



# 中國農產品交易

CHINA AGRI-PRODUCTS EXCHANGE

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股票代號: 0149

INTERIM REPORT

# 2021

中期報告



Dedicated to developing Agriculture  
Sincere in serving Agriculture

以誠強農 以信惠農

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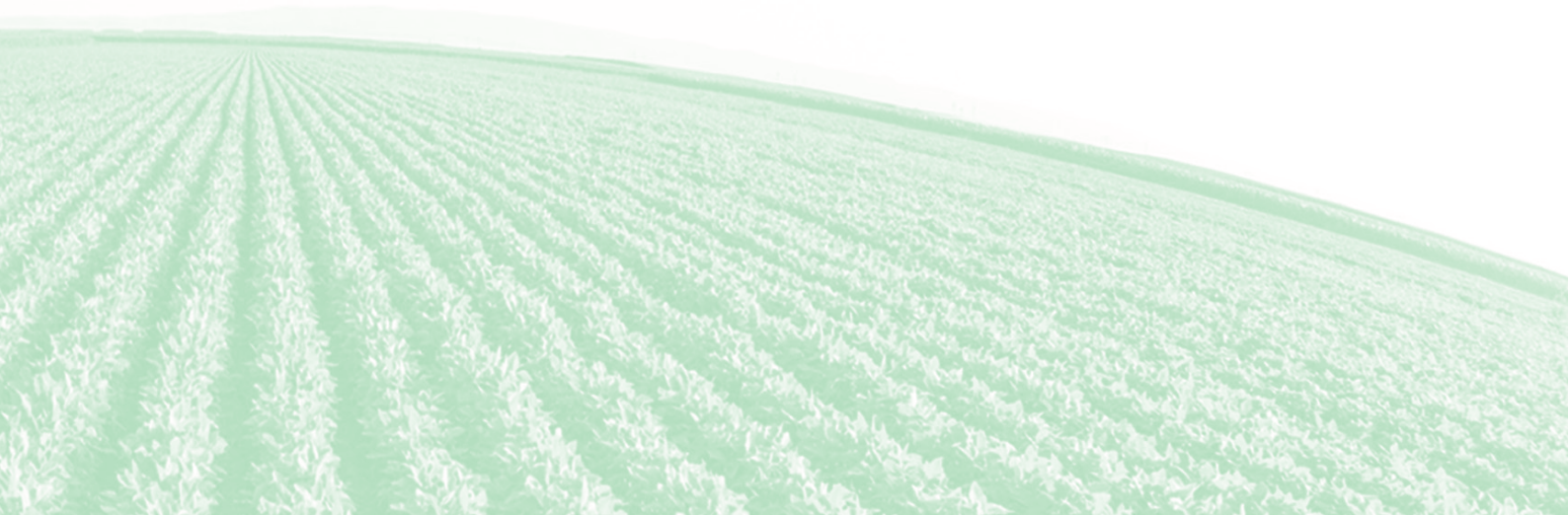
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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Mr. Leung Sui Wah, Raymond

*Chief Executive Officer*

Mr. Yau Yuk Shing

##### Non-executive Director

Mr. Tang Ching Ho, *GBS, JP, Chairman*

##### 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

#### NOMINATION COMMITTEE

Mr. Lau King Lung, *Chairman*

Mr. Ng Yat Cheung, *JP*

Mr. Wong Ping Yuen

Mr. Leung Sui Wah, Raymond

#### EXECUTIVE COMMITTEE

Mr. Leung Sui Wah, Raymond, *Chairman*

Mr. Yau Yuk Shing

#### AUTHORISED REPRESENTATIVES

Mr. Tang Ching Ho, *GBS, JP*

Mr. Leung Sui Wah, Raymond

#### COMPANY SECRETARY

Mr. Leung Sui Wah, Raymond

#### 董事會

##### 執行董事

梁瑞華先生

*行政總裁*

游育城先生

##### 非執行董事

鄧清河先生, *GBS, 太平紳士, 主席*

##### 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

#### 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

梁瑞華先生

#### 執行委員會

梁瑞華先生, *主席*

游育城先生

#### 授權代表

鄧清河先生, *GBS, 太平紳士*

梁瑞華先生

#### 公司秘書

梁瑞華先生

## PRINCIPAL BANKERS

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

## LEGAL ADVISERS

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

## AUDITORS

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

## PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

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

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

## 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  
執業會計師

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## 總辦事處及香港主要營業地點

香港  
九龍  
九龍灣  
宏光道39號  
宏天廣場32樓3202室

## 股份過戶登記總處

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

## 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心54樓

CORPORATE INFORMATION  
公司資料

**LISTING INFORMATION**

**Shares Listing**

The Stock Exchange of Hong Kong Limited  
Stock Code: 0149

**Notes Listing**

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

**HOME PAGE**

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

**上市資料**

**股份上市**

香港聯合交易所有限公司  
股份代號：0149

**票據上市**

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

**網址**

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

## INTERIM DIVIDEND 中期股息

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Agri-Products Exchange Limited (the “**Company**” together with its subsidiaries, collectively the “**Group**”) has resolved not to declare any payment of interim dividend for the six months ended 30 September 2021 (the “**Period**”) (for the six months ended 30 September 2020 (“**2020 Corresponding Period**”): Nil).

中國農產品交易所有限公司（「**本公司**」）連同其附屬公司，統稱「**本集團**」董事（「**董事**」）會（「**董事會**」）已決議不派付截至二零二一年九月三十日止六個月（「**本期間**」）之中期股息（截至二零二零年九月三十日止六個月（「**二零二零對應期間**」）：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\$412 million, representing an increase of approximately HK\$120 million or approximately 41% from approximately HK\$292 million for the six months period ended 30 September 2020 as both the revenue from property sales and the revenue from agricultural produce exchange market operations were higher than that of the 2020 Corresponding Period. 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412,000,000港元，較截至二零二零年九月三十日止六個月約292,000,000港元增加約120,000,000港元或約41%，此乃由於物業銷售收益及經營農產品交易所市場收益均高於二零二零對應期間。本集團之主要財務表現概述如下：

	For the six months ended 30 September 2021 截至二零二一年 九月三十日止六個月				For the six months ended 30 September 2020 截至二零二零年 九月三十日止六個月		
	Agricultural Produce Exchange Market Operations 經營農產品 交易市場	Property Sales 物業銷售	Total		Agricultural Produce Exchange Market Operations 經營農產品 交易市場	Property Sales 物業銷售	Total
HK\$ million and approximate % 百萬港元及概約百分比							
Turnover	營業額	221	191	412	183	109	292
Gross Profit	毛利	160	68	228	126	25	151
Segment Result	分部業績	108	50	158	72	21	93
Gross Profit to Turnover	毛利佔營業額之百分比	72%	36%	55%	69%	23%	52%
Segment Result to Turnover	分部業績佔營業額之百分比	49%	26%	38%	39%	19%	32%

During the Period, the Group recorded a gross profit and a segment result of approximately HK\$228 million and approximately HK\$158 million, respectively (for the six months ended 30 September 2020: approximately HK\$151 million and approximately HK\$93 million, respectively), representing an increase of approximately 51% and approximately 70%, respectively, as compared to the 2020 Corresponding Period. The reduction of the COVID-19 transmission helped the Group's sales and market operation restore to the normal level during the Period.

