



中國農產品交易

CHINA AGRI-PRODUCTS EXCHANGE

Dedicated to developing Agriculture

Sincere in serving Agriculture

以誠強農 以信惠農

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股票代號 : 0149

2019 Interim Report

中期報告



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Corporate Information

公司資料

Board of Directors

Executive Directors

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

Independent Non-executive Directors

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

Audit Committee

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

Remuneration Committee

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

Nomination Committee

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

Company Secretary

Mr. Leung Sui Wah, Raymond

Principal Bankers

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

Legal Advisers

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

Auditors

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

董事會

執行董事

陳振康先生
主席兼行政總裁
梁瑞華先生
游育城先生

獨立非執行董事

吳日章先生，太平紳士
劉經隆先生
王炳源先生

審核委員會

王炳源先生，主席
吳日章先生，太平紳士
劉經隆先生

薪酬委員會

吳日章先生，太平紳士，主席
劉經隆先生
王炳源先生
陳振康先生

提名委員會

劉經隆先生，主席
吳日章先生，太平紳士
王炳源先生
陳振康先生
梁瑞華先生

公司秘書

梁瑞華先生

主要往來銀行

交通銀行股份有限公司香港分行
香港上海滙豐銀行有限公司

法律顧問

香港法律：歐華律師事務所
中國法律：金杜律師事務所

核數師

國衛會計師事務所有限公司
香港執業會計師

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong

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

總辦事處及香港主要營業地點

香港
九龍
九龍灣
宏光道39號
宏天廣場32樓3202室

Principal Share Registrar and Transfer Agent

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

股份過戶登記總處

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

Branch Share Registrar and Transfer Office in Hong Kong

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

Listing Information

Shares Listing

The Stock Exchange of Hong Kong Limited
Stock Code: 0149

上市資料

股份上市

香港聯合交易所有限公司
股份代號：0149

Notes Listing

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

債券上市

香港聯合交易所有限公司
本公司之二零二四年到期1%債券
股份代號：5755

Homepage

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

網址

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

Interim Dividend 中期股息

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Agri-Products Exchange Limited (the “**Company**” together with its subsidiaries, collectively the “**Group**”) has resolved not to declare any payment of interim dividend for the six months ended 30 June 2019 (the “**Period**”) (for the six months ended 30 June 2018: Nil).

中國農產品交易有限公司(「**本公司**」)連同其附屬公司，統稱「**本集團**」董事(「**董事**」)會(「**董事會**」)已決議不派付截至二零一九年六月三十日止六個月(「**本期間**」)之中期股息(截至二零一八年六月三十日止六個月：無)。

Management Discussion and Analysis 管理層討論及分析

Summary of Financial Results

Turnover, gross profit and segment result

For the Period, the Group recorded a turnover of approximately HK\$462 million, representing an increase of approximately HK\$135 million or approximately 41% from approximately HK\$327 million for the corresponding period of last financial year as property sales recognition was higher than that of the same period of last financial year. The below table summarises the key financial performance of the Group:

財務業績概要

營業額、毛利及分部業績

截至本期間，本集團錄得營業額約462,000,000港元，較上一財政年度同期約327,000,000港元增加約135,000,000港元或約41%，此乃由於確認的物業銷售高於上一財政年度同期。本集團之主要財務表現概述如下：

HK\$ million and approximate % 百萬港元及 概約百分比	For the six months ended 30 June 2019 截至二零一九年 六月三十日止六個月			For the six months ended 30 June 2018 截至二零一八年 六月三十日止六個月		
	Agricultural Produce Exchange Market Operations 經營農產品 交易市場	Property Sales 物業 銷售	Total 總計	Agricultural Produce Exchange Market Operations 經營農產品 交易市場	Property Sales 物業 銷售	Total 總計
Turnover 營業額	196	266	462	192	135	327
Gross Profit 毛利	136	83	219	147	58	205
Segment Result 分部業績	91	43	134	88	48	136
Gross Profit to Turnover 毛利佔營業額之百分比	69%	31%	47%	77%	43%	63%
Segment Result to Turnover 分部業績佔營業額之百分比	46%	16%	29%	46%	36%	42%

During the Period, the Group recorded a gross profit and a segment result of approximately HK\$219 million and approximately HK\$134 million, respectively (for the six months ended 30 June 2018: approximately HK\$205 million and approximately HK\$136 million, respectively), representing an increase of approximately 7% and a decrease of approximately 1%, respectively, as compared to the corresponding period of last financial year mainly due to higher property sales recognition with a lower gross profit ratio in the Period compared to the corresponding period of last financial year.

General and administrative expenses, selling expenses and finance costs

The Group recorded general and administrative expenses of approximately HK\$92 million in the Period (for the six months ended 30 June 2018: approximately HK\$90 million). The increase was mainly due to the loss on exchange rate arising from repaying outstanding debts during the Period. Selling expenses were approximately HK\$39 million (for the six months ended 30 June 2018: approximately HK\$11 million), which was mainly due to the increase in marketing and promotion expenses of promoting property sales. Finance costs were approximately HK\$94 million in the Period (for the six months ended 30 June 2018: approximately HK\$111 million) and such decrease was mainly due to the repayment of bank and other borrowings.

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

The net change in fair value of investment properties was approximately HK\$60 million (for the six months ended 30 June 2018: net change of approximately HK\$6 million). Such increase was mainly due to the improvement of income derived from Wuhan Baisazhou Agricultural and By-Product Exchange Market (“**Wuhan Baisazhou Market**”) and Luoyang Hongjin Agricultural and By-Product Exchange Market (“**Luoyang Market**”). No stock of properties value was impaired during the Period (for the six months ended 30 June 2018: approximately HK\$32 million). The fair value was arrived at based on the valuations carried out by an independent firm of qualified professional valuers. The professional valuers are professional members of The Hong Kong Institute of Surveyors and the valuations conform to the Valuation Standard of The Hong Kong Institute of Surveyors.

於本期間，本集團錄得毛利及分部業績分別約219,000,000港元及約134,000,000港元（截至二零一八年六月三十日止六個月：分別約205,000,000港元及約136,000,000港元），較上一財政年度同期分別增加約7%及減少約1%，主要因為本期間確認的物業銷售高於及毛利率低於上一財政年度同期。

一般及行政開支、銷售開支及融資成本

於本期間，本集團錄得一般及行政開支約92,000,000港元（截至二零一八年六月三十日止六個月：約90,000,000港元）。該增幅主要因為於本期間內因償還未償還債務產生匯兌虧損。銷售開支約39,000,000港元（截至二零一八年六月三十日止六個月：約11,000,000港元），主要因為推動物業銷售的營銷及推廣費用增加所致。本期間融資成本約94,000,000港元（截至二零一八年六月三十日止六個月：約111,000,000港元），該減幅主要由於償還銀行及其他借貸所致。

投資物業公平值淨變動及物業存貨撇減

投資物業公平值之淨變動約60,000,000港元（截至二零一八年六月三十日止六個月：淨變動約6,000,000港元）。該增加主要由於武漢白沙洲農副產品交易市場（「**武漢白沙洲市場**」）及洛陽宏進農副產品交易市場（「**洛陽市場**」）收入改善所致。於本期間內，概無物業存貨價值減值（截至二零一八年六月三十日止六個月：約32,000,000港元）。公平值乃基於一間獨立合資格專業估值師事務所進行的估值釐定。專業估值師為香港測量師學會專業成員，且估值符合香港測量師學會估值準則。

Management Discussion and Analysis

管理層討論及分析

Change in fair value of derivative financial instruments

During the Period, net gain in fair value of derivative financial instruments was approximately HK\$69,000 (for the six months ended 30 June 2018: net loss of approximately HK\$13 million) due to the rise of share prices of the Company during the Period.

Profit attributable to owners of the Company

The profit attributable to owners of the Company for the Period was approximately HK\$8 million as compared to loss attributable to owners of the Company of approximately HK\$87 million in the corresponding period of last financial year. The Group recorded profit from operations before fair value change of investment properties and impairment of approximately HK\$98 million and profit from operations of approximately HK\$158 million for the Period (for the six months ended 30 June 2018: approximately HK\$111 million and approximately HK\$81 million, respectively). The profit attributable to owners of the Company was mainly due to the net gain in fair value of investment properties and derivative financial assets and decrease in impairment of stock of properties.

Review of Operations

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

Agricultural Products Exchange Markets

Hubei Province

Wuhan Baisazhou Market

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

衍生金融工具之公平值變動

於本期間，衍生金融工具之公平值淨收益約 69,000 港元（截至二零一八年六月三十日止六個月：淨虧損約 13,000,000 港元），此乃由於本期間本公司股價上升。

本公司擁有人應佔溢利

於本期間，本公司擁有人應佔溢利約 8,000,000 港元，而上一財政年度同期則為本公司擁有人應佔虧損約 87,000,000 港元。於本期間，本集團錄得投資物業公平值變動及減值前經營溢利約 98,000,000 港元及經營溢利約 158,000,000 港元（截至二零一八年六月三十日止六個月：分別為約 111,000,000 港元及約 81,000,000 港元）。本公司擁有人應佔溢利主要由於投資物業及衍生金融資產之公平值淨收益，以及物業存貨減值減少所致。

業務回顧

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

農產品交易市場

湖北省

武漢白沙洲市場

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

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

Huangshi Market

Huangshi Hongjin Agricultural and By-Product Exchange Market (“**Huangshi Market**”) is one of the Group’s joint venture projects in Hubei Province, the PRC. Huangshi Market occupies approximately 23,000 square metres. Huangshi city is a county level city in Hubei and around 100 kilometres away from Wuhan Baisazhou Market. Huangshi Market, as a second-tier agricultural produce exchange market, created synergy with Wuhan Baisazhou Market to boost vegetable and by-products trading. During the Period, Huangshi Market underperformed when compared to the corresponding period of last financial year due to keen competition from a new market.

Suizhou Market

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

Henan Province

Luoyang Market

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

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

黃石市場

黃石宏進農副產品交易市場（「**黃石市場**」）為本集團於中國湖北省的合營項目之一。黃石市場佔地約23,000平方米。黃石市是湖北省的縣級市，距離武漢白沙洲市場約100公里。作為次級農產品交易市場，黃石市場能夠與武漢白沙洲市場產生協同作用，促進蔬菜及副產品交易。於本期間，由於面對新市場的激烈競爭，黃石市場的表現稍遜於上一財政年度同期。

隨州市場

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

河南省

洛陽市場

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

Management Discussion and Analysis

管理層討論及分析

Puyang Market

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

Kaifeng Market

Kaifeng Hongjin Agricultural and By-Product Exchange Market (“**Kaifeng Market**”), with a gross floor construction area of approximately 120,000 square metres, was the third point of market operations for facilitating the Group to build an agricultural produce market network in Henan Province, the PRC. Kaifeng Market performed steadily during the first half of 2019 and is expected to grow gradually.

Guangxi Zhuang Autonomous Region

Yulin Market

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

Qinzhou Market

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

濮陽市場

濮陽宏進農副產品交易市場(「**濮陽市場**」)是我們與河南省地方夥伴合作發展的合營項目之一。於本期間，濮陽市場確認物業銷售，營業額較上一財政年度同期實現雙位數增長。

開封市場

開封宏進農副產品交易市場(「**開封市場**」)之建築面積約120,000平方米，為有助本集團於中國河南省建立農產品市場網絡的第三個市場營運據點。開封市場於二零一九年上半年表現穩健，預計會逐漸成長。

廣西壯族自治區

玉林市場

玉林宏進農副產品交易市場(「**玉林市場**」)是中國廣西壯族自治區(「**廣西地區**」)最大之農產品交易市場之一，佔地面積約415,000平方米及總建築面積約196,000平方米，設有多種市場舖位及多層貨倉。玉林市場第二期之發展項目為本集團之新增長動力。作為一個持續取得卓越表現之充滿動力的農產品交易市場，玉林市場已成為廣西地區主要的農產品交易市場之一。於本期間，玉林市場的表現理想，物業銷售的確認為本集團作出貢獻。

欽州市場

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

Jiangsu Province

Xuzhou Market

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

Huai'an Market

Huai'an Hongjin Agricultural and By-Product Exchange Market (“**Huai'an Market**”) occupies approximately 100,000 square metres and is located at Huai'an city of Jiangsu Province, the PRC. Phase one of Huai'an Market began operation in October 2015 and it is expected that the performance of Huai'an Market will gradually improve after the market becomes more mature. During the Period, the Company is having a legal dispute with the joint venture partner, the details of which are disclosed in note 19 to the condensed consolidated financial statements in this interim report.

Liaoning Province

Panjin Market

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

Food and agricultural by-products merchandising

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

江蘇省

徐州市場

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

淮安市場

淮安宏進農副產品交易市場(「**淮安市場**」)佔地約100,000平方米，位於中國江蘇省淮安市。淮安市場一期於二零一五年十月投入營運，預期淮安市場的表現將於市場越趨成熟後逐步改善。於本期間，本公司正與合營公司的合作夥伴發生法律糾紛，有關詳情於本中期報告內簡明綜合財務報表附註19披露。

遼寧省

盤錦市場

盤錦宏進農副產品交易市場(「**盤錦市場**」)的建築面積約50,000平方米，為本集團首個嘗試在中國遼寧省投資之項目。盤錦市場集中河蟹買賣，並仍在營運起步階段。預期盤錦市場的表現將逐步改善。

食品及農副產品採購

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

E-commerce development

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

Cyber risk and security

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

Data fraud or theft risk

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

Environmental and social risk

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

Reclassification of Investment Properties to Stock of Properties

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

電子商務發展

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

網絡風險及安全

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

數據欺詐或盜竊風險

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

環境及社會風險

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

投資物業重新分類至物業存貨

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

Liquidity and Financial Resources

As at 30 June 2019, the Group had total cash and cash equivalents amounting to approximately HK\$397 million (31 December 2018: approximately HK\$488 million) whilst total assets and net assets were approximately HK\$5,421 million (31 December 2018: approximately HK\$5,604 million) and approximately HK\$1,606 million (31 December 2018: approximately HK\$1,595 million), respectively. The Group's gearing ratio as at 30 June 2019 was approximately 1.0 (31 December 2018: approximately 1.0), being a ratio of total bank and other borrowings, bonds and promissory notes of approximately HK\$1,920 million (31 December 2018: approximately HK\$2,085 million), net of cash and cash equivalents of approximately HK\$397 million (31 December 2018: approximately HK\$488 million) to shareholders' funds of approximately HK\$1,606 million (31 December 2018: approximately HK\$1,595 million).

