,074	—	—	—	197,074
Non-current portion	—	1,168,996	18,774	162,704	1,350,474

28. BONDS *(Continued)*

Note:

1. On 4 October 2014, the Company entered into the subscription agreement with the placing agent and the subscribers for the issuance of the bonds in aggregate principal amount of HK$1,400,000,000.

   On 28 November 2014, the Company announced the Bonds 2016 in the aggregate principal amount of HK$200,000,000 and the Bonds 2019 in the aggregate principal amount of HK$1,200,000,000 have been issued to the subscribers with the interest rate 8.5% and 10.0% payable annually respectively. The Bonds 2016 and Bonds 2019 will be matured and redemption by the Company on 27 November 2016 and 27 November 2019 respectively.

   The effectively interest of Bonds 2016 and Bonds 2019 were 10.2% and 10.5% per annum respectively.

2. On 19 November 2014, the Company entered into a placing agreement with a placing agent for the issuance of the bonds in aggregate principal amount of HK$26,000,000.

   The Company has issued the Bonds 2020 in the aggregate principal amount of HK$26,000,000 on 5 January 2015, 13 February 2015, 30 March 2015 and 17 April 2015 to the subscribers with the interest rate of 3.00% payable annually on or before 18 February 2015 and 7.30% payable annually after 18 February 2015. The Bonds 2020 will be matured and redemption by the Company on 18 February 2020.

   The effectively interest of Bonds 2020 was 10.4% per annum.

3. On 19 May 2014, the Company established a HK$1,000,000,000 medium term note program. The bonds issued under the program are listed on The Stock Exchange of Hong Kong Limited by way of debt issue to professional investors only. The Company further announced that interest on the notes will be payable annually in arrears at the interest rate of 1% per annum.

   The Company has totally issued 40 batches with the principal amount of HK$400,000,000 with 1% interest rate per annum on 30 May 2014, 11 June 2014, 25 June 2014, 2 July 2014, 10 July 2014, 18 July 2014, 28 July 2014, 29 July 2014, 26 August 2014, 30 September 2014, 6 October 2014 and 7 October 2014 respectively. The entire of the Listed bonds 2024 will be matured on 30 September 2024.

   The information of Listed bonds 2024 are presented as follows:

Principal amount:	HK$400,000,000
Interest:	1% p.a. payable annually
Issue date:	40 batches issued from 30 May 2014 to 7 October 2014
Maturity date:	30 September 2024
Redemption period by the Company:	Three specified redemption dates from 31 December 2023 to 30 June 2024
Redemption period for the bondholders:	Twelve specified redemption dates from 30 September 2021 to 30 June 2024
Redemption amount on mature date:	HK$387,400,000 (96.85% of principal amount)

   The imputed interest expenses on the Listed bonds 2024 were calculated using effective interest method by using the effective interest rate was 11.6%.

4. As described in note 26(d) during the year ended 31 December 2014, the Company has settled the unsecured other borrowings of HK$200,000,000 by issuing the same principal amount of non-listed bond to Peony Finance Limited, a wholly owned subsidiary of Easy One Financial Group Limited (formerly known as PNG Resources Holdings Limited), a shareholder of the company with significant influence.

29. PROMISSORY NOTES

The Group

On 5 December 2007, the Company issued two promissory notes with an aggregate amount of HK$376,000,000 as part of the consideration for the acquisition of Wuhan Baisazhou Market (the "**Promissory Notes**"). The Promissory Notes bear interest at 5% per annum and are repayable in five years from the date of issue. The Company may, at its absolute discretion, pay all or any part of the outstanding principal amount and interest of the Promissory Notes.

The movement of the carrying amount of the Promissory Notes during the year ended 31 December 2015 is set out below:

	2015 **HK$'000**	2014 HK$'000
At 1 January and 31 December	**376,000**	376,000

The effective interest rate of the Promissory Notes before matured and matured were 12.23% and 5.00% per annum respectively.

During the year ended 31 December 2015, the Group was pursuing a litigation regarding the Promissory Notes. For details, please refer to note 36.

30. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Income tax payable in the consolidated statement of financial position represents provision for PRC enterprise income tax.