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

The Group recorded general and administrative expenses of approximately HK\$75 million during the Period (for the six months ended 30 September 2020: approximately HK\$79 million). The decrease was mainly due to the implementation of cost saving policies during the Period. Selling expenses were approximately HK\$23 million in the Period (for the six months ended 30 September 2020: approximately HK\$15 million), the increase was due to the increase in property sales recognition. Finance costs were approximately HK\$66 million in the Period (for the six months ended 30 September 2020: approximately HK\$82 million) and such decrease was mainly due to the repayment of interest-bearing debts.

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

The net gain in fair value of investment properties was approximately HK\$4 million (for the six months ended 30 September 2020: net gain of approximately HK\$39 million). Such gain was mainly due to the improvement of income derived from Luoyang Hongjin Agricultural and By-Product Exchange Market ("Luoyang Market") and Kaifeng Hongjin Agricultural and By-Product Exchange Market ("Kaifeng Market"). No stock of properties was impaired during the Period (stock of properties value of approximately HK\$2 million was impaired during the six months ended 30 September 2020). 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.

### Loss in Fair Value of Derivative Financial Instruments

During the Period, net loss in fair value of derivative financial instruments was approximately HK\$59,000 (for the six months ended 30 September 2020: net loss of approximately HK\$308,000) due to the closer to the maturity date.

於本期間，本集團錄得毛利及分部業績分別約 228,000,000 港元及約 158,000,000 港元 (截至二零二零年九月三十日止六個月：分別約 151,000,000 港元及約 93,000,000 港元)，較二零二零對應期間分別增加約 51% 及約 70%，新冠肺炎疫情影响於本期間減少傳播有助本集團的銷售及市場營運恢復正常水平。

### 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 75,000,000 港元 (截至二零二零年九月三十日止六個月：約 79,000,000 港元)。該減幅主要因為於本期間內實施成本控制政策。於本期間，銷售開支約 23,000,000 港元 (截至二零二零年九月三十日止六個月：約 15,000,000 港元)，增加乃由於確認的物業銷售增加所致。本期間融資成本約 66,000,000 港元 (截至二零二零年九月三十日止六個月：約 82,000,000 港元)，該減少主要由於償還計息債項所致。

### 投資物業公平值淨收益及物業存貨撇減

投資物業公平值之淨收益約 4,000,000 港元 (截至二零二零年九月三十日止六個月：淨收益約 39,000,000 港元)。該收益主要由於洛陽宏進農副產品交易市場 (「洛陽市場」) 及開封宏進農副產品交易市場 (「開封市場」) 收入改善所致。於本期間內，並無物業存貨價值減值 (截至二零二零年九月三十日止六個月，物業存貨價值減值約為 2,000,000 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。

### 衍生金融工具之公平值虧損

於本期間，衍生金融工具之公平值淨虧損約 59,000 港元 (截至二零二零年九月三十日止六個月：淨虧損約 308,000 港元)，此乃由於靠近到期日所致。

### Profit Attributable to Owners of the Company

The profit attributable to owners of the Company for the Period was approximately HK\$18 million as compared with the loss attributable to owners of the Company of approximately HK\$23 million in the 2020 Corresponding Period. The Group recorded profit from operations before fair value change of investment properties and impairment of approximately HK\$138 million and profit from operations of approximately HK\$135 million for the Period (for the six months ended 30 September 2020: approximately HK\$67 million and approximately HK\$105 million, respectively). The profit attributable to owners of the Company was mainly due to the increase in revenue from sales of properties and agricultural produce exchange market operation.

## 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 COVID-19 pandemic affected the properties sale performance, and the operating performance of our agricultural by-products exchange markets of the Group.

### Agricultural Produce Exchange Markets

#### Hubei Province

##### Wuhan Baisazhou Market

Located in the provincial capital of Hubei Province, the PRC, Wuhan Baisazhou Agricultural and By-Product Exchange Market ("Wuhan Baisazhou Market") is one of the largest agricultural produce exchange 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 2021, it was awarded top 10 of agricultural produce exchange markets by the China Agricultural Wholesale Market Association. The award recognises the effort and contribution of the Group in the agricultural market and it acknowledges the expertise of the Group as an agricultural produce exchange market operator in the PRC. Rental income from properties letting is the major income generated from Wuhan Baisazhou Market.

##### 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 Province and is around 100 kilometres away from Wuhan Baisazhou Market. Huangshi Market, as a second-tier agricultural produce exchange market, created synergy with Wuhan Baisazhou Market to boost vegetables and by-products trading. During the Period, the performance of Huangshi Market had resumed to its full operation.

### 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18,000,000港元，而二零二零對應期間則為本公司擁有人應佔虧損約23,000,000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138,000,000港元及經營溢利約135,000,000港元（截至二零二零年九月三十日止六個月：分別為約67,000,000港元及約105,000,000港元）。本公司擁有人應佔溢利主要由於物業銷售及經營農產品交易市場收益增加所致。

## 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。新冠肺炎疫情影響本集團物業銷售表現及農副產品交易市場之營運表現。

### 農產品交易市場

#### 湖北省

##### 武漢白沙洲市場

武漢白沙洲農副產品交易市場（「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。於二零二一年，其榮獲全國城市農貿中心聯合會評為「中國農產品十佳市場」。該獎項肯定本集團於農產品市場的努力及貢獻，並認可本集團作為中國農產品交易市場營運商的專業知識。出租物業之租金收入為武漢白沙洲市場產生之主要收入。

##### 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，促進蔬菜及農副產品交易。於本期間，黃石市場表現已恢復全面營運。



### 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. Suizhou Market occupies approximately 240,000 square metres. Phase one of Suizhou Market focused on vegetables and fruits transactions. The Group has pursued asset light business model by taking up the contract management rights to operate this new market in Hubei Province. The COVID-19 pandemic had moderately affected the performance of the market. During the Period, the operating performance of Suizhou Market was satisfactory.

### Henan Province

#### Luoyang Market

Luoyang Market is the flagship project of the Group in Henan Province, the PRC, with a site area and a gross floor area of approximately 255,000 square metres and approximately 223,000 square metres, respectively. During the Period, the COVID-19 pandemic slowed down the properties sale activities of Luoyang Market. As the outbreak of the COVID-19 pandemic was gradually brought under control, the operation of Luoyang Market had returned to normal. The market performance was satisfactory and contributed a positive cash flow to the Group.

#### Puyang Market

Puyang Hongjin Agricultural and By-Product Exchange Market (“**Puyang Market**”) was one of our joint venture projects in cooperation with a local partner in Henan Province, the PRC. During the Period, the operating performance of Puyang Market was satisfactory.