As at 30 June 2019, the ratio of total interest-bearing debts of approximately HK\$1,920 million (31 December 2018: approximately HK\$2,085 million) to total assets of approximately HK\$5,421 million (31 December 2018: approximately HK\$5,604 million) was approximately 35% (31 December 2018: approximately 37%).

Convertible Notes

On 19 October 2016, the Company issued 7.5% denominated convertible notes with the aggregate principal amount of HK\$500 million which will mature on 18 October 2021 (the "**Convertible Notes**"), which entitle the holders to convert into the Company's ordinary shares (the "**Share(s)**") at a conversion price of HK\$0.4 per Share. During the Period, no Convertible Notes were converted into Shares by the Convertible Notes' holders. As at 30 June 2019, Convertible Notes with the outstanding principal amount of HK\$264.8 million was in issue.

Listed Notes Due in 2024 ("Listed Notes")

In May 2014, the Company established a HK\$1,000,000,000 medium term note program. The Listed Notes issued under the program are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") by way of debt issue to professional investors only (stock code: 5755). As at 30 June 2019, Listed Notes in the principal amount of HK\$290,000,000 remained outstanding.

流動資金及財務資源

於二零一九年六月三十日，本集團之現金及現金等額總額約397,000,000港元（二零一八年十二月三十一日：約488,000,000港元），而總資產及資產淨值分別約5,421,000,000港元（二零一八年十二月三十一日：約5,604,000,000港元）及約1,606,000,000港元（二零一八年十二月三十一日：約1,595,000,000港元）。於二零一九年六月三十日，本集團之資產負債比率約1.0（二零一八年十二月三十一日：約1.0），即銀行及其他借貸、債券以及承兌票據總額約1,920,000,000港元（二零一八年十二月三十一日：約2,085,000,000港元），扣除現金及現金等額約397,000,000港元（二零一八年十二月三十一日：約488,000,000港元）後，再除以股東資金約1,606,000,000港元（二零一八年十二月三十一日：約1,595,000,000港元）。

於二零一九年六月三十日，計息債務總額約1,920,000,000港元（二零一八年十二月三十一日：約2,085,000,000港元）與總資產約5,421,000,000港元（二零一八年十二月三十一日：約5,604,000,000港元）之比率為約35%（二零一八年十二月三十一日：約37%）。

可換股票據

於二零一六年十月十九日，本公司發行本金總額500,000,000港元及將於二零二一年十月十八日到期的7.5厘可換股票據（「**可換股票據**」），賦予持有人權利按轉換價每股股份0.4港元轉換成本公司之普通股（「**股份**」）。於本期間，概無可換股票據由可換股票據持有人轉換為股份。於二零一九年六月三十日，已發行未償還的可換股票據之本金金額為264,800,000港元。

二零二四年到期的上市票據（「**上市票據**」）

於二零一四年五月，本公司設立1,000,000,000港元的中期票據計劃。根據該計劃發行的上市票據以僅向專業投資者發行債務的方式於香港聯合交易所有限公司（「**聯交所**」）上市（股份代號：5755）。於二零一九年六月三十日，本金金額為290,000,000港元的上市票據仍未償還。

Capital Commitments, Pledges and Contingent Liabilities

As at 30 June 2019, outstanding capital commitments, contracted but not provided for, amounted to approximately HK\$247 million (31 December 2018: approximately HK\$214 million) in relation to the purchase of property, plant and equipment, construction contracts and operating lease agreements. As at 30 June 2019, the Group had significant contingent liabilities in the amount of approximately HK\$0.2 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 projects (31 December 2018: approximately HK\$0.2 million).

As at 30 June 2019, certain investment properties and stock of properties with carrying amount of approximately HK\$1,623 million (31 December 2018: approximately HK\$1,669 million for land use rights and properties) were pledged to secure certain bank borrowings.

The Group did not have any outstanding foreign exchange contracts, interest or currency swaps or other financial derivatives as at 30 June 2019. The revenue, operating costs and bank deposits of the Group were mainly denominated in Renminbi and Hong Kong dollars. The activities of the Group are exposed to foreign currency risks mainly arising from its operations in mainland China and certain bank deposits denominated in Renminbi. Currently, the Group does not have a foreign currency hedging policy. During the Period, due to the currency fluctuation of Renminbi against Hong Kong dollars, the Group considered, from time to time, alternative risk hedging tools to mitigate Renminbi currency exchange risk.

資本承擔、抵押及或然負債

於二零一九年六月三十日，尚未履行之資本承擔（已訂約但未撥備）約247,000,000港元（二零一八年十二月三十一日：約214,000,000港元），乃關於購買物業、廠房及設備、建築合約及經營租賃協議之承擔。於二零一九年六月三十日，本集團有重大或然負債約200,000港元，乃關於本公司的一間全資附屬公司為我們的客戶提供予銀行之擔保，用於擔保銀行提供予我們的項目客戶之貸款（二零一八年十二月三十一日：約200,000港元）。

於二零一九年六月三十日，本集團已抵押賬面值約1,623,000,000港元之若干投資物業及物業存貨（二零一八年十二月三十一日：約1,669,000,000港元之土地使用權及物業），為若干銀行借貸作擔保。

於二零一九年六月三十日，本集團並無任何未完結之外匯合約、利率或貨幣掉期或其他金融衍生工具。本集團之收益、經營成本及銀行存款主要以人民幣及港元計值。本集團的業務活動面臨外匯風險，主要產生自其於中國內地的營運及以人民幣計值的若干銀行存款。目前，本集團並無外匯對沖政策。於本期間，由於人民幣兌港元匯率波動，本集團不時考慮替代風險對沖工具，以減輕人民幣兌換風險。

Debt Profiles and Financial Planning

As at 30 June 2019 and 31 December 2018, interest-bearing debts of the Group were analysed as follows:

債務狀況及財務規劃

於二零一九年六月三十日及二零一八年十二月三十一日，本集團的計息債務分析如下：

	As at 30 June 2019 於二零一九年六月三十日		As at 31 December 2018 於二零一八年十二月三十一日	
	Carrying amount 賬面值 HK\$ million 百萬港元	Approximate effective interest rate 概約實際利率 (per annum) (每年)	Carrying amount 賬面值 HK\$ million 百萬港元	Approximate effective interest rate 概約實際利率 (per annum) (每年)
Bonds 債券	968	11%	1,026	11%
Convertible Notes 可換股票據	239	12%	235	12%
Financial Institution Borrowings 金融機構借貸	337	6%	448	6%
Promissory Notes 承兌票據	376	5%	376	5%
Total 總計	1,920		2,085	

Note:

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

附註：

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

As at 30 June 2019, the bonds issued by the Company will mature during the period from November 2019 to September 2024; the Convertible Notes will mature in October 2021; the financial institution borrowings of the Company will mature during the period from July 2019 to May 2029; and the holders of the promissory notes gave an undertaking not to indorse, assign, transfer or negotiate the promissory notes and enforce payment by presentation of the promissory notes until the final determination of a court action or further court order. Under the said undertaking, the promissory notes would no longer fall due for payment by the Company on 5 December 2012. Details of the undertaking and the court case are disclosed in note 19 to the condensed consolidated financial statements in this interim report.

於二零一九年六月三十日，本公司發行的債券將於二零一九年十一月至二零二四年九月期間到期；可換股票據將於二零二一年十月到期；本公司金融機構借貸將於二零一九年七月至二零二九年五月期間到期；而承兌票據持有人承諾不對承兌票據背書、分配、轉讓或磋商及不會強制要求於出具承兌票據時付款，直至法院訴訟有最終判決或進一步法院命令為止。根據上述承諾，本公司不再須於二零一二年十二月五日承兌票據到期時付款。有關承諾及法院案件之詳情於本中期報告內之簡明綜合財務報表附註19披露。

Treasury Policy

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

Material valuation method of investment properties and review of audit committee

The investment properties of the Group were stated at fair value as at 30 June 2019. The fair value was arrived at based on the valuations carried out by an independent firm of qualified professional valuers. The professional valuers are professional members of The Hong Kong Institute of Surveyors with experience in the location of the properties being valued. The valuations conform to be in accordance with HKIS Valuation Standards 2017, which incorporates the International Valuation Standards (IVS). The professional valuers valued the properties on the basis of capitalization of the net income derived from the properties rental and made reference to the asking or transaction price of market comparable. For inventory portions of the properties, Direct Comparison Method is adopted based on the principle of substitution, where comparison is made based on prices realized on actual sales and/or asking prices of comparable properties. Comparable properties of similar size, scale, nature, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of market value.

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

財務政策

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

投資物業的重大估值方法及審核委員會的審閱

於二零一九年六月三十日，本集團的投資物業以公平值列賬。公平值乃基於一間獨立合資格專業估值師事務所進行的估值釐定。專業估值師為香港測量師學會專業成員，並具備在估值物業當地之估值經驗。估值符合香港測量師學會二零一七年估值準則（包含國際估值準則）。專業估值師以來自物業租金淨收入的資本化為基準並參考可資比較市場的要價或交易價對物業進行估值。就物業的存貨部分而言，則根據替換原則採用直接比較法，據此基於實際銷售實現的價格及／或可資比較物業的要價進行比較。已分析大小、規模、性質、特點及位置類似的可資比較物業，並仔細衡量各物業之優劣，以對市值作出公平比較。

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

Risk Factors Relating to our Industry and Business Operations

As at 30 June 2019, the Group operated 11 agricultural products exchange markets across 5 provinces in the PRC. In view of the ever-changing business environment in the PRC, the following are the principal risks, challenges and uncertainties faced by the Group, including: (1) fluctuation in the exchange rate of Renminbi against Hong Kong dollars, which affects the translation of the PRC assets and liabilities from Renminbi to Hong Kong dollars in the Group's financial reporting, in which the Group periodically monitor the exchange rate fluctuation, and prepare effective hedging mechanism to tackle when adverse condition happens; (2) difficulty in obtaining adequate financing, including equity and debt financing, to support our agri-products exchange markets that are capital intensive, in which the Group regularly review the short-term and long-term liquidity level to prepare for the future needs, as and when appropriate; (3) preserving or enhancing our competitive position in the agri-products exchange markets industry, in which the Group has designated personnel to monitor our competitors' activities and formulate effective strategies to preserve our competitive position; (4) maintaining or enhancing the level of occupancy at our agri-products exchange markets, in which the Group launches, from time to time, various marketing campaigns to retain existing tenants and to attract new tenants; (5) obtaining all necessary licenses and permits for the development, construction, operations and acquisition of agri-products exchange markets, in which the Group hires sufficient local staff with professional qualifications to ensure all processes comply with local laws and regulations; and (6) the effect of changes and amendments in the national and local laws and regulations, especially the laws and regulations relating to agri-products exchange markets, on the Group's operations and development, in which the Group maintains a relatively flat organisational structure and high autonomous to enable fast react to the changes.

有關我們行業及業務營運的風險因素

於二零一九年六月三十日，本集團於中國五個省份經營十一個農產品交易市場。由於中國營商環境瞬息萬變，本集團面對以下主要風險、挑戰及不確定因素，包括：(1) 人民幣兌港元匯率波動，其影響本集團財務報告中由人民幣匯兌至港元的中國資產及負債，本集團定期監察匯率波動，並在發生不利狀況時制定有效的對沖解決機制；(2) 難以取得足夠融資（包括股權及債務融資）以支持我們資本密集的農產品交易市場，本集團定期審閱短期及長期流動資金水平，適時為未來需求做好準備；(3) 保持或提升我們於農產品交易市場行業的競爭地位，本集團已指定人員監察競爭對手的活動，並制定有效的策略維持我們的競爭地位；(4) 保持或提高我們的農產品交易市場出租率，本集團不時推出各種營銷活動，以挽留現有租戶並吸引新租戶；(5) 取得開發、建設、營運及收購農產品交易市場的所有必要牌照及許可，本集團聘用足夠具有專業資格的當地員工，以確保所有過程符合當地法律及法規；及(6) 中國國家及地方的法律及法規（尤其是有關農產品交易市場的法律及法規）變動及修訂對本集團的營運及發展的影響，本集團維持相對扁平化的組織架構及高度自治性，以確保迅速對變化作出調整。

Litigation

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

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

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

訴訟

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

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

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

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

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

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

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

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

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

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

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

Management Discussion and Analysis

管理層討論及分析

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

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

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

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

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

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

於二零一七年八月三十日，針對三月三十一日判決的上訴進行聆訊。於二零一八年十二月二十四日，本公司收到北京市高級人民法院日期為二零一八年十二月二十日的判決（「**十二月二十日判決**」）。依據十二月二十日判決，北京市高級人民法院駁回王女士及天九的上訴，並維持北京市第二中級人民法院原判（載於三月三十一日判決）。換言之，商務部於二零零七年十一月就爭議協議發出之批准將不予撤銷並繼續有效，及根據中國法律本公司繼續為白沙洲農副產品的法定及實益擁有人。

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

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

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

On 10 April 2019, in light of the outcome of the legal proceedings against MOFCOM by Ms. Wang and Tian Jiu, the Company applied to the Hubei Court for withdrawal of the Company's claim. On 11 April 2019, the application of the Company was granted. The counterclaim made by Ms. Wang and Tian Jiu on 26 May 2017 is still being heard by the Hubei Court.