(b) Deferred taxation recognised:

The components of deferred tax liabilities recognised in the consolidated statement of financial position and the movements during the year ended 31 December 2015 are as follows:

	Fair value adjustments of investment properties and stock of properties HK$'000
Deferred tax arising from:	
At 1 January 2014	506,974
Exchange adjustments	(11,411)
Change in fair value of investment properties	30,422
Release upon sale of stock of properties	(1,526)
At 31 December 2014 and 1 January 2015	524,459
Exchange adjustments	(23,501)
Change in fair value of investment properties	(7,005)
At 31 December 2015	493,953

30. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

(b) Deferred taxation recognised: *(Continued)*

	2015 HK$'000	2014 HK$'000
Net deferred tax liabilities recognised in the consolidated statement of financial position	**493,953**	524,459

(c) Deferred taxation not recognised

At the end of the reporting period, the Group has obtained the tax assessment in regarding to the accumulated tax losses. In accordance to the tax assessment, tax losses of approximately HK$202,106,000 for year ended 31 December 2015 (2014: approximately HK$103,587,000) can be brought forward to offset the future taxable profits. No deferred tax asset has been recognised due to the unpredictability of the future profit stream. The Group had no other significant deferred tax assets/ liabilities not recognised as at the end of reporting period.

31. CAPITAL AND RESERVES

(a) Authorised and issued share capital

	Notes	2015 Number of shares	2015 Nominal value HK$'000	2014 Number of shares	2014 Nominal value HK$'000
Authorised:					
Ordinary shares of HK$0.01 (2014: HK$0.01) each		**30,000,000,000**	**300,000**	30,000,000,000	300,000
Ordinary shares, issued and fully paid:					
At 1 January		**1,724,168,251**	**17,242**	2,950,984,135	29,510
Share consolidation and capital reduction	(i)	**(1,508,647,220)**	**(15,086)**	(2,877,209,532)	(28,772)
Issue of shares upon rights issue	(i)	**1,724,168,248**	**17,241**	1,106,619,045	11,066
Issue of shares upon bonus issue		**—**	**—**	73,774,603	738
Issue of shares upon placing	(ii)	**387,000,000**	**3,870**	250,000,000	2,500
Issue of shares upon placing		**—**	**—**	220,000,000	2,200
Capital reduction	(iii)	**(1,861,351,424)**	**(18,614)**	—	—
At 31 December		**465,337,855**	**4,653**	1,724,168,251	17,242

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally regard to the Company's residual assets.

31. CAPITAL AND RESERVES *(Continued)*

(a) Authorised and issued share capital *(Continued)*

Note:

(i) On 23 December 2014, the Company entered into the underwriting agreement which raised gross proceeds of approximately HK$517.3 million, before expenses, by way of the rights issue. The Company had allotted and issue 1,724,168,248 rights shares at the subscription price of HK$0.30 per rights share. The net proceeds raised from the rights issue was approximately HK$501.7 million, which is intended to be used for development of existing and future agricultural exchange projects, repayment of indebtedness and general working capital of the Group. Details of the capital reorganisation and the rights issue were disclosed in the announcements of the Company dated 8 January 2015, 29 January 2015, 8 April 2015, 13 May 2015, 26 May 2015 and 16 June 2015, the circular of the Company dated 13 March 2015 and the prospectus of the Company dated 21 April 2015.

(ii) On 27 July 2015, the Company announced that all conditions of the general mandate placing have been fulfilled and the completion of the general mandate placing took place on 27 July 2015. 387,000,000 general mandate placing shares have been successfully placed by the placing agent to not less than six share placees at the placing share price of HK$0.245 per placing share pursuant to the terms and conditions of the share placing agreement (as varied by the supplemental share placing agreement). The net price per placing share (after deducting for expenses) is approximately HK$0.217.

(iii) The Company announced that all the conditions of the capital reorganisation had been fulfilled and became effective on 22 December 2015.

Upon the proposed share consolidation becoming effective, every five (5) shares of nominal value of HK$0.01 each in the issued share capital of the Company will be consolidated into one (1) consolidated share of nominal value of HK$0.05; the issued share capital of the Company had been consolidated into 465,337,855 consolidated shares of nominal value of HK$0.05 each.

Upon the proposed capital reduction becoming effective, the nominal value of all the issued consolidated shares had been reduced from HK$0.05 each to HK$0.01 each and the issued share capital of the Company had accordingly been reduced to the extent of HK$0.04 per consolidated share in issue. Upon completion of the share consolidation and the capital reduction, the issued share capital of the Company had been reduced to approximately HK$4,653,378 divided into 465,337,855 adjusted shares of nominal value of HK$0.01 each.