#### 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. The performance of Kaifeng Market had improved 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. As an energetic agricultural produce exchange market with continuously remarkable performance, Yulin Market has become one of the key agricultural produce exchange markets in Guangxi Region. Sale of properties is the major income generated from Yulin Market. The performance of Yulin Market was satisfactory during the Period.

### 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。隨州市場佔地約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。新冠肺炎疫情輕微影響了市場表現。於本期間，隨州市場的經營表現令人滿意。

### 河南省

#### 洛陽市場

洛陽市場為本集團於中國河南省之旗艦項目，其佔地面積及建築面積分別為約255,000平方米及約223,000平方米。於本期間，新冠肺炎疫情令洛陽市場的物業銷售活動放緩。隨著新冠肺炎疫情逐漸受控，洛陽市場的營運已恢復正常。市場表現令人滿意，並為本集團帶來正現金流量。

#### 濮陽市場

濮陽宏進農副產品交易市場（「**濮陽市場**」）是我們與中國河南省地方夥伴合作發展的合營項目之一。於本期間，濮陽市場的營運表現令人滿意。

#### 開封市場

開封宏進農副產品交易市場（「**開封市場**」）之總建築面積約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。開封市場表現逐漸有所改善。

### 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。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。物業銷售為玉林市場產生之主要收入。於本期間，玉林市場的表現理想。

### Qinzhou Market

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

### Jiangsu Province

#### Xuzhou Market

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

#### Huai'an Market

Huai'an Hongjin Agricultural and By-Product Exchange Market (“**Huai'an Market**”) occupies approximately 100,000 square metres and is located in Huai'an City of Jiangsu Province, the PRC. Phase one of Huai'an Market has begun its operation since 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 had a legal dispute in respect of Huai'an Market with the joint venture partner, the details of which are disclosed in note 20 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 investment of the Group in Liaoning Province, the PRC. Panjin Market focused on the trading of river crabs. It is expected that the performance of Panjin Market will remain steady.

### E-commerce Development

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

### 欽州市場

欽州宏進農副產品交易市場(「**欽州市場**」)之總建築面積約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。

### 江蘇省

#### 徐州市場

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

#### 淮安市場

淮安宏進農副產品交易市場(「**淮安市場**」)佔地約100,000平方米，位於中國江蘇省淮安市。淮安市場一期已自二零一五年十月起投入營運，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，本公司就淮安市場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20披露。

### 遼寧省

#### 盤錦市場

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

### 電子商務發展

儘管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。

### 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 of management, thus the Group has formulated policies and procedures to regulate the use of internet, physically safeguard of system power supply and regularly update of internet protection system and firewall to separate the intranet of the Group from outside network. Designated professionals are responsible for the day-to-day monitoring on any abnormal network activities.

### Data Fraud or Theft Risk

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

### Environmental and Social Risk

Due to the nature of the business, the Group will face a moderate environmental risk in case there in severe and permanent climate change across the PRC. Such risk may have an adverse impact on agricultural production and affect the turnover of the Group in market operation and property sales.

### Outbreak of COVID-19 Pandemic

During the outbreak of COVID-19 pandemic, the PRC government has imposed various restrictive measures to contain the rapid spread of COVID-19 pandemic across the country, including limitation on mobility of people and vehicles and further control on the hygienic condition of public markets. These measures slowed down the market trading activities and hence a reduction on relevant commission income. However, as the pandemic subsided during the Period, the sales and the market operation have restored to a normal level.

### 網絡風險及安全

隨著電腦系統及互聯網網絡在我們的營運中發揮重要作用，本集團已指派專業人士監控及評估潛在的網絡風險。硬件及軟件均跟從適當的公司政策。潛在的網絡風險及網絡安全是管理層關注的主要問題之一，因此本集團已制定政策及程序來規範互聯網的使用、系統供電的實質維護、定期更新互聯網保安系統及防火牆，以將本集團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，本集團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，並影響本集團市場營運及物業銷售的營業額。

### 爆發新冠肺炎疫情

於爆發新冠肺炎疫情期間，中國政府已採取各種限制措施以控制新冠肺炎疫情迅速傳播，包括限制人員及車輛流動，以及加強公共市場之衛生管制。該等措施令市場交易活動放緩，導致相關佣金收入減少。然而，由於疫情於本期間緩和，銷售及市場營運已恢復正常水平。

## LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2021, the Group had total cash and cash equivalents amounting to approximately HK\$442 million (31 March 2021: approximately HK\$425 million) whilst total assets and net assets were approximately HK\$5,652 million (31 March 2021: approximately HK\$5,584 million) and approximately HK\$2,295 million (31 March 2021: approximately HK\$2,206 million), respectively. The Group's gearing ratio as at 30 September 2021 was approximately 0.5 (31 March 2021: approximately 0.4), being a ratio of total bank and other borrowings, bonds and convertible bonds of approximately HK\$1,548 million (31 March 2021: approximately HK\$1,371 million), net of cash and cash equivalents of approximately HK\$442 million and pledged bank deposits of approximately HK\$30 million (31 March 2021: Nil) (31 March 2021: net of cash and cash equivalents of approximately HK\$425 million) to shareholders' funds of approximately HK\$2,295 million (31 March 2021: approximately HK\$2,206 million).

As at 30 September 2021, the ratio of total interest-bearing debts of approximately HK\$1,548 million (31 March 2021: approximately HK\$1,371 million) to total assets of approximately HK\$5,652 million (31 March 2021: approximately HK\$5,584 million) was approximately 27% (31 March 2021: approximately 25%).

## CONVERTIBLE NOTES

On 19 October 2016, the Company issued the 7.5% denominated convertible notes with the aggregate principal amount of HK\$500 million which was mature on 18 October 2021 (the "Convertible Notes"), which entitle the holders to convert into the ordinary shares of the Company (the "Shares") at a conversion price of HK\$0.4 per Share. On 9 December 2020, the Company partially redeemed the Convertible Notes in the principal amount of HK\$130 million. During the Period, no Convertible Note was converted into Shares by the holders of the Convertible Notes. As at 30 September 2021, the Convertible Notes with the outstanding principal amount of HK\$134.8 million was in issue. On 18 October 2021, the Company fully redeemed the remaining principal amount of HK\$134.8 million.