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

For other detailed information of the litigation cases, please refer to note 19 to the condensed consolidated financial statements in this interim report.

Employees and Remuneration Policies

As at 30 June 2019, the Group had 1,183 employees (31 December 2018: 1,229), approximately 98% of whom were located in the PRC. The Group's remuneration policy was reviewed periodically by the remuneration committee of the Company and the Board's remuneration is determined by reference to market terms, company performance, and individual qualifications and performance. The Group aimed to recruit, retain and develop competent individuals who were committed to the Group's long-term success and growth. Remunerations and other benefits of employees were reviewed annually in response to both market conditions and trends, and were based on qualifications, experience, responsibilities and performance. The Company has adopted a share option scheme on 3 May 2012 for the primary purpose of providing incentive to selected eligible persons to take up options for their contribution to the Group.

於二零一九年四月十日，鑒於王女士及天九針對商務部的法律訴訟結果，本公司向湖北法院申請撤回本公司的申索。於二零一九年四月十一日，本公司的申請獲得批准。目前湖北法院仍在審理王女士及天九於二零一七年五月二十六日提出的反申索。

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

有關訴訟案件的其他詳細資料，請參閱本中期報告內之簡明綜合財務報表附註19。

僱員及薪酬政策

於二零一九年六月三十日，本集團共聘用1,183名(二零一八年十二月三十一日：1,229名)僱員，其中約98%位於中國。本集團的薪酬政策由本公司薪酬委員會定期檢討，而董事會之薪酬乃依據市場條款、公司表現及個別資歷和表現釐定。本集團的目標為聘用、挽留及發展致力於本集團長遠成功及增長的人才。員工薪酬及其他福利乃回應市場狀況及趨勢，並根據資歷、經驗、職責及表現每年進行檢討。本公司已於二零一二年五月三日採納一項購股權計劃，主要目的是讓經甄選合資格人士取得購股權，以獎勵彼等對本集團之貢獻。

Prospects

During the Period, the economy in the PRC generally maintained a stable growth path while showing positive signs of development. Looking ahead, the Group will continue to build a nationwide agricultural produce exchange network by leveraging on its leading position in the industry, readily replicable business model, well-advanced management system, information technology infrastructure and quality customer services.

Once again, agricultural issue is the PRC central government's first priority policy for the next consecutive years. In 2019, the Central Committee of Communist Party of China and the State Council of China released the "Number 1 Policy of 2019". The document promises to promote investments in agricultural produce markets, expand agricultural produce network, build logistic infrastructure and storage facilities of agriculture and improve regional cold storage infrastructure. On the other hand, it is expected that the "One Belt, One Road" policy will drive the overall growth of the PRC economy and provide a sustainable way for the PRC's continuing development.

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

前景

於本期間，中國經濟整體維持穩定增長的同時，呈現發展的正面跡象。展望將來，本集團將繼續憑藉其於行業的領先地位、可複製的業務模式、完善的管理系統以及資訊科技基礎設施和優質客戶服務，打造一個全國農產品交易市場網絡。

農業事項仍然是中國中央政府未來連續數年的首要政策。於二零一九年，中國共產黨中央委員會及中國國務院發佈「二零一九年一號文件」。文件承諾推動農產品市場投資，擴展農產品網絡，建設物流基礎設施及農產品儲存設施，並完善區域性冷藏基礎設施。另一方面，預期「一帶一路」政策將推動中國經濟整體增長，為中國持續發展提供一種可持續方式。

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

Corporate Governance and Other Information

企業管治及其他資料

Corporate Governance Practices

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

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

Changes in Information of Directors

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in the information of Directors required to be disclosed are shown as follows:

- Mr. Leung Sui Wah, Raymond has been appointed as the company secretary of the Company with effect from 10 May 2019.
- The basic annual salary payable to each of Mr. Chan Chun Hong, Thomas and Mr. Leung Sui Wah, Raymond have been increased by HK\$33,600 and HK\$55,440, respectively, to approximately HK\$1.2 million and approximately HK\$1.9 million with effect from 1 April 2019.

Purchase, Sale or Redemption of Listed Securities of the Company

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

企業管治常規

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

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

董事資料變動

根據上市規則第13.51B(1)條，須予披露之董事資料變動載列如下：

- 梁瑞華先生自二零一九年五月十日起獲委任為本公司公司秘書。
- 自二零一九年四月一日起，應付予陳振康先生及梁瑞華先生各自之基本年薪分別增加33,600港元及55,440港元至約1,200,000港元及約1,900,000港元。

購買、出售或贖回本公司上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

Model Code for Securities Transactions by Directors

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

Audit Committee

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

Disclosure of Interests

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

As at 30 June 2019, none of the Directors or the chief executive of the Company had any interests and/or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”)) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at 30 June 2019, to the best knowledge of the Directors, the following corporations or persons (other than the Directors or the chief executive of the Company) had interests in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

董事進行證券交易的標準守則

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

審核委員會

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

權益披露

董事及主要行政人員於本公司及其相聯法團之股份、相關股份或債權證之權益及淡倉

於二零一九年六月三十日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「《證券及期貨條例》」)第XV部)之任何股份、相關股份或債權證中，擁有記錄於本公司根據《證券及期貨條例》第352條須存置之登記冊，或已根據《標準守則》而通知本公司及聯交所之任何權益及／或淡倉。

主要股東及其他人士於本公司股份或相關股份之權益及淡倉

於二零一九年六月三十日，據董事所深知，下列法團或人士(除董事或本公司主要行政人員外)擁有記錄於本公司根據《證券及期貨條例》第336條須存置之登記冊之本公司股份及相關股份之權益：

Corporate Governance and Other Information
企業管治及其他資料

Long positions in the shares and underlying shares of the Company

本公司股份及相關股份之好倉

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

Corporate Governance and Other Information

企業管治及其他資料

Notes:

- (a) The percentages stated represented the number of ordinary shares of the Company involved divided by the number of the Company's issued shares as at 30 June 2019.
- (b) Pursuant to the disclosure of interests form published on the website of the Stock Exchange, Onger Investments Limited and Peony Finance Limited were wholly owned by Loyal Fame International Limited which was in turn wholly owned by Easy One. By virtue of the SFO, Easy One was deemed to be interested in 2,007,700,062 shares and 257,500,000 underlying shares of the Company which were held by Onger Investments Limited and Peony Finance Limited, respectively.
- (c) Pursuant to the disclosure of interests forms published on the website of the Stock Exchange, the 793,254,588 shares of the Company were held by Kingston Securities, which was directly wholly owned by Galaxy Sky (a direct wholly-owned subsidiary of Kingston Capital which was directly wholly owned by Kingston Financial). Kingston Financial was owned as to 42.9% by Active Dynamic which was directly wholly owned by Chu Yuet Wah. By virtue of the SFO, each of Chu Yuet Wah, Active Dynamic, Kingston Financial, Kingston Capital and Galaxy Sky were deemed to be interested in those 793,254,588 shares of the Company which were held by Kingston Securities.

Save as disclosed above, as at 30 June 2019, there were no other persons (other than the Directors or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Share Option Scheme

On 3 May 2012, the Company adopted a share option scheme (the "Scheme") pursuant to Chapter 17 of the Listing Rules for the primary purpose of providing incentive to selected eligible persons to take up options for their contribution to the Group. Since the adoption of the Scheme and up to 30 June 2019, no share option had been granted under the Scheme.

Appreciation

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

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

Hong Kong, 27 August 2019

附註:

- (a) 所述百分比指本公司所涉普通股數目除以本公司於二零一九年六月三十日之已發行股份數目。
- (b) 根據於聯交所網站刊發之權益披露表格，Onger Investments Limited 及 Peony Finance Limited 由忠譽國際有限公司全資擁有，忠譽國際有限公司則由易易壹全資擁有。根據《證券及期貨條例》，易易壹被視作分別於由 Onger Investments Limited 及 Peony Finance Limited 持有之本公司 2,007,700,062 股股份及 257,500,000 股相關股份中擁有權益。
- (c) 根據於聯交所網站刊發之權益披露表格，該 793,254,588 股本公司股份乃由金利豐證券持有，金利豐證券由 Galaxy Sky (Kingston Capital 之直接全資附屬公司，Kingston Capital 則由金利豐金融直接全資擁有) 直接全資擁有。金利豐金融由 Active Dynamic (由李月華直接全資擁有) 擁有 42.9%。根據《證券及期貨條例》，李月華、Active Dynamic、金利豐金融、Kingston Capital 及 Galaxy Sky 各自被視為於該 793,254,588 股由金利豐證券持有之本公司股份中擁有權益。

除上文披露者外，於二零一九年六月三十日，概無其他人士（董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有記錄於本公司根據《證券及期貨條例》第 336 條須存置之登記冊之權益或淡倉。

購股權計劃

於二零一二年五月三日，本公司根據上市規則第 17 章採納一項購股權計劃（「該計劃」），主要目的是就選定之合資格人士為本集團所作貢獻而向彼等提供接納購股權之獎勵。自採納該計劃起及直至二零一九年六月三十日，概無根據該計劃授出購股權。

鳴謝

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

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

香港，二零一九年八月二十七日

Independent Review Report 獨立審閱報告



INDEPENDENT REVIEW REPORT TO THE BOARD OF DIRECTORS OF CHINA AGRI-PRODUCTS EXCHANGE LIMITED (Incorporated in Bermuda with limited liability)

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

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

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

Introduction

We have reviewed the interim financial information set out on pages 27 to 80, which comprises the condensed consolidated statement of financial position of China Agri-Products Exchange Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) at 30 June 2019 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Main Board Listing Rules**”) require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

前言

本核數師(以下簡稱「我們」)已審閱載於第27至80頁之中期財務資料。此中期財務資料包括中國農產品交易所有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)於二零一九年六月三十日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流動表，以及重要會計政策概要及其他說明附註。香港聯合交易所有限公司主板證券上市規則(「**主板上市規則**」)規定，就中期財務資料編製之報告必須符合當中有關條文以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「**香港會計準則第34號**」)。貴公司董事須對根據香港會計準則第34號編製及呈列的此中期財務資料負責。我們之責任是根據審閱對此中期財務資料作出結論，並按照委聘之協定條款僅向作為實體之閣下報告結論，且並無其他目的。我們不會就本報告之內容向任何其他人士負責或承擔責任。

Scope of Review

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

Conclusion

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

Material uncertainty related to going concern

As at 30 June 2019, the Group’s current liabilities exceeded its current assets by approximately HK\$329,205,000. Notwithstanding the above, the interim financial information 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 1(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

Kwok Tsz Chun
Practising Certificate Number: P06901

Hong Kong, 27 August 2019

審閱範圍

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

結論

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

關於持續經營的重大不確定因素

於二零一九年六月三十日，貴集團之流動負債超過其流動資產約329,205,000港元。儘管如此，中期財務資料乃以持續經營基準編製，其有效性乃取決於貴集團於到期日延長其短期借貸、獲得長期貸款融資以再融資其短期借貸以及自業務產生足夠現金流量之能力而定，使貴集團於到期時滿足其財務責任及就其未來營運資金及融資需要提供資金。此等條件連同附註1(b)所載其他事宜，顯示存在重大不確定因素，可能會對貴集團持續經營之能力產生重大疑問。

國衛會計師事務所有限公司
香港執業會計師

郭梓俊
執業證書編號：P06901

香港，二零一九年八月二十七日

Interim Results 中期業績

The Board announces the unaudited condensed consolidated results of the Group for the six months ended 30 June 2019, together with the comparative figures for the corresponding period in 2018. These condensed consolidated interim financial statements were not audited, but have been reviewed by HLB Hodgson Impey Cheng Limited, the Group's external auditors, and the Audit Committee.

董事會宣佈本集團截至二零一九年六月三十日止六個月之未經審核簡明綜合業績，連同二零一八年同期之比較數字。該等簡明綜合中期財務報表未經審核，但已經由本集團外部核數師國衛會計師事務所有限公司及審核委員會審閱。

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

			For the six months ended 30 June 截至六月三十日止六個月	
			2019 二零一九年 (Unaudited) (未經審核) HK\$'000 千港元	2018 二零一八年 (Unaudited) (未經審核) HK\$'000 千港元
	Notes 附註			
Turnover				
Cost of operation	3	營業額 經營成本	462,473 (243,214)	326,830 (121,441)
Gross profit		毛利	219,259	205,389
Other revenue and other net income		其他收益及其他淨收入	9,983	6,940
General and administrative expenses		一般及行政開支	(92,436)	(90,005)
Selling expenses		銷售開支	(38,823)	(11,124)
Profit from operations before fair value changes and impairment		公平值變動 及減值前經營溢利	97,983	111,200
Net gain in fair value of investment properties		投資物業公平值淨收益	60,242	5,849
Change in fair value of derivative financial instruments		衍生金融工具 之公平值變動	69	(13,063)
Written down of stock of properties		物業存貨撇減	—	(31,970)
Share of profit on joint venture		應佔合營企業溢利	—	8,905
Profit from operations		經營溢利	158,294	80,921
Finance costs	5	融資成本	(93,800)	(110,540)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