Any fractional consolidated shares to which an individual shareholder was entitled to would not be issued by the Company to such shareholders, but had been aggregated, sold and retained for the benefit of the Company. Any fractional consolidated share in the issued share capital of the Company arising from the share consolidation had been cancelled. The resulting adjusted shares of nominal value of HK$0.01 each was rank pari passu in all respects with each other in accordance with the Bye-Laws.

Assuming no further share had been issued or repurchased between the latest practicable date and the date on which the capital reorganisation became effective, a credit of approximately HK$18,613,514 arose as a result of the capital reduction and had been applied to set-off the accumulated loss of the Company.

31. CAPITAL AND RESERVES *(Continued)*

(b) Nature and purpose of reserves

(i) Share premium

The application of the share premium account is governed by section 40 of the Bermuda Companies Act 1981 of Bermuda.

(ii) Capital redemption reserve

The capital redemption reserve represents the nominal value of the Company's shares repurchased which has been paid out of the distributable reserves of the Company.

(iii) Contributed surplus

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.

(iv) Shareholders' contribution

The shareholders' contribution represents imputed interest expense on the non-current interest-free loan from ultimate holding company in 2005.

(v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements into presentation currency of the Group which is dealt with in accordance with the accounting policy set out in note 2(r).

(vi) Other reserve

The other reserve of the Group was the changes in the Group's ownership interests in its subsidiaries that do not result in the loss of control.

(c) Distributability of reserves

At 31 December 2015, the aggregate amount of reserves available for distribution to equity shareholders of the Company was nil (2014: Nil).

31. CAPITAL AND RESERVES *(Continued)*

(d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to strictly control the debt level. The Group maintains a strategy on acquiring land only if the project development can commence within a short period of time so as to minimise the time period between acquisition and development of the acquired land, thus the Group's capital can be efficiently deployed.

The Group monitors its capital structure on the basis of gearing ratio. For this purpose, the Group defines net debt as total debt (which includes bank and other borrowings, bonds and promissory notes) less cash and cash equivalents and pledged bank deposits and capital comprises total equity attributable to equity shareholders of the Company. The Group's overall strategy remains unchanged from prior year.

The gearing ratio as at 31 December 2015 and 2014 was as follows:

	Notes	**2015** **HK$'000**	2014 HK$'000
Current liabilities			
— Bank and other borrowings	26	**569,196**	434,534
— Bonds	28	**197,074**	—
— Promissory notes	29	**376,000**	376,000
Total current debts		**1,142,270**	810,534
Non-current liabilities			
— Bank and other borrowings	26	**768,806**	731,620
— Bonds	28	**1,350,474**	1,503,117
Total non-current debts		**2,119,280**	2,234,737
Total debt		**3,261,550**	3,045,271
Less: Pledged bank deposits	24	**(147,974)**	(92,962)
Cash and cash equivalents	24	**(275,966)**	(200,387)
Net debt		**2,837,610**	2,751,922
Total equity		**1,777,786**	1,876,258
Net debt-to-capital ratio		**159.6%**	146.7%

Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

32. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(a) Financial position of the company

	2015 HK$'000	2014 HK$'000
Non-current assets		
Investments in subsidiaries	**319,580**	319,580
Current assets		
Other receivables	**3,234,252**	2,648,671
Cash and cash equivalents	**4,080**	20,750
	3,238,332	2,669,421
Current liabilities		
Other payables	**276,795**	313,045
Bank and other borrowings	**108,846**	108,700
Bonds	**197,074**	—
Promissory notes	**376,000**	376,000
	958,715	797,745
Net current assets	**2,279,617**	1,871,676
Total assets less current liabilities	**2,599,197**	2,191,256
Non-current liabilities		
Bonds	**1,350,474**	1,503,117
Bank and other borrowings	**170,000**	—
	1,520,474	1,503,117
Net assets	**1,078,723**	688,139
Capital and reserves		
Share capital	**4,653**	17,242
Reserves	**1,074,070**	670,897
Total equity	**1,078,723**	688,139

Approved and authorised for issue by the board of directors on 3 March 2016.