## 流動資金及財務資源

於二零二一年九月三十日，本集團之現金及現金等額總額約442,000,000港元(二零二一年三月三十一日：約425,000,000港元)，而總資產及資產淨值分別約5,652,000,000港元(二零二一年三月三十一日：約5,584,000,000港元)及約2,295,000,000港元(二零二一年三月三十一日：約2,206,000,000港元)。於二零二一年九月三十日，本集團之資產負債比率約0.5(二零二一年三月三十一日：約0.4)，即銀行及其他借貸、債券以及可換股債券總額約1,548,000,000港元(二零二一年三月三十一日：約1,371,000,000港元)，扣除現金及現金等額約442,000,000港元(二零二一年三月三十一日：扣除現金及現金等額約425,000,000港元)及已抵押銀行存款約30,000,000港元(二零二一年三月三十一日：無)後，再除以股東資金約2,295,000,000港元(二零二一年三月三十一日：約2,206,000,000港元)。

於二零二一年九月三十日，計息債務總額約1,548,000,000港元(二零二一年三月三十一日：約1,371,000,000港元)與總資產約5,652,000,000港元(二零二一年三月三十一日：約5,584,000,000港元)之比率為約27%(二零二一年三月三十一日：約25%)。

## 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港元及已於二零二一年十月十八日到期之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io公司普通股(「股份」)。於二零二零年十二月九日，本公司已部分贖回本金額為130,000,000港元之可換股票據。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。於二零二一年九月三十日，已發行未償還本金額為134,800,000港元之可換股票據。於二零二一年十月十八日，本公司已悉數贖回餘下本金額134,800,000港元。

## LISTED NOTES DUE IN 2024 (THE “LISTED NOTES”)

In May 2014, the Company established a HK\$1 billion 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 September 2021, the Listed Notes in the principal amount of HK\$290 million remained outstanding.

## CAPITAL COMMITMENTS, PLEDGES AND CONTINGENT LIABILITIES

As at 30 September 2021, outstanding capital commitments, contracted but not provided for, amounted to approximately HK\$267 million (31 March 2021: approximately HK\$241 million) in relation to the purchase of property, plant and equipment, construction contracts and operating lease agreements. As at 30 September 2021, the Group does not have contingent liabilities in relation to the guarantees provided by wholly-owned subsidiaries of the Company to our customers in favor of a bank for the loans provided by the bank to the customers of our projects (31 March 2021: approximately HK\$27,000).

As at 30 September 2021, certain investment properties, stock of properties and bank deposits with carrying amount of approximately HK\$1,746 million (31 March 2021: approximately HK\$1,405 million for investment properties and stock of 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 September 2021. 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 had been considering, from time to time, alternative risk hedging tools to mitigate Renminbi currency exchange risk.

## 二零二四年到期的上市票據（「上市票據」）

於二零一四年五月，本公司設立10億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）。於二零二一年九月三十日，本金金額為290,000,000港元的上市票據仍未償還。

## 資本承擔、抵押及或然負債

於二零二一年九月三十日，尚未履行之資本承擔（已訂約但未撥備）約267,000,000港元（二零二一年三月三十一日：約241,000,000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。於二零二一年九月三十日，本集團並無擁有或然負債，乃關於本公司的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（二零二一年三月三十一日：約27,000港元）。

於二零二一年九月三十日，本集團已抵押賬面值約1,746,000,000港元之若干投資物業、物業存貨及銀行存款（二零二一年三月三十一日：約1,405,000,000港元之投資物業及物業存貨），為若干銀行借款作擔保。

於二零二一年九月三十日，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 September 2021 and 31 March 2021, interest-bearing debts of the Group were analysed as follows:

## 債務狀況及財務規劃

於二零二一年九月三十日及二零二一年三月三十一日，本集團的計息債務分析如下：

		As at 30 September 2021		As at 31 March 2021	
		於二零二一年九月三十日		於二零二一年三月三十一日	
		Approximate Carrying amount	Approximate effective interest rate	Approximate Carrying amount	Approximate effective interest rate
		HK\$ million	(per annum)	HK\$ million	(per annum)
		賬面值	概約實際利率	賬面值	概約實際利率
		百萬港元	(每年)	百萬港元	(每年)
Bonds Issuance	債券發行	206	12%	196	12%
Convertible Notes	可換股票據	134	12%	131	12%
Financial Institution Borrowings	金融機構借貸	618	6%	444	6%
Non-financial Institution Borrowings	非金融機構借貸	590	10%	600	10%
Total	總計	1,548		1,371	

Note:

Save for 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.

As at 30 September 2021, the bonds issued by the Company will mature in September 2024; the Convertible Notes have matured and been fully repaid in October 2021; the financial institution borrowings of the Company will mature during the period from October 2021 to May 2029 and the non-financial institution borrowings of the Company will mature in September 2022.

## TREASURY POLICY

The Group's treasury policy includes diversification of funding sources. Internally generated cash flow and interest-bearing bank/non-financial institution loans were the general sources of fund to finance the operation of the Group during the Period. The Group regularly reviews its major funding positions so as 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 from time to time considers various types of equity and debt financing alternative, including but not limited to placement of new shares, rights issue of new shares, financial institution borrowings, non-financial institution borrowings, bonds issuance, convertible notes issuance, other debt financial instruments issuance, disposal of investment properties and sales of stock properties.

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。

於二零二一年九月三十日，本公司發行之債券將於二零二四年九月到期；可換股票據已於二零二一年十月到期並悉數償還；本公司金融機構借貸將於二零二一年十月至二零二九年五月期間到期及本公司非金融機構借貸將於二零二二年九月到期。

## 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銀行／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、發行可換股票據、發行其他債務金融工具、出售投資物業及銷售物業存貨。

## 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 September 2021. The fair value was arrived at based on the valuations carried out by an independent firm of qualified professional valuers. The professional valuers are professional members of The Hong Kong Institute of Surveyors with experience in the location of the properties being valued. The valuations are confirmed to be in accordance with HKIS Valuation Standards 2020, which incorporates the International Valuation Standards (IVS). The professional valuers valued the completed properties on the basis of capitalisation of the net income derived from the properties rental and made reference to the asking or transaction price of market comparable. For vacant site and inventory portions of the properties, Direct Comparison Method is adopted based on the principle of substitution, where comparison is made based on prices realised on actual sales and/or asking prices of comparable properties. Comparable properties of similar size, scale, nature, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of market value.

The material valuation methods of investment properties valuation have been reviewed by the Audit Committee and the Board.

## SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

On 18 June 2021, Century Choice Limited (“**Century Choice**”), a wholly-owned subsidiary of the Company and a substantial shareholder (the “**PRC Shareholder**”) of 玉林宏進農副產品批發市場有限公司 (Yulin Hongjin Agricultural By-products Wholesale Marketplace Limited (“**Yulin Hongjin**”)) entered into an agreement in relation to the reduction of registered capital contribution of Century Choice in Yulin Hongjin. Pursuant to the agreement, the PRC Shareholder waived its entitlement to the dividend declared by Yulin Hongjin for the financial year ended 31 December 2020 in the amount of approximately RMB40.95 million and directed the same to be paid to Century Choice, and the amount of registered capital contribution by Century Choice in Yulin Hongjin was reduced by an amount equal to approximately RMB41.9 million. As a result of such reduction of registered capital contribution, the CAP Group’s equity interest in Yulin Hongjin was decreased from 65% to 51%. Details of the capital reduction were disclosed in the joint announcement of, inter alia, the Company dated 18 June 2021. As at 30 September 2021, the Group did not have a concrete plan for material investments or capital assets nor acquisition or disposal of subsidiaries.