			For the six months ended 30 June 截至六月三十日止六個月	
			2019 二零一九年 (Unaudited) (未經審核) HK\$'000 千港元	2018 二零一八年 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註		
Profit/(loss) before taxation	除稅前溢利／(虧損)	6	64,494	(29,619)
Income tax	所得稅	7	(49,673)	(30,117)
Profit/(loss) for the period	本期內溢利／(虧損)		14,821	(59,736)
Other comprehensive loss, net of income tax	其他全面虧損 (扣除所得稅)			
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可重新分類至 損益之項目：			
Exchange differences on translating foreign operations	換算境外業務引致 之匯兌差額		(4,214)	(51,981)
Other comprehensive loss for the period, net of income tax	本期內其他全面虧損 (扣除所得稅)		(4,214)	(51,981)
Total comprehensive income/(loss) for the period, net of income tax	本期內全面收益／(虧損) 總額(扣除所得稅)		10,607	(111,717)
Profit/(loss) attributable to:	以下人士應佔溢利／(虧損)：			
Owners of the Company	本公司擁有人		8,194	(87,234)
Non-controlling interests	非控股權益		6,627	27,498
			14,821	(59,736)
Total comprehensive income/(loss) attributable to:	以下人士應佔全面 收益／(虧損)總額：			
Owners of the Company	本公司擁有人		4,531	(134,109)
Non-controlling interests	非控股權益		6,076	22,392
			10,607	(111,717)
Earnings/(loss) per share	每股盈利／(虧損)			
– Basic (HK cents)	– 基本(港仙)	9	0.08	(0.88)
– Diluted (HK cents)	– 攤薄(港仙)	9	0.08	(0.88)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2019
於二零一九年六月三十日

		Notes 附註	As at 30 June 2019 於 二零一九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2018 於 二零一八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	50,573	52,768
Investment properties	投資物業	11	2,844,470	3,165,921
Intangible assets	無形資產	12	3,031	6,061
Right-of-use assets	使用權資產		20,451	—
			2,918,525	3,224,750
Current assets	流動資產			
Stock of properties	物業存貨		1,831,105	1,597,574
Trade and other receivables	貿易及其他應收款項	13	232,415	250,431
Loan receivables	應收貸款		39,423	40,327
Financial assets at fair value through profit or loss	按公平值列賬及在損益表 處理之金融資產		2,259	2,175
Cash and cash equivalents	現金及現金等額		397,440	488,415
			2,502,642	2,378,922
Current liabilities	流動負債			
Deposits and other payables	按金及其他應付款項	14	706,443	776,193
Contract liabilities	合約負債		671,828	652,362
Bonds	債券		803,462	844,055
Bank and other borrowings	銀行及其他借貸	15	195,889	328,036
Lease liabilities	租賃負債		2,584	—
Promissory notes	承兌票據		376,000	376,000
Income tax payable	應付所得稅		75,641	73,639
			2,831,847	3,050,285
Net current liabilities	流動負債淨額		(329,205)	(671,363)
Total assets less current liabilities	總資產減流動負債		2,589,320	2,553,387

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2019
於二零一九年六月三十日

		Notes 附註	As at 30 June 2019 於 二零一九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2018 於 二零一八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Non-current liabilities	非流動負債			
Bonds	債券		164,315	182,192
Bank and other borrowings	銀行及其他借貸	15	140,989	120,003
Convertible bonds	可換股債券		239,348	234,747
Lease liabilities	租賃負債		18,264	—
Deferred tax liabilities	遞延稅項負債		420,433	421,081
			983,349	958,023
Net assets	淨資產		1,605,971	1,595,364
Capital and reserves	資本及儲備			
Share capital	股本	16	99,531	99,531
Reserves	儲備		1,113,971	1,109,440
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		1,213,502	1,208,971
Non-controlling interests	非控股權益		392,469	386,393
Total equity	權益總額		1,605,971	1,595,364

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔										Non- controlling interests 非控股 權益	Total equity 權益總額
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital redemption reserve 資本 贖回儲備 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元 (note a) (附註a)	Shareholders' contribution 股東出資 HK\$'000 千港元 (note b) (附註b)	Options reserve 購股權儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Convertible bonds reserve 可換股債券 儲備 HK\$'000 千港元 (note c) (附註c)	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元		
At 1 January 2018 (audited)	於二零一八年一月一日 (經審核)	99,531	3,923,470	945	2,215,409	664	(15,021)	(34,406)	79,547	(4,681,828)	1,588,311	369,292	1,957,603
Impact on changes in accounting policy	會計政策變動之影響	-	-	-	-	-	-	-	-	(1,004)	(1,004)	(181)	(1,185)
Restated balance as 1 January 2018	於二零一八年一月一日 之經重列餘額	99,531	3,923,470	945	2,215,409	664	(15,021)	(34,406)	79,547	(4,682,832)	1,587,307	369,111	1,956,418
Exchange differences on translating foreign operations	換算境外業務 引致之匯兌差額	-	-	-	-	-	-	(46,875)	-	-	(46,875)	(5,106)	(51,981)
Other comprehensive loss for the period	本期內其他全面虧損	-	-	-	-	-	-	(46,875)	-	-	(46,875)	(5,106)	(51,981)
(Loss)/profit for the period	本期內(虧損)/溢利	-	-	-	-	-	-	-	-	(87,234)	(87,234)	27,498	(59,736)
Total comprehensive income/(loss) for the period	本期內全面收入/(虧損) 總額	-	-	-	-	-	-	(46,875)	-	(87,234)	(134,109)	22,392	(111,717)
Transaction cost relating to rights issue	有關供股之交易成本	-	(323)	-	-	-	-	-	-	-	(323)	-	(323)
Acquisition of a non-wholly owned subsidiary	收購非全資擁有附屬公司	-	-	-	-	-	-	-	-	-	-	1,375	1,375
At 30 June 2018 (unaudited)	於二零一八年六月三十日 (未經審核)	99,531	3,923,147	945	2,215,409	664	(15,021)	(81,281)	79,547	(4,770,066)	1,452,875	392,878	1,845,753
At 1 January 2019 (audited)	於二零一九年一月一日 (經審核)	99,531	3,923,147	945	2,215,409	664	(15,021)	(199,823)	79,547	(4,895,428)	1,208,971	386,393	1,595,364
Exchange differences on translating foreign operations	換算境外業務 引致之匯兌差額	-	-	-	-	-	-	(3,663)	-	-	(3,663)	(551)	(4,214)
Other comprehensive loss for the period	本期內其他全面虧損	-	-	-	-	-	-	(3,663)	-	-	(3,663)	(551)	(4,214)
Profit for the period	本期內溢利	-	-	-	-	-	-	-	-	8,194	8,194	6,627	14,821
Total comprehensive income for the period	本期內全面收入總額	-	-	-	-	-	-	(3,663)	-	8,194	4,531	6,076	10,607
At 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	99,531	3,923,147	945	2,215,409	664	(15,021)	(203,486)	79,547	(4,887,234)	1,213,502	392,469	1,605,971

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

Notes:

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

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

- it is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

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

- (c) The convertible bonds reserve represents the conversion option of convertible bonds recognised in the equity until either the bonds are converted or redeemed.

附註：

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

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

- 目前或於作出分派後未能償還到期之債務；或
- 將導致資產可變現價值低於其負債及其已發行股本和股份溢價賬之總和。

- (b) 股東出資指最終控股公司於二零零五年提供非即期免息貸款之估算利息開支。

- (c) 可換股債券儲備指在債券轉換或贖回前於權益確認的可換股債券轉換權。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流動表

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 (Unaudited) (未經審核) HK\$'000 千港元	2018 二零一八年 (Unaudited) (未經審核) HK\$'000 千港元
Net cash generated from operating activities	經營業務所得之現金淨額	137,116	188,351
Investing activities	投資業務		
Payments for purchase of property, plant and equipment	購買物業、廠房及設備之付款	(4,778)	(5,970)
Proceeds from investment properties, net	投資物業之所得款項淨額	(1,461)	(15,236)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	29	331
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值列賬及於損益表處理之金融資產之所得款項	—	3,394
Bank interest received	已收銀行利息	3,901	3,458
Net cash used in investing activities	投資業務所用之現金淨額	(2,309)	(14,023)
Financing activities	融資業務		
Proceeds from new bank borrowings	新造銀行借貸之所得款項	96,564	34,351
Repayments of other borrowings	償還其他借貸	—	(23,690)
Repayments of bank borrowings	償還銀行借貸	(206,704)	(154,396)
Payment for redemption of bonds	贖回債券付款	(69,597)	(58,112)
Net cash inflow from acquisition of a non-wholly owned subsidiary	收購一間非全資附屬公司所得現金流入淨額	—	1,375
Payment for transaction cost related to rights issue in 2017	支付有關二零一七年供股之交易成本	—	(323)
Repayments of lease liabilities	償還租賃負債	(956)	—
Interest paid	已付利息	(48,196)	(67,864)
Net cash used in financing activities	融資業務所用之現金淨額	(228,889)	(268,659)

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流動表

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 (Unaudited) (未經審核) HK\$'000 千港元	2018 二零一八年 (Unaudited) (未經審核) HK\$'000 千港元
Net decrease in cash and cash equivalents	現金及現金等額減少淨額	(94,082)	(94,331)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等額	488,415	513,827
Effect of foreign exchange rate changes	外幣匯率變動之影響	3,107	(18,476)
Cash and cash equivalents at 30 June	於六月三十日之現金及現金等額	397,440	401,020

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

1. Basis of Preparation

(a) Statement of compliance

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

The Interim Financial Statements has been prepared in accordance with the same accounting policies adopted in the 2018 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2019 annual financial statements. Details of any changes in accounting policies are set out in note 2.

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

1. 編製基準

(a) 遵例聲明

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

除預期將在二零一九年年度財務報表反映之會計政策變動外，編製中期財務報表所採納之會計政策與二零一八年年度財務報表所採納者相同。有關會計政策之變動詳情載於附註2。

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

1. Basis of Preparation (Continued)

(b) Basis of preparation of financial statements

Going concern basis

As at 30 June 2019, the Group's current liabilities exceeded its current assets by approximately HK\$329,205,000. 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.

(1) 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.

(2) 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.

1. 編製基準 (續)

(b) 財務報表編製基準

持續經營基準

於二零一九年六月三十日，本集團之流動負債較其流動資產超出約329,205,000港元。在編製綜合財務報表時，董事已審慎考慮本集團的未來流動資金。董事已採納持續經營基準編製綜合財務報表，並已實施以下措施以改善本集團的營運資金、流動資金以及現金流量狀況。

(1) 營運可獲利並錄得正現金流量

本集團正就多項成本及開支採取措施以緊縮成本控制，並尋求新投資及業務機會，旨在營運可獲利並錄得正現金流量。

(2) 所需融資額度

本集團正與其往來銀行磋商，以獲得所需融資額度以應付本集團於短期內之營運資金及財務需要。

1. Basis of Preparation (Continued)

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

Going concern basis (Continued)

(3) 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.

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. Pursuant to the Undertakings, the Instruments will no longer fall due for payment by the Company. The Instruments are recorded at book value at approximately HK\$376,000,000, and interest payable at approximately HK\$248,488,000 included under other payables as at 30 June 2019.

1. 編製基準 (續)

(b) 財務報表編製基準 (續)

持續經營基準 (續)

(3) 本公司對王女士及天九發出之令狀

於二零一二年九月二十一日，香港特別行政區高等法院原訟法庭（「**法院**」）授出一項禁制令（「**禁制令**」），有效期直至進一步法院令狀及／或於二零一二年十月五日聆訊本公司當事人之傳票為止。禁制令限制王秀群女士（「**王女士**」）及武漢天九工貿發展有限公司（「**天九**」）向任何第三方對兩份文據（據稱是本公司分別與王女士及天九訂立之買賣協議之承兌票據）（該兩份文據統稱「**文據**」）作出背書、分配、轉讓或磋商。

本公司取得法院之法院命令，下令王女士及天九給予承諾（「**承諾**」），不對文據背書、分配、轉讓或磋商及出具文據以強制付款，直至法院訴訟有最終判決或進一步法院命令為止。根據承諾，本公司毋需因文據到期而付款。於二零一九年六月三十日，文據錄得的賬面值約為376,000,000港元，應付利息約為248,488,000港元（計入其他應付款項下）。

2. Application of New and Revised HKFRSs

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

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

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

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

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

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

2. 應用新訂及經修訂香港財務報告準則

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

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

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

採納經修訂香港財務報告準則對此等中期財務報表並無重大財務影響，且此等中期財務報表中採用的會計政策並無重大變動，惟下文所述者除外。

應用香港財務報告準則第16號「租賃」的會計政策影響及變動

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

2. Application of New and Revised HKFRSs (Continued)

Key changes in accounting policies resulting from application of HKFRS 16

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

Definition of a lease

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

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

As a lessee

Allocation of consideration to components of a contract

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

Short-term leases

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

2. 應用新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第16號導致的會計政策主要變動

本集團已根據香港財務報告準則第16號的過渡條文應用下列會計政策。

租賃的定義

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

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

作為承租人

將代價分配至合約組成部分

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

短期租賃

本集團對於租期自首次應用香港財務報告準則第16號當日起計為十二個月或以下的辦公室物業租賃應用短期租賃確認豁免。短期租賃的租金付款使用直線法於租期內確認為開支。

2. Application of New and Revised HKFRSs (Continued)

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

As a lessee (Continued)

Right-of-use assets

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

The cost of right-of-use asset includes:

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

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

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

2. 應用新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第16號導致的會計政策主要變動 (續)

作為承租人 (續)

使用權資產

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

使用權資產的成本包括：

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

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

本集團於簡明綜合財務狀況表內將使用權資產呈列為獨立項目。

2. Application of New and Revised HKFRSs (Continued)

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

As a lessee (Continued)

Refundable rental deposits

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

Lease liabilities

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

The lease payments include:

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

2. 應用新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第16號導致的會計政策主要變動 (續)

作為承租人 (續)

可退回租賃按金

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

租賃負債

於租賃開始日期，本集團以於該日期尚未支付的租賃付款的現值確認並計量租賃負債。倘租賃隱含的利率不易釐定，則本集團會使用於租賃開始日期的遞增借貸利率計算租賃付款現值。

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 取決於指數或利率的可變租賃付款；
- 剩餘價值擔保下的預期獲支付款項；
- 能合理確定將由本集團行使的購買權行使價；及
- 為終止租賃而支付的罰款(倘租賃期反映本集團正行使終止權)。

2. Application of New and Revised HKFRSs (Continued)

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

As a lessee (Continued)

Lease liabilities (Continued)