Chan Chun Hong, Thomas
Director

Leung Sui Wah, Raymond
Director

32. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY *(Continued)*

(b) A summary to the Company's reserves is as follows:

	Share capital HK$'000	Share premium HK$'000	Capital redemption reserve HK$'000	Contributed surplus HK$'000	Shareholders contribution HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2014	29,510	1,601,208	945	588,812	664	(1,986,139)	235,000
Capital reduction for the year	(28,772)	—	—	—	—	28,772	—
Placing of shares	4,700	137,200	—	—	—	—	141,900
Transaction costs related to placing of shares	—	(4,231)	—	—	—	—	(4,231)
Rights issue for the year	11,066	503,512	—	—	—	—	514,578
Transaction costs related to rights issue and bonus issue	—	(15,375)	—	—	—	—	(15,375)
Bonus issue for the year	738	(738)	—	—	—	—	—
Loss for the year	—	—	—	—	—	(183,733)	(183,733)
At 31 December 2014 and 1 January 2015	17,242	2,221,576	945	588,812	664	(2,141,100)	688,139
Capital reduction for the year	(33,700)	—	—	—	—	33,700	—
Placing of shares	3,870	90,945	—	—	—	—	94,815
Transaction costs relating to placing of shares	—	(2,558)	—	—	—	—	(2,558)
Rights issue for the year	17,241	500,009	—	—	—	—	517,250
Transaction costs relating to rights issue	—	(15,549)	—	—	—	—	(15,549)
Loss for the year	—	—	—	—	—	(203,374)	(203,374)
At 31 December 2015	4,653	2,794,423	945	588,812	664	(2,310,774)	1,078,723

33. EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company adopted a share option scheme (the "**Scheme**") on 3 May 2012 whereby the directors the Company are authorised, at their discretion, to invite selected eligible persons (the "**Participants**") to take up options for their contribution to the Group. The Scheme will remain in force for 10 years. Under the Scheme, the board of directors (the "**Board**") may grant options to the Participants to subscribe for shares in the Company for a consideration of HK$1 for each lot of share options granted. The exercise price is to be determined by the Board and shall not be less than the highest of:

(a) the official closing price of the shares as stated in the daily quotations sheets of the Stock Exchange on the offer date which must be a business day (and for this purpose, shall be taken to be the date of the Board meeting at which the Board proposes to grant the options);

(b) the average of the official closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the offer date; and

(c) the nominal value of a share.

Pursuant to the Scheme, the maximum number of shares in the Company in respect of which options may be granted when aggregated with any other share option scheme of the Company is not permitted to exceed 38,793,785 shares, representing approximately 3.33% of the issued share capital of the Company as at the date of this report. Subject to the issue of a circular and the approval of the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may refresh the limit at any time to 10% of the total number of shares in issue as at the date of approval by the shareholders of the Company in general meeting. Notwithstanding the foregoing, the shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the shares in issue from time to time.

The number of shares in respect of which options may be granted to the Participants in any 12-month period up to and including the date of grant shall not exceed 1% of the total number of shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the approval of the shareholders in general meeting. The participant and his associates (as defined in the Listing Rules) are abstained from voting and/or other requirements prescribed under the Listing Rules from time to time. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK$5,000,000 must be approved in advance by the Company's shareholders.

There is no specific requirement that an option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than ten years from the date of grant.

No options have been granted, exercised, cancelled or lapsed during the year ended 31 December 2015 and 2014.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Exposure to credit, liquidity and market risks (including interest rate, currency risk and equity price risk) arises in the normal course of the Group's business.

These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligation, and arises principally from the carrying amount of the respective financial assets as stated in the consolidated statement of financial position after deducting any impairment allowance.

In order to minimise the credit risk in relation to each class of recognised financial assets as stated in the consolidated financial statements, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt and non-trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has a concentration of credit risk in certain individual customers. At the end of each reporting period, the five largest receivable balances accounted for approximately 36% (2014: approximately 19%) of the trade receivables and the largest trade receivable was approximately 29% (2014: approximately 12%) of the Group's total trade receivables. The Group seeks to minimise its risk by dealing with counterparties which have good credit history. Majority of the trade receivables that are neither past due nor impaired have no default payment history.

The Group's concentration of credit risk by geographical location is mainly in the PRC.