## 投資物業的重大估值方法及審核委員會的審閱

於二零二一年九月三十日，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二零二零年估值準則（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已落成物業進行估值。就空置土地及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。

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。

## 所持重大投資、重大收購及出售附屬公司以及重大投資或資本資產的未來計劃

於二零二一年六月十八日，龍群有限公司（「**龍群**」，本公司的全資附屬公司）與玉林宏進農副產品批發市場有限公司（「**玉林宏進**」）的一名主要股東（「**中國股東**」）訂立有關龍群減持其於玉林宏進之註冊資本注資的協議。根據該協議，中國股東放棄其享有玉林宏進於截至二零二零年十二月三十一日止財政年度宣派股息約人民幣40,950,000元的權利，並指示將金額支付予龍群，而龍群於玉林宏進的註冊資本注資將減少金額相等於約人民幣41,900,000元。由於以上註冊資本注資的減少，中國農產品集團於玉林宏進的股權已由65%減少至51%。有關資本減少的詳情已在（其中包括）本公司日期為二零二一年六月十八日的聯合公佈披露。於二零二一年九月三十日，本集團並無重大投資、資本資產或收購或出售附屬公司的具體計劃。

## RISK FACTORS RELATING TO OUR INDUSTRY AND BUSINESS OPERATIONS

As at 30 September 2021, the Group operated 11 agricultural produce exchange markets across five 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 monitors the exchange rate fluctuation, and prepares effective hedging mechanism to deal with adverse conditions in forex market, if necessary; (2) difficulty in obtaining adequate financing, in both equity and debt financing, to support our agri-products exchange markets that are capital intensive in nature. To manage such risk, the Group regularly reviews the short-term and long-term liquidity level and prepare for the future capital need, 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 the market activities of competitors and formulate effective strategies to preserve our competitive position; (4) maintaining or enhancing the level of occupancy in 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 development, construction, operations and acquisition of agri-products exchange markets. To manage such risk, the Group hires sufficient local staffs with professional qualifications to ensure all processes complying with local rules and regulations; and (6) to effect regulatory changes and amendments relating to agri-products exchange markets which affect operation and development of the Group, in both the national and local levels. To manage such risk, the Group maintains a relatively flat organization structure and a high autonomous level to enable quick response to any changes in different aspects; (7) the rebound of COVID-19 epidemic will adversely affect the markets operation. To manage such risk, the markets continuously carry out various contingency health and hygienic measures for the sake of the health and safety of all of our employees, tenants and visitors.

## 有關我們行業及業務營運的風險因素

於二零二一年九月三十日，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，於本集團財務報告時影響中國資產及負債由人民幣換算為港元，就此，本集團定期監察匯率波動，並制定有效之對沖機制應對外匯市場之不利狀況(如有必要)；(2) 難以獲得足夠融資(包括股權及債務融資)以支持我們資本密集之農產品交易市場。為管理有關風險，本集團定期審閱短期及長期流動資金水平，適時為未來資金需要做好準備；(3) 保持或提升我們於農產品交易市場行業之競爭地位，就此，本集團已指定人員監察競爭對手之市場活動，並制定有效之策略維持我們之競爭地位；(4) 保持或提高我們農產品交易市場之出租率，就此，本集團不時推出各種營銷活動，以挽留現有租戶並吸引新租戶；(5) 取得開發、建設、營運及收購農產品交易市場之所有必要牌照及許可。為管理有關風險，本集團聘用足夠具有專業資格之當地員工，以確保所有過程均符合當地法例及法規；及(6) 作出在國家及地方層面對本集團營運及發展有所影響之有關農產品交易市場之法規變動及修訂。為管理有關風險，本集團維持相對扁平化之組織架構及高度自主性，以確保迅速對各方面之任何變化作出調整；(7) 新冠肺炎疫情反彈將對市場營運造成不利影響。為管理有關風險，為了我們所有員工、租戶及訪客之健康及安全著想，市場持續進行各種應變健康及衛生措施。



## 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, 27 December 2018, 11 March 2020 and 30 March 2021 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 and other related legal proceedings.

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、二零一八年十二月二十七日、二零二零年三月十一日及二零二一年三月三十日之公佈，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」）以及其他相關法律訴訟。

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.

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.

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

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

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

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

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。

On 30 August 2017, the hearing for the appeal against the 31 March Judgment took place. On 24 December 2018, the Company received the judgment of the Beijing High People's Court dated 20 December 2018 (the **"20 December Judgment"**). By the 20 December Judgment, the Beijing High People's Court dismissed the appeal of Ms. Wang and Tian Jiu and upheld the ruling of the Beijing Court as set out in the 31 March Judgment.

On 4 March 2020, the Company noted the judgment of the Supreme Court dated 31 December 2019 (the **"31 December Judgment"**). By the 31 December Judgment, the Supreme Court dismissed the application of Ms. Wang and Tian Jiu for retrial and for dismissal of the 31 March Judgment and the 20 December Judgment.

In other words, the approval issued by MOFCOM in November 2007 in relation to the Contended Agreements shall not be revoked and remain to be in force, and the Company continues to be the legal and beneficial owner of Baisazhou Agricultural under the PRC Laws.

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

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

On 26 May 2017, Ms. Wang and Tian Jiu applied to add a counterclaim for return of the Company's 90% interest in Baisazhou Agricultural (70% for Ms. Wang and 20% for Tian Jiu). On 10 April 2019, in light of the outcome of the legal proceedings against MOFCOM by Ms. Wang and Tian Jiu, the Company applied to the Hubei Court for withdrawal of the Company's claim. On 11 April 2019, the application of the Company was granted by the Hubei Court.

According to the judgment of the Hubei Court dated 23 December 2019 (the **"23 December Judgment"**), the counterclaim made by Ms. Wang and Tian Jiu was dismissed by the Hubei Court.

According to the notice of appeal dated 19 January 2020, Ms. Wang and Tian Jiu appealed against the 23 December Judgment to the Supreme Court and requested for an order from the Supreme Court that (a) the 23 December Judgment be set aside and (b) 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，並維持三月三十一日判決所載北京法院原判。

於二零二零年三月四日，本公司注意到最高法院日期為二零一九年十二月三十一日的判決（「十二月三十一日判決」）。依據十二月三十一日判決，最高法院駁回王女士及天九關於重審及駁回三月三十一日判決及十二月二十日判決的申請。

換言之，商務部於二零零七年十一月就爭議協議發出之批准將不予撤銷並繼續有效，及根據中國法律本公司繼續為白沙洲農副產品的法定及實益擁有人。

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

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

於二零一七年五月二十六日，王女士及天九申請增加反申索，要求取回本公司於白沙洲農副產品之90%權益（王女士佔70%及天九佔20%）。於二零一九年四月十日，鑑於王女士及天九針對商務部的法律訴訟結果，本公司向湖北法院申請撤回本公司的申索。於二零一九年四月十一日，本公司的申請獲得湖北法院批准。

根據湖北法院日期為二零一九年十二月二十三日的判決（「十二月二十三日判決」），湖北法院已駁回王女士及天九提出的反申索。

根據日期為二零二零年一月十九日的行政上訴狀，王女士及天九就十二月二十三日判決向最高法院提出上訴，請求最高法院頒令(a)撤銷十二月二十三日判決及(b)收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 29 March 2021, the Company received the judgment of the Supreme Court dated 29 December 2020 (the “**29 December Judgment**”) stating that the appeal basis of Ms. Wang and Tian Jiu could not be established and was not supported by the Supreme Court. Accordingly, the Supreme Court dismissed the appeal of Ms. Wang and Tian Jiu and upheld the 23 December Judgment. The 29 December Judgment is final.