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

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

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

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

2. 應用新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第16號導致的會計政策主要變動 (續)

作為承租人 (續)

租賃負債 (續)

反映市場租金變動的可變租賃付款初步使用於開始日期的市場租金計量。不取決於指數或利率的可變租賃付款並無計入租賃負債及使用權資產計量，並在觸發付款的事件或情況出現的期間確認為開支。

於開始日期後，租賃負債按利息增長及租賃付款作出調整。

本集團於以下情況重新計量租賃負債(並就有關使用權資產作相應調整)：

- 租期有變或有關行使購買權的評估有變，於此情況下，使用於重新評估日期的經修訂貼現率貼現經修訂租賃付款重新計量相關租賃負債。
- 租賃付款因進行市場租金調查後市場租金有變而出現變動，於此情況下，使用初始貼現率貼現經修訂租賃付款重新計量相關租賃負債。

2. Application of New and Revised HKFRSs (Continued)

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

As a lessee (Continued)

Taxation

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

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

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

Definition of a lease

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

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

2. 應用新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第16號導致的會計政策主要變動 (續)

作為承租人 (續)

稅項

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減歸屬於使用權資產或歸屬於租賃負債。

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

首次應用香港財務報告準則第16號的過渡及產生之影響概要

租賃定義

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

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

2. Application of New and Revised HKFRSs (Continued)

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

As a lessee

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

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

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

2. 應用新訂及經修訂香港財務報告準則 (續)

首次應用香港財務報告準則第16號的過渡及產生之影響概要 (續)

作為承租人

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

於過渡時應用香港財務報告準則第16號項下的經修訂追溯方法時，本集團按逐項租賃基準就於各租賃合約相關範圍內對先前根據香港會計準則第17號分類為經營租賃的租賃應用以下實際可行權宜方法：

- i. 透過應用香港會計準則第37號「撥備、或然負債及或然資產」作為減值審核的替代方案，評估租賃是否繁苛；
- ii. 選擇不就租期於首次應用日期起計十二個月內結束的租賃確認使用權資產及租賃負債；
- iii. 於首次應用日期計量使用權資產時撇除初始直接成本；
- iv. 就於相似經濟環境下就類似相關資產具有相似剩餘租期的租賃組合應用單一貼現率。具體而言，若干於中國的辦公室物業租賃的貼現率按組合基準釐定；及
- v. 根據於首次應用日期的事實及情況於事後釐定本集團帶有選擇續租及終止權利的租賃的租期。

2. Application of New and Revised HKFRSs (Continued)

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

As a lessee (Continued)

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

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

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

2. 應用新訂及經修訂香港財務報告準則 (續)

首次應用香港財務報告準則第16號的過渡及產生之影響概要 (續)

作為承租人 (續)

於過渡時，本集團已於應用香港財務報告準則第16號後作出以下調整：

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

確認先前分類為經營租賃的租賃的租賃負債時，本集團已應用有關集團實體於首次應用日期的增量借貸利率。已應用的加權平均承租人增量借貸利率為9%。

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

2. Application of New and Revised HKFRSs (Continued)

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

As a lessee (Continued)

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

	As at 30 June 2019 於 二零一九年 六月三十日 HK\$'000 千港元	As at 1 January 2019 於 二零一九年 一月一日 HK\$'000 千港元
Rented premises 租賃物業	20,451	21,825

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

2. 應用新訂及經修訂香港財務報告準則 (續)

首次應用香港財務報告準則第16號的過渡及產生之影響概要 (續)

作為承租人 (續)

已確認的使用權資產與以下資產類型相關：

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

2. Application of New and Revised HKFRSs (Continued)

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

As a lessee (Continued)

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

2. 應用新訂及經修訂香港財務報告準則 (續)

首次應用香港財務報告準則第16號的過渡及產生之影響概要 (續)

作為承租人 (續)

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

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

3. Turnover

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

3. 營業額

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

		For the six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from contracts with customers:	客戶合約收益：		
Recognised at a point in time	於某個時間點確認		
Revenue from property ancillary services	物業配套服務之收益	49,004	43,705
Commission income from agricultural produce exchange market	經營農產品交易市場之佣金收入	36,879	47,303
Revenue from property sales	物業銷售之收益	266,222	134,649
Financial service income	金融服務收入	—	25
Food and agricultural by-products merchandising	食品及農副產品採購	14,602	—
		366,707	225,682
Revenue from other sources:	其他來源之收益：		
Property rental income	物業租金收入	95,766	101,148
		462,473	326,830

4. 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.

4. 分部呈報

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

4. Segment Reporting (Continued)

Segment revenue and results

An analysis of the Group's revenues and results by reportable segment for the six months ended 30 June 2019 and 2018:

4. 分部呈報 (續)

分部收益及業績

截至二零一九年及二零一八年六月三十日止六個月之本集團按呈報分部劃分之收益及業績分析如下：

		Agricultural produce exchange market operation 經營農產品交易市場		Property sales 物業銷售		Unallocated 未分配		Consolidated 綜合	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Turnover	營業額								
External sales	外部銷售	196,251	192,181	266,222	134,649	-	-	462,473	326,830
Result	業績								
Segment result	分部業績	90,733	87,422	43,716	48,406	-	-	134,449	135,828
Other revenue and other net income	其他收益及其他淨收入	6,256	3,615	-	-	3,727	3,325	9,983	6,940
Net gain in fair value of investment properties	投資物業公平值 之淨收益	60,242	5,849	-	-	-	-	60,242	5,849
Written down of stock of properties	物業存貨撇減	-	-	-	(31,970)	-	-	-	(31,970)
Change in fair value of derivative financial instruments	衍生金融工具之 公平值變動	-	-	-	-	69	(13,063)	69	(13,063)
Share of profit on joint venture	應佔合營企業溢利	-	-	-	-	-	8,905	-	8,905
Unallocated corporate expense	未分配企業開支	-	-	-	-	-	-	(46,449)	(31,568)
Profit from operations	經營溢利							158,294	80,921
Finance costs	融資成本	(14,014)	(19,240)	-	-	(79,786)	(91,300)	(93,800)	(110,540)
Profit/(loss) before taxation	除稅前溢利/(虧損)							64,494	(29,619)
Income tax	所得稅							(49,673)	(30,117)
Profit/(loss) for the period	本期內溢利/(虧損)							14,821	(59,736)

4. Segment Reporting (Continued)

Segment assets and liabilities

An analysis of the Group's assets and liabilities by reportable segment as at 30 June 2019 and 31 December 2018:

4. 分部呈報 (續)

分部資產及負債

於二零一九年六月三十日及二零一八年十二月三十一日，本集團按呈報分部劃分之資產及負債分析如下：

		Agricultural produce exchange market operation 經營農產品交易市場		Property sales 物業銷售		Consolidated 綜合	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Audited) (經審核)
Assets	資產						
Segment assets	分部資產	3,371,963	3,702,285	1,832,111	1,626,386	5,204,074	5,328,671
Unallocated corporate assets	未分配企業資產					217,093	275,001
Consolidated total assets	綜合資產總值					5,421,167	5,603,672
Liabilities	負債						
Segment liabilities	分部負債	1,313,398	1,563,833	539,827	455,921	1,853,225	2,019,754
Unallocated corporate liabilities	未分配企業負債					1,961,971	1,988,554
Consolidated total liabilities	綜合負債總值					3,815,196	4,008,308

5. Finance Costs

5. 融資成本

For the six months ended 30 June
截至六月三十日止六個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on bank and other borrowings wholly repayable within five years	須於五年內悉數償還之銀行及其他借貸之利息	13,984	19,099
Interest on bank and other borrowings wholly repayable over five years	須於五年後悉數償還之銀行及其他借貸之利息	30	148
Interest on leases liabilities	租賃負債之利息	523	—
Interest on bonds	債券之利息	67,513	79,543
Interest on promissory notes	承兌票據之利息	11,750	11,750
		93,800	110,540

6. Profit/(loss) Before Taxation

6. 除稅前溢利／（虧損）

For the six months ended 30 June
截至六月三十日止六個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit/(loss) before taxation has been arrived at after charging/(crediting) the following items:	除稅前溢利／（虧損）已扣除／（計入）下列項目：		
Depreciation and amortisation	折舊及攤銷	9,732	10,352
Depreciation of right-of-use assets	使用權資產折舊	989	—
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動	(69)	13,063
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	163	150

7. Income Tax

7. 所得稅

		For the six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax	即期稅項		
– PRC enterprise income tax	– 中國企業所得稅	49,346	28,186
Deferred tax	遞延稅項		
– Origination and reversal of temporary differences	– 暫時差異之產生及撥回	327	1,931
		49,673	30,117

No provision for Hong Kong Profits Tax has been made in the Interim Financial Statements as the Company and its subsidiaries had no assessable profits in both periods. PRC Enterprise Income Tax is computed to the relevant legislation interpretations and practices in respect thereof during the period. PRC Enterprise Income Tax rate is 25% (six months ended 30 June 2018: 25%).

由於本公司及其附屬公司於兩個期間均無產生任何應課稅溢利，因此並無就香港利得稅於中期財務報表內作出撥備。中國企業所得稅乃按期內就相關法律詮釋及慣例計算。中國企業所得稅稅率為25%（截至二零一八年六月三十日止六個月：25%）。

8. Dividends

The Directors do not propose the payment of any interim dividend in respect of the period under review (six months ended 30 June 2018: Nil).

8. 股息

董事不建議派付回顧期間之任何中期股息（截至二零一八年六月三十日止六個月：無）。

9. Earnings/(Loss) Per Share

The calculation of basic earnings/(loss) per share is based on the profit attributable to owners of the Company of approximately HK\$8,194,000 (six months ended 30 June 2018: loss attributable to owners of the Company of approximately HK\$87,234,000) and weighted average number of approximately 9,953,068,000 ordinary shares (period from 1 January 2018 to 30 June 2018: approximately 9,953,068,000 ordinary shares). The diluted earning/(loss) per share for the period ended 30 June 2019 and 2018 were the same as the basis earning/(loss) per share as there were no diluted potential ordinary shares in issue during the six months ended 30 June 2019 and 2018.

9. 每股盈利／（虧損）

每股基本盈利／（虧損）乃根據本公司擁有人應佔溢利約8,194,000港元（截至二零一八年六月三十日止六個月：本公司擁有人應佔虧損約87,234,000港元）及加權平均數約9,953,068,000股普通股（二零一八年一月一日起至二零一八年六月三十日止期間：約9,953,068,000股普通股）計算。截至二零一九年及二零一八年六月三十日止期間之每股攤薄盈利／（虧損）與每股基本盈利／（虧損）相同，原因是於截至二零一九年及二零一八年六月三十日止六個月，概無任何已發行潛在攤薄普通股。

10. Movement in Property, Plant and Equipment

During the period under review, the Group's acquired property, plant and equipment at cost of approximately HK\$4,778,000 (six months ended 30 June 2018: approximately HK\$5,970,000).

11. Investment Properties

During the period under review, the Group's addition of investment properties at cost and exchange realignment of approximately HK\$4,126,000 and approximately HK\$8,347,000 (six months ended 30 June 2018: approximately HK\$55,681,000 and approximately HK\$60,142,000). The Group's investment properties were fair valued by valuers at 30 June 2019.

During the period under review, the Group had approximately HK\$373,580,000 investment properties transferred to stock of properties (six months ended 30 June 2018: approximately HK\$995,557,000).

During the period under review, investment properties with carrying amount of approximately HK\$1,192,498,000 (31 December 2018: approximately HK\$1,313,174,000) were pledged to banks for the Group's borrowings.

The investment properties were classified as Level 3 under the fair value hierarchy (31 December 2018: Level 3).

10. 物業、廠房及設備之變動

於回顧期內，本集團以成本約4,778,000港元(截至二零一八年六月三十日止六個月：約5,970,000港元)收購物業、廠房及設備。

11. 投資物業

於回顧期內，本集團添置投資物業之成本及匯兌調整約為4,126,000港元及約8,347,000港元(截至二零一八年六月三十日止六個月：約55,681,000港元及約60,142,000港元)。本集團之投資物業由估值師於二零一九年六月三十日進行公平估值。

於回顧期內，本集團有約373,580,000港元轉撥至物業存貨之投資物業(截至二零一八年六月三十日止六個月：約995,557,000港元)。

於回顧期內，賬面值約為1,192,498,000港元(二零一八年十二月三十一日：約1,313,174,000港元)之投資物業已就本集團之借貸抵押予銀行。

投資物業分類為公平值等級項下的第3級(二零一八年十二月三十一日：第3級)。

12. Intangible Assets

12. 無形資產

		Operating right 經營權 HK\$'000 千港元
Cost	成本	
As at 1 January 2019 and 30 June 2019 (Unaudited)	於二零一九年一月一日 及二零一九年六月三十日(未經審核)	43,768
Accumulated amortisation and impairment loss	累計攤銷及減值虧損	
As at 1 January 2019	於二零一九年一月一日	37,707
Amortisation expenses during the period	期內攤銷開支	3,030
As at 30 June 2019 (Unaudited)	於二零一九年六月三十日(未經審核)	40,737
Carrying amount As at 30 June 2019 (Unaudited)	賬面值 於二零一九年六月三十日(未經審核)	3,031
As at 31 December 2018 (Audited)	於二零一八年十二月三十一日(經審核)	6,061

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

以下可使用年期用於計算攤銷：

Operating right

5 years

經營權

5年

The license entitles a subsidiary of the Company to operate an agricultural products exchange market in the PRC for 5 years from the date of acquisition. The net carrying amount will therefore be amortised over the remaining useful lives of 1 year and less impairment loss.