In relation to the Group's deposits with bank, the Group limits its exposure to credit risk by placing deposits with financial institutions with high credit rating and no recent history of default. The Directors consider that the Group's credit risk on the bank deposits is low. Management continues to monitor the position and will take appropriate action if their ratings should change. As at 31 December 2015 and 2014, the Group has no significant concentration of credit risk in relation to deposits with bank.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 21.

The amount of contingent liabilities in relation to the financial guarantees provided by the Group is disclosed in note 38.

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. As at 31 December 2015 and 2014, there were no unutilised banking facilities.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

(b) Liquidity risk *(Continued)*

The following table details the remaining contractual maturities at the end of reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of reporting period) and the earliest date the Group and the Company can be required to pay:

At 31 December 2015

	Carrying amount HK$'000	**Total contractual undiscounted cash flows HK$'000**	**Within 1 year or on demand HK$'000**	**More than 1 year but less than 2 years HK$'000**	**More than 2 years but less than 5 years HK$'000**	**More than 5 years HK$'000**
Deposit and other payables	**794,526**	**794,526**	**794,526**	**—**	**—**	**—**
Bank and other borrowings	**1,338,002**	**1,476,190**	**597,500**	**225,027**	**623,038**	**30,625**
Bonds	**1,547,548**	**2,346,489**	**341,285**	**123,934**	**1,477,870**	**403,400**
Promissory notes	**376,000**	**376,000**	**376,000**	**—**	**—**	**—**
	4,056,076	**4,993,205**	**2,109,311**	**348,961**	**2,100,908**	**434,025**

At 31 December 2014

	Carrying amount HK$'000	Total contractual undiscounted cash flows HK$'000	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	More than 5 years HK$'000
Deposit and other payables	925,280	925,280	925,280	—	—	—
Bank and other borrowings	1,166,154	1,324,966	411,436	351,495	501,546	60,489
Bonds	1,503,117	2,461,401	140,911	341,286	1,571,804	407,400
Promissory notes	376,000	376,000	376,000	—	—	—
	3,970,551	5,087,647	1,853,627	692,781	2,073,350	467,889

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank and other borrowings, bonds, promissory notes, pledged bank deposits and cash and cash equivalents.

Cash and cash equivalents comprise mainly cash at banks and in hand, with the annual interest rates ranging from approximately 0.001% to 3.2% as at 31 December 2015 (2014: approximately 0.001% to 3.1%).

The interest rates of the Group's bank and other borrowings, bonds and promissory notes are disclosed in notes 26, 28 and 29, respectively.

The Group is exposed to fair value interest rate risk in relation to fixed-rate other borrowings, bonds and promissory notes (see notes 26, 28 and 29 for details).

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

(c) Interest rate risk *(Continued)*

The Group is exposed to cash flow interest rate risk in respect of its variable-rate bank and other borrowings (see note 26), pledged bank deposits (see note 24) and bank balances (see note 24) due to changes of interest rates. It is the Group's present policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk. The Group currently does not have any interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant fixed-rate bank and other borrowings should the need arise.

Sensitivity analysis

At 31 December 2015, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would decrease/increase the Group's (loss)/profit after tax and increase/decrease accumulated losses by approximately HK$9,141,000 (2014 approximately HK$10,730,000). Other components of equity would not be affected (2014: Nil) in response to the general increase/decrease in interest rates.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in the respective interest rates over the period until the next annual reporting period. The analysis is performed on the same basis for 2014.

(d) Currency risk

Currency risk to the Group is minimal as most of the Group's transactions denominated and settled in the functional currency of the operations to which the transactions relate. Most of the Group's monetary assets and liabilities are also denominated in the Group's functional currencies. Therefore, the Group has no significant currency risk exposure as they are denominated in a currency same as the functional currencies of the group entities to which these transactions relate.

(e) Equity price risk

The Group is exposed to equity price risk mainly through its investment in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with difference risk and return profiles. The Group exposed to equity price risk arising from changes in the Group's financial assets at fair value through profit or loss.

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to equity price risk at the reporting date. If equity price had been 5% higher/lower, the Group's net (loss)/profit for the year would increase/decrease by approximately HK$183,000 (2014: approximately HK$240,000). This is mainly due to the changes in financial assets at fair value through profit or loss.

(f) Fair value of financial instrument

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.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

(f) Fair value of financial instrument *(Continued)*

Fair value measurements recognised in the 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 2015 and 2014.

- 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).