As advised by the PRC legal advisors of the Company, according to the 23 December Judgment and the 29 December Judgment, the Company continues to be the legal owner of Baisazhou Agricultural.

On or about 24 October 2011, the Company issued a Writ of Summons in the Hong Kong Court of First Instance (the “**HK 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 regarding the acquisition of the interest in Baisazhou Agricultural.

On 18 January 2021, the Court handed down a judgment (“**HK Judgment**”). Pursuant to the HK Judgment, the Court ruled, inter alia, that (i) Ms. Wang and Tian Jiu shall pay to the Company damages in the total sum of RMB510,000,001; (ii) the Company is entitled to set-off an amount of HK\$54,211,000 from the sum due by the Company to Ms. Wang under one of the Instruments (as defined hereinafter); (iii) as the quantum of the award of damages to the Company is greater than the amounts due under the two instruments (the “**Instruments**”) purportedly described as promissory notes issued by the Company to Ms. Wang and Tian Jiu as part of consideration for the SPA, Ms. Wang and Tian Jiu are not allowed to enforce the Instruments against the Company. In the circumstances, the Company is not required to make any payment under the Instruments to Ms. Wang or Tian Jiu.

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

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2021, the Group had 1,125 employees (31 March 2021: 1,151), 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.

於二零二一年三月二十九日，本公司接獲最高法院日期為二零二零年十二月二十九日之判決（「**十二月二十九日判決**」），當中指出王女士及天九的上訴理據不能成立，不獲最高法院支持。因此，最高法院駁回王女士及天九上訴，並維持十二月二十三日判決原判。十二月二十九日判決則為最終裁決。

據本公司中國法律顧問所告知，根據十二月二十三日判決及十二月二十九日判決，本公司繼續為白沙洲農副產品的合法擁有人。

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（「**香港法院**」）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）對有關收購白沙洲農副產品權益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。

於二零二一年一月十八日，法院已作出一項判決（「**香港判決**」）。根據香港判決，法院裁定（其中包括）(i) 王女士及天九須向本公司支付損害賠償總額人民幣 510,000,001 元；(ii) 本公司有權自本公司根據其中一份文據（定義見下文）結欠王女士的款項中扣除 54,211,000 港元；(iii) 由於須向本公司支付的損害賠償金額大於兩份文據（據稱是本公司向王女士及天九發行作為買賣協議部分代價之兌承票據）（「**文據**」）項下的應付款項，故王女士及天九不得針對本公司強制執行文據。於此情況下，本公司無需根據文據向王女士或天九支付任何款項。

有關訴訟案件的其他詳細資料，請參閱於本中期報告內綜合財務報表附註 20。

## 僱員及薪酬政策

於二零二一年九月三十日，本集團共聘用 1,125 名（二零二一年三月三十一日：1,151 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 tension between the PRC and the United States remained and has slowed down the economic growth. However, such friction has little impact on the Group's operation which is mainly focused on domestic market. Looking ahead, the Group will continue to build a nationwide agricultural produce exchange network by leveraging on its leading position in the industry, readily replicable business model, well-advanced management system, information technology infrastructure and quality customer services.

Since the outbreak of the COVID-19, all of our agricultural produce exchange markets have upgraded the facilities and fixtures to keep up with the stringent health and hygiene measures imposed by the local governments. On one side, this increased our operation cost; on the other side, this raised our competitive edges against many local and less-sophisticated competitors. As the degrading of the pandemic during the Period, it helped the Company not only restored to normal operating level, but better suit the after-pandemic market environment.

Once again, agricultural development is the PRC central government's first priority policy for the next consecutive years. In 2021, the Central Committee of Communist Party of China and the State Council of China released the "No. 1 Central Document of 2021". The document vows to promote investments in agricultural produce markets, expand agricultural produce network, build logistic infrastructure and storage facilities of agriculture products and improve regional cold storage infrastructure. On the other hand, it is expected that the "Belt and Road Initiative" policy will drive the overall growth of the PRC economy and provide a sustainable way for the PRC's continuing development.

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

## 前景

於本期間，中美關係持續緊張且經濟增長放緩。然而，有關貿易摩擦對本集團主要集中於國內市場之業務營運影響輕微。展望將來，本集團將繼續憑藉其於行業之領先地位、可複製之業務模式、完善之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。

自新冠肺炎疫情爆發以來，我們所有農產品交易市場均已升級設施及裝置，以跟上地方政府所實施的嚴格健康衛生措施要求。一方面，此舉令經營成本增加；另一方面，亦提升了我們與大部分較為缺乏經驗的本地競爭對手之競爭優勢。於本期間，隨着疫情緩和，其不僅有助本公司恢復至正常營運水平，而且更好地適應疫情後之市場環境。

農業發展仍然是中國中央政府未來連續數年之首要政策。於二零二一年，中國共產黨中央委員會及中國國務院發佈「二零二一年中央一號文件」。文件承諾推動農產品市場投資，擴展農產品網絡，建設物流基礎設施及農產品儲存設施，並完善區域性冷藏基礎設施。另一方面，預期「一帶一路」政策將推動中國經濟整體增長，為中國提供一種可持續方式持續發展。

為抓緊新商機，本集團已採取進一步措施，透過以「輕資產」策略與不同夥伴合作，以擴充其於中國之營運。憑藉在行業之領先地位優勢，本集團有信心該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 is committed to maintaining a high standard of corporate governance within a sensible framework with a strong emphasis on transparency, accountability, integrity and independence and enhancing the Company's competitiveness and operating efficiency, to ensure its sustainable development and to generate greater returns for its shareholders.

The Board has reviewed the corporate governance practices of the Company and is satisfied that the Company had applied the principles and complied with the code provisions set out in the Corporate Governance Code as contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the Period.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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

### 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 Company's unaudited condensed consolidated interim results for the Period, including the accounting principles and practices adopted by the Group, and discussed financial related matters.