授權本公司之一間附屬公司自收購日期起5年於中國經營一個農產品交易市場。因此賬面淨值將於剩餘可使用年期1年內攤銷並減去減值虧損。

13. Trade and Other Receivables

The Group allows an average credit period ranging from 30 days to its trade customers. Included in trade and other receivables are trade receivables of approximately HK\$8,232,000 (31 December 2018: approximately HK\$8,355,000) and their aged analysis at each reporting period is as follow:

13. 貿易及其他應收款項

本集團給予其貿易客戶30日之平均信貸期。貿易及其他應收款項包括應收貿易款項約8,232,000港元(二零一八年十二月三十一日：約8,355,000港元)，於各報告期之賬齡分析如下：

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Less than 90 days	90日以內	2,644	1,887
More than 90 days but less than 180 days	超過90日但180日以內	255	482
More than 180 days	180日以上	5,333	5,986
Total trade receivables	應收貿易款項總額	8,232	8,355
Deposit for land acquisition	土地收購按金	55,158	55,284
Other deposits	其他按金	10,037	13,727
Prepayments	預付款項	84,954	81,910
Other receivables	其他應收款項	74,346	91,603
		232,727	250,879
Less: allowance for impairment	減：減值撥備	(312)	(448)
Trade and other receivables, net	貿易及其他應收款項淨額	232,415	250,431

14. Deposits and Other Payables

14. 按金及其他應付款項

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Accrued charges	應計費用	24,485	26,811
Construction payables	應付建築款項	53,204	73,659
Deposit received	已收按金	88,084	88,961
Interest payables	應付利息	263,675	250,005
Other tax payables	其他應付稅項	22,708	59,859
Other payables	其他應付款項	254,287	276,898
		706,443	776,193

15. Bank and Other Borrowings

15. 銀行及其他借貸

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Secured bank borrowings	有抵押銀行借貸	336,878	448,039
Carrying amount repayable:	須償還賬面值：		
Within one year	一年內	195,889	328,036
More than one year, but within two years	一年以上但不超過兩年	60,922	58,277
More than two years, but within five years	兩年以上但不超過五年	50,782	61,726
More than five years	五年以上	29,285	—
		336,878	448,039
Less: amounts due within one year shown under current liabilities	減：流動負債項下所列 一年內到期款項	(195,889)	(328,036)
		140,989	120,003

15. Bank and Other Borrowings (Continued)

- (a) Included in the above balances are bank borrowings of variable-rate of approximately HK\$207,988,000 (31 December 2018: approximately HK\$360,985,000) which carry interest adjustable for changes of borrowing rate offered by The People's Bank of China. The average rate charged by the banks during the period ranged from approximately 4.8% to 6.7% (31 December 2018: approximately 4.8% to 6.7% per annum) per annum. Interest is repriced every 30 days. Bank borrowings of fixed-rate of approximately HK\$128,890,000 (31 December 2018: approximately HK\$87,054,000) carry interest fixed from approximately 4.4% to 7.8% (31 December 2018: approximately 4.4% to 7.8% per annum) per annum.
- (b) The ranges of effective interest rates (which equal to contracted interest rates) on the Group's borrowings are as follows:

		As at 30 June 2019 於二零一九年 六月三十日 Per annum 每年	As at 31 December 2018 於二零一八年 十二月三十一日 Per annum 每年
Effective interest rate:	實際利率：		
Fixed-rate borrowings	定息借貸	4.4% to 7.8% 4.4% 至 7.8%	4.4% to 10% 4.4% 至 10%
Variable-rate borrowings	浮息借貸	4.8% to 6.7% 4.8% 至 6.7%	4.8% to 6.7% 4.8% 至 6.7%

- (c) The secured bank borrowings are secured by (i) investment properties and (ii) stock of properties of the Company with a carrying amount of approximately HK\$1,623,350,000 (31 December 2018: approximately HK\$1,669,098,000).

15. 銀行及其他借貸 (續)

- (a) 上述結餘包括浮息銀行借貸約207,988,000港元(二零一八年十二月三十一日：約360,985,000港元)，該筆借貸之利息按中國人民銀行提供之借貸利率變動而調整。期內，銀行徵收之平均年利率介乎約4.8%至6.7%(二零一八年十二月三十一日：每年約4.8%至6.7%)。利息每隔三十日重新定價一次。定息銀行借貸約128,890,000港元(二零一八年十二月三十一日：約87,054,000港元)按年利率約4.4%至7.8%(二零一八年十二月三十一日：每年約4.4%至7.8%)計息。
- (b) 本集團借貸之實際利率(相等於合約利率)範圍如下：

- (c) 有抵押銀行借貸由賬面值約1,623,350,000港元(二零一八年十二月三十一日：約1,669,098,000港元)之本公司(i)投資物業及(ii)物業存貨作擔保。

16. Share Capital

16. 股本

		As at 30 June 2019 於二零一九年六月三十日		As at 31 December 2018 於二零一八年十二月三十一日	
		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股	30,000,000,000	300,000	30,000,000,000	300,000
Ordinary shares, issued and fully paid:	已發行及繳足之普通股：				
At 30 June 2019 (Unaudited) and 31 December 2018 (Audited)	於二零一九年六月三十日 (未經審核)及二零一八年 十二月三十一日(經審核)	9,953,067,822	99,531	9,953,067,822	99,531

17. Fair Value Measurement

17. 公平值計量

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

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

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

金融資產及金融負債之公平值由以下方式釐定：

- 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
- 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.

- 附有標準條款及條件並於活躍並容易套現之市場交易之金融資產及金融負債之公平值參考市場報價釐定；及

- 其他金融資產及金融負債之公平值按照公認定價模型根據折現現金流量分析釐定。

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.

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

17. Fair Value Measurement (Continued)

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

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable as at 30 June 2019 and 31 December 2018.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liability that are not based on observable market data (unobservable inputs).

17. 公平值計量 (續)

於簡明綜合財務狀況表確認的公平值計量

下表提供於初步確認後按公平值計量之金融工具之分析，並根據於二零一九年六月三十日及二零一八年十二月三十一日之公平值之可觀察程度分類為第一至三層。

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

		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets	金融資產				
At 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)				
Financial assets at fair value through profit or loss	按公平值列賬及在損益表處理 之金融資產				
- Equity securities listed in Hong Kong	- 於香港上市之股本證券	80	-	-	80
- Derivative financial instruments	- 衍生金融工具	-	-	2,179	2,179
		Level 1 第一層 HK\$' 000 千港元	Level 2 第二層 HK\$' 000 千港元	Level 3 第三層 HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
At 31 December 2018 (Audited)	於二零一八年十二月三十一日 (經審核)				
Financial assets at fair value through profit or loss	按公平值列賬及在損益表處理 之金融資產				
- Equity securities listed in Hong Kong	- 於香港上市之股本證券	66	-	-	66
- Derivative financial instruments	- 衍生金融工具	-	-	2,109	2,109

18. Commitments

Capital commitments outstanding at 30 June 2019 not provided for in the Interim Financial Statements were as follows:

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Capital expenditure authorized and contracted for in respect of construction of:	已就建設以下項目授權及訂約之資本開支：		
– acquisition of investment properties	– 購入投資物業	246,595	213,695

18. 承擔

於二零一九年六月三十日，並無於中期財務報表撥備之未履行資本承擔如下：

19. Litigation

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

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

19. 訴訟

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

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

19. Litigation (Continued)

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

1. (Continued)

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 Ministry of Commerce (“**MOFCOM**”) and the Hubei Administration For Industry and Commerce (the “**Hubei AIC**”), and that such documentation and the Contended Agreement involved forged signatures; and
- (c) it is alleged that MOFCOM and the Hubei AIC approved the Acquisition and processed the related filings on the basis of the above forged documents.

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.

19. 訴訟 (續)

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

1. (續)

王女士及天九於令狀中的主要指稱如下：

- (a) 指控白沙洲農副產品偽造有關收購白沙洲農副產品（「**收購事項**」）之股份轉讓協議（「**爭議協議**」），此協議內收購之代價被低報，且對代價支付方式之描述亦不準確；
- (b) 指控白沙洲農副產品偽造於中國商務部（「**商務部**」）及湖北工商行政管理局（「**湖北工商局**」）存檔之相關文件，並指控有關文件及爭議協議涉及偽造簽名；及
- (c) 指控商務部與湖北工商局根據上述偽造文件批准收購事項及處理相關文檔。

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

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

19. Litigation (Continued)

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

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

19. 訴訟 (續)

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

2. 於二零一一年十一月十八日，湖北法院作出臨時命令，本公司所持有白沙洲農副產品的8%股權須凍結，以待確定令狀。本公司於白沙洲農副產品所持有的股權百分比受凍結令所限，其後由8%減至1.3%。於二零一五年五月二十六日，武漢市中級人民法院下達判決解除此凍結令。其後該凍結令不再對本集團有任何效力。
3. 於二零一四年六月十八日，本公司接獲湖北法院有關中國第一號令狀的判決（「**湖北法院判決**」）。在湖北法院判決中，湖北法院駁回王女士及天九的索償，且彼等被責令承擔法律訴訟的法律費用。
4. 於二零一四年七月四日，本公司接獲中國最高人民法院（「**最高人民法院**」）有關王女士及天九就中國第一號令狀的上訴通知（「**上訴**」）。在該上訴中，王女士及天九尋求最高人民法院頒令爭議協議無效。
5. 於二零一五年一月十三日，本公司收到最高人民法院於二零一四年十二月三十一日作出有關上訴的判決（「**北京判決**」）。在北京判決中，最高人民法院頒令：(a) 撤銷湖北法院判決；(b) 爭議協議無效；及(c) 承認1,156,000,000港元之買賣協議（「**買賣協議**」）須為本公司、王女士及天九履行之實際協議。

19. Litigation (Continued)

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

5. (Continued)

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 Judgement 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 Judgement be set aside.
7. On 21 July 2015, the Company received the written Notice of Acceptance of the retrial application from the Supreme People’s Court.
8. On 22 December 2015, the Supreme People’s Court dismissed the Company’s petition (the “**December 2015 Judgement**”). The Company received the December 2015 Judgement on 7 January 2016.
9. The Company is also seeking legal advice as to the possible impacts of the Beijing Judgement on the Group, if any, in view of the development as set out in Paragraph 6 of Section (D) below.

19. 訴訟 (續)

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

5. (續)

按本公司中國法律顧問的意見：

- (a) 最高人民法院只判決爭議協議無效，但並無對收購事項本身及／或商務部於二零零七年十一月授出的收購事項之批准作出任何判決。
 - (b) 北京判決將不會直接導致白沙洲農副產品擁有權的任何即時變更。本公司將繼續為白沙洲農副產品的合法擁有人，直至及除非撤銷：
 - (i) 商務部對收購事項的批准；及
 - (ii) 湖北工商局處理的股權轉讓登記。
6. 於二零一五年六月二十三日，本公司向最高人民法院提出再審申請，要求擱置北京判決。
7. 於二零一五年七月二十一日，本公司接獲最高人民法院之再審申請受理通知書。
8. 於二零一五年十二月二十二日，最高人民法院駁回本公司的申請（「**二零一五年十二月判決**」）。本公司於二零一六年一月七日收到二零一五年十二月判決。
9. 鑒於下文(D)節第6段載列之進展，本公司一直在就北京判決對本集團之可能影響（如有）尋求法律意見。

19. Litigation (Continued)

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

10. 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 six months ended 30 June 2019, Baisazhou Agricultural contributed approximately the following to the Group: (i) approximately HK\$98 million in revenue; (ii) approximately HK\$78 million in profit attributable to owners of the Company; (iii) approximately HK\$1,566 million in assets; (iv) approximately HK\$1,266 million in liabilities; and (v) approximately HK\$300 million 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 30 June 2019, the instruments are recorded at book value of approximately HK\$376 million, together with interest payable in the aggregate amount of approximately HK\$248 million; and
- (c) the Company may take all necessary actions to seek (i) the return of the remaining balance of approximately HK\$706 million, being the consideration paid for the Acquisition, and (ii) the investments made by the Company over the years in Baisazhou Agricultural.

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

19. 訴訟 (續)

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

10. 倘若上述事項5(b)(i)及／或5(b)(ii)發生，對本集團的潛在影響可能包括(但不限於)以下事項：

- (a) 白沙洲農副產品不再為本公司之附屬公司。截至二零一九年六月三十日止六個月，白沙洲農副產品為本集團帶來以下各項金額：(i)收入約98,000,000港元；(ii)本公司擁有人應佔溢利約78,000,000港元；(iii)資產約1,566,000,000港元；(iv)負債約1,266,000,000港元；及(v)本公司擁有人應佔權益總額約300,000,000港元；
- (b) 本公司撤回有關本公司與王女士及天九各自訂立買賣協議項下承兌票據所載述兩項尚未償還文據付款的撥備。於二零一九年六月三十日，相關文據的賬面值約為376,000,000港元，連同應付利息合計金額約248,000,000港元；及
- (c) 本公司或會採取一切必要行動尋求(i)收回餘款約706,000,000港元(即收購事項之已付代價)；及(ii)本公司於過往年度在白沙洲農副產品作出的投資。

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

19. Litigation (Continued)

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

1. On 28 January 2011, the Company and Baisazhou Agricultural commenced court proceedings at the Hubei Court against, inter alia, Ms. Wang and Tian Jiu for the return of assets and operating profits of Baisazhou Agricultural which were unlawfully misappropriated etc.
2. On 16 October 2014 the Company applied to the Hubei Court to withdraw its claim in the proceedings. The Company's application was granted on 22 October 2014. Baisazhou Agricultural remains as plaintiff of the proceedings.
3. On 12 January 2016, the Hubei Court issued a notice to the parties, informing the parties that the composition of the judges for the proceedings would be changed.
4. On 27 March 2017, the Hubei Court made an order that since the outcome of the legal proceedings against MOFCOM by Ms. Wang and Tian Jiu (see Section (D) below) would affect the trial of these proceedings, these proceedings should be stayed.
5. On 25 March 2019, the Hubei Court issued a notice to the parties stating that the proceedings would be resumed on 10 April 2019.