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Total HK$'000
Financial assets				
At 31 December 2015				
Financial assets at fair value through profit or loss	**3,662**	**—**	**—**	**3,662**
At 31 December 2014				
Financial assets at fair value through profit or loss	4,792	—	—	4,792

There were no transfer between Level 1 and 2 in both years.

35. COMMITMENTS

(a) Capital commitments outstanding at 31 December 2015 not provided for in the financial statements were as follows:

	The Group	
	2015	2014
	HK$'000	HK$'000
Capital expenditure authorised and contracted for in respect of:		
— acquisition of investment properties	**304,649**	270,716

(b) At 31 December 2015, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	The Group	
	2015	2014
	HK$'000	HK$'000
Within one year	**4,531**	1,963
After one year but within five years	**4,712**	4,285
	9,243	6,248

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of two to five years. The leases did not include extension options. None of the leases includes contingent rentals.

36. LITIGATION

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

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 ("**Hubei Court**"), the PRC, together with the related court summons dated 4 January 2011 (the "**Summons**"). The Writ also joined 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:

   (a) 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;

   (b) it is alleged that Baisazhou Agricultural forged the related documentation for filing with the PRC MOFCOM and 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 forged documents.

36. LITIGATION *(Continued)*

(A) Writ issued in 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)*

   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% of the 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.

3. On 18 June 2014, the Company received the judgment (the "**Hubei Court Judgment**") from the Hubei Court in relation to the 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 the 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 ("**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 ("**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.

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.

36. LITIGATION *(Continued)*

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

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 ("**December 2015 Judgment**"). The Company received the December 2015 Judgment on 7 January 2016 and is currently seeking legal advice from its legal advisors on the steps to be taken following the December 2015 Judgment.

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 5 of Part (F) 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 financial year ended 31 December 2015, Baisazhou Agricultural contributed approximately the following to the Group: (i) approximately HK$164.2 million (approximately 45% of the Group) in revenue; (ii) approximately HK$106.1 million (approximately 21% increased in the loss attributable to owners of the Company of the Group) in profit attributable to owners of the Company); (iii) approximately HK$1,853.8 million (approximately 26% of the Group) in assets; (iv) approximately HK$845.4 million (approximately 16% of the Group) in liabilities; and (v) approximately HK$1,008.4 million (approximately 57% of the Group) in total equity attributable to owners of the Company;

    (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 2015, the instruments are recorded at book value of approximately HK$376.0 million, together with interest payable in the aggregate amount of approximately HK$542.2 million; and

    (c) the Company may take all necessary actions to seek (i) the return of the remaining balance of approximately HK$705.9 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) or 5(b)(ii) above occur.

(B) Writ issued in 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.

36. LITIGATION *(Continued)*

(C) Writ issued in PRC by Wuhan Long Xiang Trading Development Limited and Hubei Zhong An Enterprise Investment Company Limited

1. On 1 July 2011, Baisazhou Agricultural received a writ issued by Wuhan Long Xiang Trading Development Limited ("**Long Xiang**") (as plaintiff) against Baisazhou Agricultural (as defendant) ("**Long Xiang Action**") and filed it with the Wuhan Intermediate People's Court, the PRC, together with the related court summons dated 20 June 2011.

2. It was alleged that Baisazhou Agricultural is obliged to make payment under a settlement agreement dated 16 August 2010 and a supplemental settlement agreement dated 19 August 2010 (the "**Settlement Agreements**") entered into between Long Xiang, Baisazhou Agricultural and another party known as Hubei Zhong An Enterprise Investment Company Limited ("**Zhong An**").

3. On 20 April 2012, the Wuhan Intermediate People's Court at first instance granted a judgment in favour of Long Xiang under which Baisazhou Agricultural was ordered to repay RMB20,659,176 together with interest at the borrowing rate offered by the People's Bank of China for the period from 19 August 2010 to 16 May 2011 to Long Xiang as damages for economic loss suffered.

4. On 16 May 2012, Baisazhou Agricultural appealed to the Hubei Court.

5. Due to overlapping of issues of another PRC court action between Baisazhou Agricultural (as defendant) and Zhong An (as plaintiff) in relation to the Settlement Agreements ("**Zhong An Action**") with the Long Xiang Action, on 14 December 2012 the Hubei Court ordered that the Long Xiang Action be suspended and the Zhong An Action to be retried by the Wuhan Intermediate People's Court.