### 企業管治常規

本公司致力在合理框架內，維持高水平之企業管治，重視透明度、問責性、誠信及獨立性，提升本公司之競爭力及營運效率，確保其可持續發展，並為其股東帶來更豐厚回報。

董事會已審閱本公司之企業管治常規，並信納本公司於本期間一直採納該等原則及遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之企業管治守則之守則條文。

### 購買、出售及或贖回本公司上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 董事進行證券交易的標準守則

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

### 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公司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。

## DISCLOSURE OF INTERESTS

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

As at 30 September 2021, the interests and short positions of the Directors and the chief executive of the Company and/or any of their respective associates in the 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")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

#### (A) Long positions in the ordinary shares of the Company (the "Shares"):

## 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、相關股份及債權證之權益及淡倉

於二零二一年九月三十日，董事及本公司主要行政人員及／或任何彼等各自之聯繫人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)之股份、相關股份或債權證中，擁有根據《證券及期貨條例》第XV部第7及第8分部須通知本公司及聯交所之權益或淡倉(包括根據《證券及期貨條例》有關條文彼等被當作或被視為擁有之權益或淡倉)，或須記錄於本公司根據《證券及期貨條例》第352條存置之登記冊，或根據《標準守則》所載，須通知本公司及聯交所之任何權益或淡倉如下：

#### (A) 於本公司普通股(「股份」)之好倉：

Name of Director	Nature of interest	Total Number of Shares and underlying Shares involved	Approximate percentage of the Company's total issued Shares
董事名稱	權益性質	所涉股份及相關股份總數	佔本公司已發行股份總數之概約百分比
Mr. Tang Ching Ho ( <b>Mr. Tang</b> ) 鄧清河先生(「鄧先生」)	Interest of controlled corporation 受控制法團權益	7,450,095,747 (Note b) (附註b)	74.85 (Note a) (附註a) %

Notes:

- (a) The percentage(s) were disclosed pursuant to the relevant disclosure form(s) filed under the SFO.
- (b) Pursuant to the disclosure of interests form published on the website of the Stock Exchange, among of the 7,450,095,747 Shares, 2,007,700,062 Shares were held by Onger Investments Limited (“**Onger Investments**”), Convertible Notes convertible into 130,000,000 Shares were held by Peony Finance Limited (“**Peony Finance**”) and 5,312,395,685 Shares were held by Goal Success Investments Limited (“**Goal Success**”). Onger Investments and Peony Finance were directly wholly owned by Loyal Fame International Limited (“**Loyal Fame**”, a direct wholly-owned subsidiary of Easy One Financial Group Limited (“**Easy One**”) which is in turn wholly-owned by Mr. Tang). Goal Success was directly wholly owned by Biomore Investments Limited (“**Biomore Investments**”) (a direct wholly-owned subsidiary of Total Smart Investments Limited (“**Total Smart**”) which is directly wholly owned by Wai Yuen Tong Medicine Holdings Limited (“**WYT**”). WYT is owned as to 65.79% by Rich Time Strategy Limited (“**Rich Time**”) which is wholly owned by Wang On Enterprises (BVI) Limited (“**WOE**”), a wholly-owned subsidiary of Wang On Group Limited (“**WOG**”) which was owned as to 46.71% by Mr. Tang, together with his associates.

附註：

- (a) 該百分比乃根據按《證券及期貨條例》提交的相關披露表格披露。
- (b) 根據於聯交所網站刊發之權益披露表格，於 7,450,095,747 股股份之中，2,007,700,062 股股份由 Onger Investments Limited (「**Onger Investments**」) 持有，可轉換為 130,000,000 股股份之可換股票據由 Peony Finance Limited (「**Peony Finance**」) 持有及 5,312,395,685 股股份由 Goal Success Investments Limited (「**Goal Success**」) 持有。Onger Investments 及 Peony Finance 由忠譽國際有限公司 (「**忠譽**」，易易壹金融集團有限公司 (「**易易壹**」) 的直接全資附屬公司，易易壹則由鄧先生全資擁有) 直接全資擁有。Goal Success 由 Biomore Investments Limited (「**Biomore Investments**」) (Total Smart Investments Limited (「**Total Smart**」) 的直接全資附屬公司，而 Total Smart 由位元堂藥業控股有限公司 (「**位元堂**」) 直接全資擁有) 直接全資擁有。位元堂由 Rich Time Strategy Limited (「**Rich Time**」) 擁有 65.79%，Rich Time 由 Wang On Enterprises (BVI) Limited (「**WOE**」) (宏安集團有限公司 (「**宏安集團**」，由鄧先生連同其聯繫人擁有 46.71%) 的全資附屬公司) 全資擁有。



(B) Interest in the shares and underlying shares of associated corporations:

(B) 於相聯法團之股份及相關股份之權益：

Name of Director	Name of associated corporations	Nature of interest	Total number of shares involved	Approximate percentage of the associated corporation's total issued shares 佔相聯法團已發行股份總數之概約百分比 (Note c) (附註c) %	
董事名稱	相聯法團名稱	權益性質	所涉股份總數		
Mr. Tang 鄧先生	WYT 位元堂	Interest of controlled corporation 受控制法團權益	810,322,940 (Note d) (附註d)	65.79	
	Wang On Properties Limited ("WOP") 宏安地產有限公司 (「宏安地產」)	Interest of controlled corporation 受控制法團權益	11,400,000,000	75.00	
	WOG 宏安集團		Interest of controlled corporation 受控制法團權益	2,734,664,306	
			Beneficial Owner 實益擁有人	28,026,339	
			Interest of spouse 於配偶之權益	28,026,300	
			Founder of a discretionary trust 全權信託創立人	4,989,928,827	
		Total 總計		7,780,645,772	46.71

Notes:

- (c) The percentage(s) were disclosed pursuant to the relevant disclosure form(s) filed under the SFO.
- (d) With reference to note (b) above, 810,322,940 shares of WYT were held by Rich Time; 11,400,000,000 shares of WOP were held by Earnest Spot Limited (a direct wholly-owned subsidiary of WOE). Amongst the 2,734,664,306 shares of WOG held under interest of controlled corporation, 432,475,200 shares were held by Suntech Investments Limited (a direct wholly-owned subsidiary of Total Smart), 1,284,273,800 shares were held by Hearty Limited (a direct wholly-owned subsidiary of Total Smart), 486,915,306 shares were held by Caister Limited (a company wholly owned by Mr. Tang) and 531,000,000 shares were held by Billion Trader Limited (a direct wholly-owned subsidiary of Loyal Fame).