19. 訴訟 (續)

(B) 本公司及白沙洲農副產品於中國向王女士、天九及其他發出之令狀

1. 於二零一一年一月二十八日，本公司及白沙洲農副產品已於湖北法院開始法院審理程序，內容有關（其中包括）要求王女士及天九歸還非法佔用的白沙洲農副產品資產及經營溢利。
2. 於二零一四年十月十六日，本公司向湖北法院申請撤銷其訴訟申索。本公司的申請於二零一四年十月二十二日獲受理。白沙洲農副產品仍為訴訟的原告。
3. 於二零一六年一月十二日，湖北法院向各方發出通告，知會訴訟各方訴訟之法官成員將有變更。
4. 於二零一七年三月二十七日，湖北法院作出命令，指由於王女士及天九針對商務部的訴訟結果（見下文(D)節）影響該等審理程序，故該等審理程序應擱置。
5. 於二零一九年三月二十五日，湖北法院向各方發出通告，表示將於二零一九年四月十日重新啟動審理程序。

19. Litigation (Continued)

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

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

19. 訴訟 (續)

(C) 本公司於香港對王女士及天九發出之令狀

1. 於二零一一年十月二十四日或前後，本公司於香港原訟法院(「**法院**」)向王女士及天九發出傳票令狀。由於王女士及天九(作為賣方)對收購事項違反買賣協議多項條文，本公司(作為買方)正向彼等尋求損害賠償。
2. 於二零一二年十月五日，本公司接獲法院之法院令狀，令王女士及天九給予之承諾(「**承諾**」)生效，彼等向本公司承諾不會(i)對兩份文據(據稱是買賣協議之承兌票據)(「**文據**」)背書、分配、轉讓或磋商；及(ii)於出具文據時須強制付款，直至法院訴訟有最終判決或進一步法院命令為止。根據承諾，文據將不再到期，而令本公司於二零一二年十二月五日作出支付。
3. 於二零一七年六月九日，訴訟雙方共同向法院提出申請後，法院更改承諾，指承諾須繼續保留，惟王女士及天九可在本訴訟中按照王女士及天九提供的草擬稿提出反申索。
4. 審訊於二零一九年二月、三月及六月進行，為期23天。訴訟雙方正等候法院頒佈判決。

19. Litigation (Continued)

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

1. On 4 May 2015 and 5 May 2015, Ms. Wang and Tian Jiu had jointly commenced two separate legal proceedings against MOFCOM alleging that MOFCOM failed to discharge its statutory duties for handling their application submitted in January 2015 for revoking the certificate of approval and letter of approval in relation to the Contended Agreement (the **"Application"**). The cases have been accepted by the Beijing Second Intermediate People's Court (the **"Beijing Court"**).
2. On 20 May 2015, MOFCOM had filed its defence and each of the Company and Baisazhou Agricultural has then made an application to join the cases as third party.
3. On 25 May 2015, the 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.
6. On 23 May 2016, the Company received a decision issued by MOFCOM dated 19 May 2016 (the **"MOFCOM Decision"**) to the effect, inter alia, that its approval issued in November 2007 in relation to the Contended Agreement shall not be revoked and shall remain to be in force.

19. 訴訟 (續)

(D) 王女士及天九對商務部提出法律訴訟

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

19. Litigation (Continued)

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

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

19. 訴訟 (續)

(D) 王女士及天九對商務部提出法律訴訟 (續)

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

19. Litigation (Continued)

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

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

19. 訴訟 (續)

(E) 本公司於湖北向王女士及天九發出令狀

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

19. Litigation (Continued)

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

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

19. 訴訟 (續)

(E) 本公司於湖北向王女士及天九發出令狀 (續)

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

19. Litigation (Continued)

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

13. On 26 May 2017, Ms. Wang and Tian Jiu applied to add a counterclaim for return of the Company's 90% interest in Baisazhou Agricultural (70% for Ms. Wang and 20% for Tian Jiu).
14. On 5 June 2017, the Company applied to the Hubei Court for review of the 26 May Order. According to the order of the Hubei Court dated 12 June 2017, the application by the Company was dismissed.
15. On 10 April 2019, in light of the outcome of the legal proceedings against MOFCOM by Ms. Wang and Tian Jiu (see section (D) above), the Company applied to the Hubei Court for withdrawal of the Company's claim. The application of the Company was granted on 11 April 2019. The counterclaim made by Ms. Wang and Tian Jiu on 26 May 2017 is still being heard by the Hubei Court.

(F) Writ issued in the PRC by Mr. Yeung Guang Wu

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 (the "**Hongshan District People's Court**") 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 remitted the case back to the Hongshan District People's Court for retrial.

19. 訴訟 (續)

(E) 本公司於湖北向王女士及天九發出令狀 (續)

13. 於二零一七年五月二十六日，王女士及天九申請增加反申索，要求取回本公司於白沙洲農副產品之90%權益(王女士70%、天九20%)。
14. 於二零一七年六月五日，本公司向湖北法院申請覆核五月二十六日命令。根據二零一七年六月十二日湖北法院的命令，本公司之申請被駁回。
15. 於二零一九年四月十日，鑒於王女士及天九針對商務部的法律訴訟結果(見上文(D)節)，本公司向湖北法院申請撤回本公司的申索。本公司的申請於二零一九年四月十一日獲得批准。目前湖北法院仍在審理王女士及天九於二零一七年五月二十六日提出的反申索。

(F) 楊光武先生於中國發出之令狀

1. 於二零一三年七月十五日，白沙洲農副產品接獲楊光武先生(「楊先生」)(作為原告)針對白沙洲農副產品(作為被告)發出之令狀，要求支付工程款項餘額人民幣3,816,707元連同二零零九年八月以來之利息。
2. 於二零一五年五月二十九日，武漢市洪山區人民法院(「洪山區人民法院」)駁回楊先生之索賠。
3. 於二零一五年六月五日，楊先生向武漢中級人民法院提出上訴。
4. 於二零一五年九月六日，武漢中級人民法院撤銷裁決，並將案件交由洪山區人民法院進行重審。

19. Litigation (Continued)

(F) Writ issued in the PRC by Mr. Yeung Guang Wu (Continued)

5. On 18 November 2016, the Hongshan District People's Court commenced the trial.
6. On 20 May 2017, the Hongshan District People's Court dismissed the claims of Mr. Yeung.
7. On 9 June 2017, Mr. Yeung appealed to the Wuhan Intermediate People's Court.
8. According to the judgment of the Wuhan Intermediate People's Court dated 23 October 2017 which was received by the Group on 6 November 2017, the verdict of Hongshan District People's Court was revoked and the case was remitted to Hongshan District People's Court for retrial.
9. The case is now being heard by Hongshan District People's Court and it was directed by the court that Wuhan Tingjia Wuzi Company Limited ("**Tingjia Wuzi**") (the Plaintiff in Section (G) below) be added as a co-plaintiff to the proceedings.
10. Since Mr. Yeung had passed away due to illness, Baisazhou Agricultural and Mr. Yeung's spouse Zhu Shiyu and his son Yang Ting reached a settlement on 2 July 2019: (1) Baisazhou Agricultural shall pay Yang Ting a construction payment of RMB500,000 in disposal of all disputes between the parties; (2) Zhu Shiyu and Yang Ting shall voluntarily abandon other claims; (3) there being no other dispute between the parties, the case has come to an end.

19. 訴訟 (續)

(F) 楊光武先生於中國發出之令狀 (續)

5. 於二零一六年十一月十八日，洪山區人民法院開始審理案件。
6. 於二零一七年五月二十日，洪山區人民法院駁回楊先生之申索。
7. 於二零一七年六月九日，楊先生向武漢中級人民法院提出上訴。
8. 根據本集團於二零一七年十一月六日收到的武漢市中級人民法院日期為二零一七年十月二十三日的判決，洪山區人民法院的裁定被撤銷，案件被發還洪山區人民法院重審。
9. 該案現由洪山區人民法院審理，法院指示將武漢庭佳物資有限公司(「**庭佳物資**」)(下文(G)節中的原告)加入作為訴訟的共同原告。
10. 由於楊先生已病逝，白沙洲農副產品與楊先生的配偶朱士育及兒子楊庭於二零一九年七月二日達成和解：(1) 白沙洲農副產品須就處置各方的爭議支付楊庭人民幣500,000元的建築款項；(2) 朱士育及楊庭須自願放棄其他申索；(3) 各方概無其他爭議，本案現已終結。

19. Litigation (Continued)

(G) Writ issued by Wuhan Tingjia Wuzi Company Limited against Baisazhou Agricultural

1. In July 2015, Tingjia Wuzi commenced proceedings against Baisazhou Agricultural in Hongshan District People's Court for breach of contract. Tingjia Wuzi sought declaration from the Hongshan District People's Court that Baisazhou Agricultural was in breach of contract in terminating the "Water and Electricity Management Contract" dated 22 February 2006 ("**Water and Electricity Management Agreement**") and "Investment Agreement in relation to Construction of Sewage Treatment System in Wuhan Baisazhou Agricultural and By-Product Exchange Market" ("**Sewage System Construction Agreement**") dated 4 April 2007, and relief that Baisazhou Agricultural shall be liable for Tingjia Wuzi's loss in the total sum of RMB7,458,775.
2. On 15 October 2015, Hongshan District People's Court commenced the trial.
3. On 6 December 2017, Hongshan District People's Court ruled that: (1) Baisazhou Agricultural was in breach of contract in terminating the Water and Electricity Management Agreement and the Sewage System Construction Agreement; (2) Baisazhou Agricultural was liable to pay to Tingjia Wuzi RMB2,965,700 as compensation for the breach of contracts; and (3) other claims by Tingjia Wuzi be dismissed.
4. In January 2018, Baisazhou Agricultural appealed to the Wuhan Intermediate People's Court. The case is now being heard at Wuhan Intermediate People's Court.

19. 訴訟 (續)

(G) 武漢庭佳物資有限公司向白沙洲農副產品發出之令狀

1. 於二零一五年七月，庭佳物資於洪山區人民法院對白沙洲農副產品提出違約訴訟。庭佳物資尋求洪山區人民法院宣佈白沙洲農副產品違反了日期為二零零六年二月二十二日的「水電管理合同」(「**水電管理協議**」)及日期為二零零七年四月四日的「關於建設武漢白沙洲農副產品交易市場污水處理系統的投資協議」(「**污水系統建設協議**」)，並尋求濟助，即白沙洲農副產品須對庭佳物資總金額人民幣7,458,775元的虧損負責。
2. 於二零一五年十月十五日，洪山區人民法院開始審訊。
3. 於二零一七年十二月六日，洪山區人民法院裁定：(1)白沙洲農副產品終止水電管理協議及污水系統建設協議屬違約；(2)白沙洲農副產品須向庭佳物資支付人民幣2,965,700元作為違約賠償；(3)駁回庭佳物資的其他申索。
4. 於二零一八年一月，白沙洲農副產品向武漢市中級人民法院上訴。本案現於武漢市中級人民法院審理。

19. Litigation (Continued)

(G) Writ issued by Wuhan Tingjia Wuzi Company Limited against Baisazhou Agricultural (Continued)

- On 2 July 2019, Baisazhou Agricultural and Tingjia Wuzi reached a settlement: (1) it was acknowledged that the Water and Electricity Management Agreement and the Sewage System Construction Agreement were discharged from 15 January 2015; (2) Baisazhou Agricultural shall pay RMB2,200,000 to Tingjia Wuzi as compensation for economic losses; (3) there being no other dispute between the parties, the case has come to an end.

(H) Writ issued by Qinzhou Hongjin Agricultural and By-Product Exchange Market Company Limited against Guangxi Zhengdi Construction Development Company Limited

- On 16 March 2016, upon the application by Qinzhou Hongjin Agricultural and By-Product Exchange Market Company Limited (“**Qinzhou Hongjin**”), Qinzhou Intermediate People’s Court (the “**Qinzhou Court**”) made an order to freeze the bank account of Guangxi Zhengdi Construction Development Company Limited (“**Guangxi Zhengdi**”) for RMB44,900,000 until 15 March 2017. In order to obtain the freezing order, the Company has put up 94.4% of its shares in Baisazhou Agricultural as security for any economic loss suffered by Guangxi Zhengdi in the event that the application for freezing order is found to be wrongful.
- On 18 March 2016, the Qinzhou Court made an order to freeze the Company’s 94.4% of its shares in Baisazhou Agricultural for the period from 30 March 2016 to 29 March 2019.

19. 訴訟 (續)

(G) 武漢庭佳物資有限公司向白沙洲農副產品發出之令狀 (續)

- 於二零一九年七月二日，白沙洲農副產品與庭佳物資達成和解：(1) 確認水電管理協議及污水系統建設協議自二零一五年一月十五日起獲解除；(2) 白沙洲農副產品須向庭佳物資支付人民幣2,200,000元作為經濟損失賠償；(3) 各方概無其他爭議，本案現已終結。

(H) 欽州宏進農副產品批發市場有限公司向廣西正地建設發展有限公司發出令狀

- 於二零一六年三月十六日，應欽州宏進農副產品批發市場有限公司(「**欽州宏進**」)之申請，欽州中級人民法院(「**欽州法院**」)下令凍結廣西正地建設發展有限公司(「**廣西正地**」)銀行賬戶中的人民幣44,900,000元直至二零一七年三月十五日。為取得凍結令，本公司已將其於白沙洲農副產品之94.4%股份作為擔保，用於當凍結令申請不當而導致廣西正地遭受任何經濟損失。
- 於二零一六年三月十八日，欽州法院下令於二零一六年三月三十日至二零一九年三月二十九日期間凍結本公司於白沙洲農副產品的94.4%股份。

19. Litigation (Continued)

(H) Writ issued by Qinzhou Hongjin Agricultural and By-Product Exchange Market Company Limited against Guangxi Zhengdi Construction Development Company Limited (Continued)

- On 13 April 2016, Qinzhou Hongjin issued a writ against Guangxi Zhengdi for its delay in completing the construction works in an agricultural produce exchange market in Qinzhou. Qinzhou Hongjin claimed against Guangxi Zhengdi for damages in the sum of RMB45,100,000 calculated at the rate of RMB100,000 for each day of delay pursuant to the construction agreement. The writ was accepted by the Qinzhou Court.
- On 7 March 2019, Qinzhou Hongjin applied to the Qinzhou Court to withdraw its claims. Qinzhou Hongjin's application was approved on 7 March 2019. The case has come to an end.