6. On 22 May 2013, the Wuhan Intermediate People's Court delivered judgment upon retrying the Zhong An Action, and it maintained its judgment against Baisazhou Agricultural. On or about June 2013, Baisazhou Agricultural appealed to the Hubei Court, but the appeal was dismissed. Baisazhou Agricultural then applied to the Supreme People's Court for re-trial of the case. On 18 December 2013, the Supreme People's Court dismissed the application.

7. On 19 October 2013 the Hubei Court handed down the final judgment of the Long Xiang Action. The Court found against Baisazhou Agricultural that it was liable to make repayment to Long Xiang.

8. On 16 April 2014, the Wuhan Intermediate People's Court granted a Notice of Enforcement to Baisazhou Agricultural. The notice stated that on 3 April 2014, Long Xiang applied to the Wuhan Intermediate People's Court to enforce the judgment against Baisazhou Agricultural.

9. On 23 May 2014, the Wuhan Intermediate People's Court granted a Ruling of Enforcement seizing the land use rights owned by Baisazhou Agricultural in Qinglingxiang, Hongshan, Wuhan, Hubei until 22 May 2016 ("**432 Enforcement Ruling**"). The Company received the 432 Enforcement Ruling on 14 July 2015.

10. On 14 April 2015, the Wuhan Intermediate People's Court further granted two Rulings of Enforcement and an Assistance Enforcement Notice in Freezing Bank Accounts to the Bank of Communication (Wuhan Fruit Lake Sub-branch), ordering to freeze two bank accounts of Baisazhou Agricultural until 13 October 2015 ("**432-1/2 Enforcement Rulings**").

11. On 17 April 2015, Baisazhou Agricultural filed its objection to the Rulings of Enforcement to the Wuhan Intermediate People's Court in relation to the 432-1/2 Enforcement Rulings.

12. On 15 June 2015, Baisazhou Agricultural received the Wuhan Intermediate People's Court's dismissal to its objection to the 432-1/2 Enforcement Rulings.

36. LITIGATION *(Continued)*

(C) Writ issued in PRC by Wuhan Long Xiang Trading Development Limited and Hubei Zhong An Enterprise Investment Company Limited *(Continued)*

13. On 18 June 2015, Baisazhou Agricultural filed its application to the Hubei Court seeking for reconsideration of the dismissal of the objection.

14. On 16 July 2015, Baisazhou Agricultural filed its Objection to the Rulings of Enforcement to the Wuhan Intermediate People's Court in relation to the 432 Enforcement Ruling.

15. On 13 August 2015, the Wuhan Intermediate People's Court dismissed the objection to the Rulings of Enforcement.

16. On 27 August 2015, Baisazhou Agricultural filed an application with the Hubei Court for reconsideration of the dismissal of the objection.

17. On 14 September 2015, the application to reconsider the dismissal of the objection was heard before the Hubei Court.

18. On 12 October 2015, the Wuhan Intermediate People's Court made an order to continue to freeze the two bank accounts of Baisazhou Agricultural until 11 October 2016.

19. On 26 October 2015, the Hubei Court upheld the decision to dismiss the objection.

20. On 18 January 2016, the Wuhan Intermediate People's Court made an order to discharge the freezing of the two bank accounts of Baisazhou Agricultural and transfer of HK$2,139,618.41 to the Wuhan Intermediate People's Court.

(D) 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. The Instruments are recorded at book value at approximately HK$376.0 million, together with interest payable in the amount of approximately HK$542.2 million as at 31 December 2015.

(E) Writ issued in PRC by Mr. Yeung

1. On 15 July 2013, Baisazhou Agricultural received a writ issued by Mr. Yeung Guang Wu ("**Mr. Yeung**") (as plaintiff) against Baisazhou Agricultural (as defendant) and demand for an outstanding construction payment of RMB3,816,707 together with interest since August 2009.

2. On 29 May 2015, the Hongshan District People's Court of Wuhan City dismissed the claims of Mr. Yeung.

3. On 5 June 2015, Mr. Yeung appealed to the Wuhan Intermediate People's Court.

4. On 6 September 2015, the Wuhan Intermediate People's Court revoked the verdict, and appointed the Hongshan District People's Court of Wuhan City to conduct the trial.

36. LITIGATION *(Continued)*

(F) 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 Agreements ("**the Application**"). The cases have been accepted by the Beijing Second Intermediate People's Court ("**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 Company's application has been accepted by the Beijing Court.