(I) Writ issued by Jiangsu Tiancheng Construction Group Company Limited against Huai'an Hongjin Agricultural and By-Product Exchange Market Company Limited

- On 5 September 2017, Huai'an Hongjin Agricultural and By-Product Exchange Market Company Limited ("Huai'an Hongjin") received a writ issued by Jiangsu Tiancheng Construction Group Company Limited ("Jiangsu Tiancheng") against it claiming a sum of approximately RMB19,845,300 being the outstanding construction payment together with interest.
- On 6 June 2018, the Qingjiangpu District People's Court made an order that payment be made by Huai'an Hongjin to Jiangsu Tiancheng in respect of the outstanding construction payment in the sum of RMB10,754,152.17 together with interest.
- On 20 June 2018, Huai'an Hongjin appealed to Huai'an Intermediate People's Court. The case is now being heard at Huai'an Intermediate People's Court.

19. 訴訟 (續)

(H) 欽州宏進農副產品批發市場有限公司向廣西正地建設發展有限公司發出令狀 (續)

- 於二零一六年四月十三日，欽州宏進向廣西正地就其延遲完成欽州一個農產品交易市場的建設工程發出令狀。欽州宏進向廣西正地申索賠償金人民幣45,100,000元，該金額根據建築協議以每延遲一天人民幣100,000元之費率計算。令狀已獲欽州法院受理。
- 於二零一九年三月七日，欽州宏進向欽州法院申請撤回其申索。欽州宏進的申請於二零一九年三月七日獲批准。本案現已終結。

(I) 江蘇天成建設集團有限公司向淮安宏進農副產品批發市場有限公司發出之令狀

- 於二零一七年九月五日，淮安宏進農副產品批發市場有限公司(「淮安宏進」)收到江蘇天成建設集團有限公司(「江蘇天成」)發出之令狀，索償金額約人民幣19,845,300元，即未支付建築款項連同利息。
- 於二零一八年六月六日，清江浦區人民法院作出一審判決，下令淮安宏進向江蘇天成支付未支付建築款項人民幣10,754,152.17元連同利息。
- 於二零一八年六月二十日，淮安宏進向淮安市中級人民法院上訴。本案現於淮安市中級人民法院審理。

19. Litigation (Continued)

(I) Writ issued by Jiangsu Tiancheng Construction Group Company Limited against Huai'an Hongjin Agricultural and By-Product Exchange Market Company Limited (Continued)

4. On 21 September 2018, the Huai'an Intermediate People's Court handed down the final judgment: dismissed Huai'an Hongjin's appeal and the court side with the judgment at the first instance.
5. On 20 January 2019, Huai'an Hongjin paid Jiangsu Tiancheng the first construction payment in the sum of RMB3,921,716.
6. On 5 March 2019, Huai'an Hongjin and Jiangsu Tiancheng entered into a settlement agreement, which provided that Huai'an Hongjin should pay Jiangsu Tiancheng construction payment in the sum of RMB11,959,000.
7. On 8 March 2019, Huai'an Hongjin paid Jiangsu Tiancheng the second construction payment in the sum of RMB8,037,360.51. Thus far Huai'an Hongjin has already settled the outstanding construction payment with Jiangsu Tiancheng in its entirety pursuant to the terms of the settlement agreement.
8. The case has now come to an end.

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

1. On 3 April 2017, Luoyang Hongjin Agricultural and By-Product Exchange Market Company Limited ("Luoyang Hongjin") issued writ against Mr. Cui Zhanjun ("Mr. Cui") seeking an order from the Laocheng District People's Court ("Laocheng Court") for return of security deposit in relation to the construction works in the sum of RMB2,721,500 with interests by Mr. Cui.

19. 訴訟 (續)

(I) 江蘇天成建設集團有限公司向淮安宏進農副產品批發市場有限公司發出之令狀 (續)

4. 於二零一八年九月二十一日，淮安市中級人民法院作出終審判決：駁回淮安宏進之上訴，維持一審判決。
5. 於二零一九年一月二十日，淮安宏進向江蘇天成支付第一筆建築款項人民幣3,921,716元。
6. 於二零一九年三月五日，淮安宏進與江蘇天成簽訂和解協議，確認淮安宏進須向江蘇天成支付建築款項人民幣11,959,000元。
7. 於二零一九年三月八日，淮安宏進向江蘇天成支付第二筆建築款項人民幣8,037,360.51元。至此，淮安宏進已按照和解協議規定，把應付的建築款項向江蘇天成支付完畢。
8. 本案現已終結。

(J) 洛陽宏進農副產品批發市場有限公司向崔棧軍先生發出之令狀

1. 於二零一七年四月三日，洛陽宏進農副產品批發市場有限公司(「洛陽宏進」)向崔棧軍先生(「崔先生」)發出令狀，尋求老城區人民法院(「老城法院」)頒令崔先生須退回有關建設成本的保證金人民幣2,721,500元及利息。

19. Litigation (Continued)

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

2. Upon mediation between the parties, the Laocheng Court made an mediation order that (1) Mr. Cui shall pay RMB2,721,500 to Luoyang Hongjin by 31 December 2017 and (2) in the event of default by Mr. Cui, interest shall accrue on the said sum of RMB2,721,500 at the benchmark interest rate of the People's Bank of China.
3. By 31 December 2017, Mr. Cui had failed to pay the sum of RMB2,721,500 to Luoyang Hongjin. Luoyang Hongjin applied to the Laocheng Court for enforcement action against Mr. Cui. As at the date of this Report, the enforcement action is still ongoing.

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

1. In or around August 2016, Mr. Cui issued writ against Luoyang Hongjin and Nanchang City Construction Engineering Group Company Limited ("**Nanchang Construction**"), seeking an order from the Laocheng Court that (1) Luoyang Hongjin shall pay RMB2,809,115.12 as the construction costs for the additional area with interests; (2) Nanchang Construction shall return the tax allowance of RMB980,000 with interests; and (3) the defendants shall be jointly liable for the costs of the proceedings.
2. In the course of the proceedings, Mr. Cui amended his claims to (1) Luoyang Hongjin shall pay RMB2,394,216.62 as construction costs for the additional area with interests; and (2) Luoyang Hongjin shall return the security deposit of RMB2,418,725 with interests ("**Amended Claims**").

19. 訴訟 (續)

(J) 洛陽宏進農副產品批發市場有限公司向崔棧軍先生發出之令狀 (續)

2. 經雙方調解，老城法院頒布調解令：(1) 崔先生須於二零一七年十二月三十一日前向洛陽宏進支付人民幣2,721,500元及(2) 倘崔先生未能履行，上述人民幣2,721,500元的金額須按中國人民銀行的基準利率計息。
3. 截至二零一七年十二月三十一日，崔先生未能向洛陽宏進支付人民幣2,721,500元，洛陽宏進向老城法院申請對崔先生進行強制執行。於本報告日期，強制執行行動仍在進行。

(K) 崔棧軍先生向洛陽宏進及南昌市建築工程集團有限公司發出的令狀

1. 於二零一六年八月或前後，崔先生向洛陽宏進及南昌市建築工程集團有限公司(「**南昌建築**」)發出令狀，尋求老城法院頒令(1)洛陽宏進須支付增加面積的建設成本人民幣2,809,115.12元及利息；(2)南昌建築須退回多扣除的稅金款項人民幣980,000元及利息；及(3)被告須共同負責承擔訴訟費用。
2. 在訴訟過程中，崔先生將其申索修改為(1)洛陽宏進須支付增加面積的建設成本人民幣2,394,216.62元及利息；及(2)洛陽宏進須退回保證金人民幣2,418,725元及利息(「**經修訂申索**」)。

19. Litigation (Continued)

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

- On 18 December 2017, the Laocheng Court ruled in favour of Mr. Cui and made an order in terms of the Amended Claims.
- On 7 January 2018, Luoyang Hongjin appealed to Luoyang Intermediate People's Court. As at the date of this report, the appeal is still ongoing.

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

- On 9 November 2018, Jiangsu Shenglong Zhengtai Trade and Commercial Development Co., Ltd ("Jiangsu Shenglong") issued writ against Huai'an Mingyuan Agricultural Development Company Ltd ("Huai'an Mingyuan") and Mr. Wang Yong Gang ("Mr. Wang"), seeking an order from the Nanjing Xuanwu District People's Court, inter alia, that (1) the Business Cooperation Agreement and Supplemental Business Cooperation Agreement signed by the parties shall be terminated; (2) Huai'an Mingyuan shall pay Jiangsu Shenglong RMB30,000,000 as compensation for breach of the Business Cooperation Agreement; (3) Huai'an Mingyuan shall pay Jiangsu Shenglong RMB2,029,250 and RMB5,795,000 as compensation for breaches of the Supplemental Business Cooperation Agreement; (4) Mr. Wang shall be held responsible for Huai'an Mingyuan's aforementioned compensations to Jiangsu Shenglong; and (5) the Defendants shall be jointly liable for the costs of the proceedings and the legal fees of the Plaintiff.

19. 訴訟 (續)

(K) 崔棧軍先生向洛陽宏進及南昌市建築工程集團有限公司發出的令狀 (續)

- 於二零一七年十二月十八日，老城法院裁定崔先生勝訴，並就經修訂申索頒佈命令。
- 於二零一八年一月七日，洛陽宏進向洛陽市中級人民法院上訴。於本報告日期，上訴依然持續進行。

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

- 於二零一八年十一月九日，江蘇盛隆正泰商貿發展有限公司(「江蘇盛隆」)向淮安市明遠農業發展有限公司(「淮安明遠」)及王永鋼先生(「王先生」)發出令狀，尋求南京玄武區人民法院頒令(其中包括)(1)各方簽訂之業務合作協議及補充業務合作協議將予終止；(2)淮安明遠須向江蘇盛隆支付人民幣30,000,000元，作為違反業務合作協議之賠償；(3)淮安明遠須向江蘇盛隆支付人民幣2,029,250元及人民幣5,795,000元作為違反補充業務合作協議之賠償；(4)王先生應對淮安明遠上述對江蘇盛隆之賠償負責；及(5)被告人須共同負責承擔訴訟費用及原告的律師費。

19. Litigation (Continued)

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

2. On 16 December 2018, Huai'an Mingyuan issued counterclaim against Jiangsu Shenglong, seeking an order from Nanjing Xuanwu District People's Court, inter alia, that (1) the Termination of Cooperation Notice issued by Jiangsu Shenglong dated 17 September 2018 does not have any force against Huai'an Mingyuan; and (2) Jiangsu Shenglong shall be liable for the legal fees of Huai'an Mingyuan.

3. As at the date of this report, the case is still ongoing.

Save as disclosed above, as at 30 June 2019, so far as the Directors were aware, (i) the Group was not engaged in any litigation or claims of material importance, and (ii) no litigation or claims of material importance is pending or threatened against the Group.

20. Material Related Party Transactions

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

19. 訴訟 (續)

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

2. 於二零一八年十二月十六日，淮安明遠向江蘇盛隆發出民事反訴狀，尋求南京玄武區人民法院頒令，其中包括(1)江蘇盛隆所發出的日期為二零一八年九月十七日的終止合作經營通知對淮安明遠不產生效力；及(2)江蘇盛隆須負責承擔淮安明遠的律師費。

3. 於本報告日期，訴訟仍在進行。

除上文披露者外，於二零一九年六月三十日，就董事所知，(i)本集團並無涉及任何重大訴訟或重大索償，及(ii)本集團並無尚未了結或面臨重大訴訟或重大索償的威脅。

20. 重大關連人士交易

除中期財務報表另有披露者外，本集團已訂立以下重大關連人士交易：

20. Material Related Party Transactions

(Continued)

(a) Transactions with key management personnel

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

		For the six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term employee benefits	短期僱員福利	6,652	5,497
Post-employment benefits	離職後福利	53	67
		6,705	5,564

(b) Finance cost

During the period ended 30 June 2019, the Group paid a bond interest expenses to a wholly-owned subsidiary of Easy One Financial Group Limited at the amount of approximately HK\$5,618,000 (six months ended 30 June 2018: approximately HK\$5,412,000).

20. 重大關連人士交易 (續)

(a) 與主要管理人員的交易

本集團主要管理人員之酬金包括支付予本公司董事及最高薪酬僱員之金額。

(b) 融資成本

於截至二零一九年六月三十日止期間，本集團向易易壹金融集團有限公司之一間全資附屬公司支付債券利息費用金額約5,618,000港元(截至二零一八年六月三十日止六個月：約5,412,000港元)。

21. Comparative Figures

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

21. 比較數字

若干比較數字已重新分類，以符合本期間的呈列。

22. Financial Guarantee

As at 30 June 2019, a wholly-owned subsidiary of the Company provided guarantees of approximately HK\$204,000 to our customers in favour of a bank for the loans provided by the bank to the customers of our project (31 December 2018: approximately HK\$204,000).

22. 財務擔保

於二零一九年六月三十日，本公司一間全資附屬公司就一間銀行向我們項目客戶提供的貸款而向我們的客戶提供擔保約204,000港元(二零一八年十二月三十一日：約204,000港元)。

23. Approval of Interim Financial Statements

The Interim Financial Statements were approved and authorised to issue by the Board on 27 August 2019.

23. 中期財務報表之批准

中期財務報表於二零一九年八月二十七日獲董事會批准及授權刊發。



中國農產品交易

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