4. On 8 January 2016, the Company received a judgment dated 31 December 2015 issued by the Beijing Court, by which the 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. No decision has been made by the MOFCOM so far.

(G) 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 paragraph (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 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.

Save as disclosed above, as at 31 December 2015, so far as the Directors were aware, the Group was not engaged in any litigation or claims of material importance, and no litigation or claims of material importance are pending or threatened against the Group.

37. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group has the following material related party transactions:

(a) Transactions with key management personnel

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 9 and certain of the highest paid employees as disclosed on note 10, is as follows:

	2015 **HK$'000**	2014 HK$'000
Short-term employee benefits	**16,029**	10,538
Post-employment benefits	**182**	100
	16,211	10,638

Total remuneration is included in "staff costs" (see note 7(b)).

(b) Balances with related parties

Details of the balances with related parties as at 31 December 2015 and 2014 are set out in note 21, 26 and 28.

(c) Material related party transaction

	2015 **HK$'000**	2014 HK$'000
Peony Finance Limited		
— Unsecured other borrowing interest	**2,435**	19,951
— Interest on bond	**15,780**	1,396
	18,215	21,347

38. FINANCIAL GUARANTEE

As at 31 December 2015, a wholly owned subsidiary of the Company provided guarantees of approximately HK$0.1 million to our customers in favor of a bank for the loans provided by the bank to the customers of our project (2014: Nil).

39. EVENT AFTER THE REPORTING PERIOD

The Company proposes to raise gross proceeds of approximately HK$293 million, before expenses, by way of the rights issue. Pursuant to the rights issue, the Company shall allot and issue 698,006,782 rights shares at the subscription price of HK$0.42 per rights share, on the basis of three (3) rights shares for every two (2) adjusted shares held on the record date.

On 27 January 2016, the Board announced that, on 19 January 2016, being the latest time for acceptance of, and payment for, the rights shares and the application and payment for excess rights shares: (i) 8 valid acceptances in respect of a total of 164,570,187 rights shares provisionally allotted under the rights issue have been received, representing approximately 23.58% of the total number of the rights shares available under the rights issue; and (ii) 3 valid applications in respect of a total of 70,090,428 excess rights shares have been received, representing approximately 10.04% of the total number of the rights shares available under the rights Issue. In aggregate, 11 valid acceptances and applications in respect of a total of 234,660,615 rights shares, representing approximately 33.62% of the total number of the rights shares available under the rights issue, have been received. Accordingly, the rights issue was under-subscribed by 463,346,167 rights shares, representing approximately 66.38% of the total number of the rights shares available under the rights issue. The rights issues had been completed on 28 January 2016. For details, please refer to the Company's announcement dated 27 January 2016.

40. COMPARATIVE FINANCIAL INFORMATION

Certain comparative figures have been restated to conform with current year's presentation.

41. AUTHORISATION FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 3 March 2016.

FIVE YEAR FINANCIAL SUMMARY

	Year ended 31 December				
	2015	2014	2013	2012	2011
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Results					
Turnover	**365,192**	298,043	408,544	287,482	211,845
(Loss)/profit before taxation	**(493,558)**	(292,068)	419,176	351,972	280,302
Income tax	**(382)**	(44,001)	(198,457)	(135,488)	(64,865)
(Loss)/profit for the year	**(493,940)**	(336,069)	220,179	216,484	215,437
Attributable to:					
Owners of the Company	**(489,117)**	(340,420)	154,980	145,678	117,717
Non-controlling interests	**(4,823)**	4,351	65,739	70,806	97,720
	(493,940)	(336,069)	220,719	216,484	215,437

	As at 31 December				
	2015	2014	2013	2012	2011
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Assets and liabilities					
Total assets	**7,043,243**	6,906,025	5,698,794	4,331,898	2,927,943
Total liabilities	**(5,265,457)**	(5,029,767)	(4,077,946)	(3,064,392)	(1,892,592)
	1,777,786	1,876,258	1,620,848	1,267,506	1,035,351
Attributable to:					
Owners of the Company	**1,341,198**	1,423,291	1,199,589	917,680	755,757
Non-controlling interests	**436,588**	452,967	421,259	349,826	279,594
	1,777,786	1,876,258	1,620,848	1,267,506	1,035,351