Save as disclosed above, as at 30 September 2021, none of the Directors and the chief executive of the Company and/or any of their respective associates had any other interests and short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- (c) 該百分比乃根據按《證券及期貨條例》提交的相關披露表格披露。
- (d) 茲提述上文附註(b)，位元堂之810,322,940股股份由Rich Time持有；而宏安地產之11,400,000,000股股份由Earnest Spot Limited (WOE之直接全資附屬公司)持有。宏安集團之2,734,664,306股股份由受控制法團持有，當中432,475,200股股份由Suntech Investments Limited (Total Smart之直接全資附屬公司)持有、1,284,273,800股股份由Hearty Limited (Total Smart之直接全資附屬公司)持有、486,915,306股股份由Caister Limited (由鄧先生全資擁有)持有以及531,000,000股股份由Billion Trader Limited (由忠譽直接全資擁有)持有。

除上述所披露者外，於二零二一年九月三十日，概無董事及本公司主要行政人員及／或任何彼等各自之聯繫人於本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)之股份、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其他權益及淡倉。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

## 主要股東於股份及相關股份之權益及淡倉

To the best of the Directors' knowledge, as at 30 September 2021, the following corporations or persons (other than the Directors or the chief executive of the Company) had, or was deemed or taken to have, interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

於二零二一年九月三十日，據董事所深知，下列法團或人士（董事或本公司主要行政人員除外）擁有、或被當作或視為持有本公司根據《證券及期貨條例》第336條須存置之登記冊所記錄之股份及相關股份之權益或淡倉。

Long positions in the Shares and underlying Shares:

於股份及相關股份之好倉：

Name of Shareholders 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 易易壹	Interest of controlled corporation 受控制法團權益	2,137,700,062 (Note b) (附註 b)	21.47
Goal Success	Beneficial owner 實益擁有人	5,312,395,685 (Note b) (附註 b)	53.37
Biomore Investments	Interest of controlled corporation 受控制法團權益	5,312,395,685 (Note b) (附註 b)	53.37
Total Smart	Interest of controlled corporation 受控制法團權益	5,312,395,685 (Note b) (附註 b)	53.37
WYT 位元堂	Interest of controlled corporation 受控制法團權益	5,312,395,685 (Note b) (附註 b)	53.37
WOG 宏安集團	Interest of controlled corporation 受控制法團權益	5,312,395,685 (Note b) (附註 b)	53.37
Ms. Yau Yuk Yin 游育燕女士	Family interest 家族權益	7,450,095,747 (Note c) (附註 c)	74.85

Notes:

- (a) The percentage(s) were disclosed pursuant to the relevant disclosure form(s) filed under the SFO.
- (b) Pursuant to the disclosure of interests form published on the website of the Stock Exchange, among of the 7,450,095,747 Shares and underlying Shares, 2,007,700,062 Shares were held by Onger Investments, Convertible Notes which can be converted to 130,000,000 Shares were held by Peony Finance and 5,312,395,685 Shares were held by Goal Success. Onger Investments and Peony Finance were directly wholly owned by Loyal Fame (a direct wholly-owned subsidiary of Easy One which is in turn wholly-owned by Mr. Tang). Goal Success was directly wholly owned by Biomore Investments (a direct wholly-owned subsidiary of Total Smart which is directly wholly owned by WYT). WYT is owned as to 65.79% by Rich Time which is wholly owned by WOE, a wholly-owned subsidiary of WOG which was owned as to 46.71% by Mr. Tang, together with his associates.
- (c) Pursuant to the disclosure of interests form published on the website of the Stock Exchange, Ms. Yau Yuk Yin was taken to be interested in the 7,450,095,747 Shares in which her spouse, Mr. Tang, was deemed to be interested under the SFO.

Save as disclosed above, as at 30 September 2021, there were no other persons (other than the Directors or the chief executive of the Company) who had any interests or short positions in the Shares or underlying Shares 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 September 2021, 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**  
中國農產品交易有限公司  
**Leung Sui Wah, Raymond**  
*Executive Director and Chief Executive Officer*

Hong Kong, 23 November 2021

附註：

- (a) 該百分比乃根據按《證券及期貨條例》提交的相關披露表格披露。
- (b) 根據於聯交所網站刊發之權益披露，於7,450,095,747股股份當中，2,007,700,062股股份由Onger Investments持有，可轉換為130,000,000股股份之可換股票據由Peony Finance持有及5,312,395,685股股份由Goal Success持有。Onger Investments及Peony Finance由忠譽(易易壹的直接全資附屬公司，易易壹則由鄧先生全資擁有)直接全資擁有。Goal Success由Biomore Investments (Total Smart的直接全資附屬公司，而Total Smart由位元堂直接全資擁有)直接全資擁有。位元堂由Rich Time擁有65.79%，Rich Time由WOE(宏安集團(由鄧先生連同其聯繫人擁有46.71%)的全資附屬公司)全資擁有。
- (c) 根據於聯交所網站刊發之權益披露表格，游育燕女士被視作於其配偶鄧先生根據《證券及期貨條例》被視為擁有權益的7,450,095,747股股份中擁有權益。

除上文披露者外，於二零二一年九月三十日，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二零二一年九月三十日，概無根據該計劃授出購股權。

## 鳴謝

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

承董事會命  
**CHINA AGRI-PRODUCTS EXCHANGE LIMITED**  
中國農產品交易有限公司  
*執行董事兼行政總裁*  
**梁瑞華**

香港，二零二一年十一月二十三日

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



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

### INTRODUCTION

We have reviewed the interim financial information set out on pages 30 to 68, 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 September 2021 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.

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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

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

### 前言

本核數師(以下簡稱「我們」)已審閱載於第30至68頁之中期財務資料。此中期財務資料包括中國農產品交易有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)於二零二一年九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(「**香港會計準則第34號**」)「中期財務報告」。貴公司董事須對根據香港會計準則第34號編製及呈列的此中期財務資料負責。我們之責任是根據審閱對此中期財務資料作出結論，並按照委聘之協定條款僅向作為實體之閣下報告結論，且並無其他目的。我們不會就本報告之內容向任何其他人士負責或承擔責任。

## SCOPE OF REVIEW

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

## CONCLUSION

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

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

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

Hong Kong, 23 November 2021

## 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。審閱範圍遠小於根據香港核數準則進行審核之範圍，故不能令我們保證我們將知悉在審核中可能發現之所有重大事項。因此，我們不會發表審核意見。

## 結論

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

**國衛會計師事務所有限公司**  
執業會計師

**郭梓俊**  
執業證書編號：P06901

香港，二零二一年十一月二十三日

## INTERIM RESULTS

### 中期業績

The Board announces the unaudited condensed consolidated results of the Group for the six months ended 30 September 2021, together with the comparative figures for the six months ended 30 September 2020. 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二零二一年九月三十日止六個月之未經審核簡明綜合業績，連同截至二零二零年九月三十日止六個月之比較數字。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 September 2021  
截至二零二一年九月三十日止六個月

		For the six months ended 截至以下日期止六個月	
		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Turnover</b>	<b>營業額</b>	<b>411,791</b>	292,413
Cost of operation	經營成本	<b>(183,889)</b>	(141,780)
<b>Gross profit</b>	<b>毛利</b>	<b>227,902</b>	150,633
Other revenue and other net income	其他收益及其他淨收入	<b>7,855</b>	10,323
General and administrative expenses	一般及行政開支	<b>(74,622)</b>	(79,418)
Selling expenses	銷售開支	<b>(23,410)</b>	(14,608)
<b>Profit from operations before fair value changes and impairment</b>	<b>公平值變動及減值前經營溢利</b>	<b>137,725</b>	66,930
Net gain in fair value of investment properties	投資物業公平值淨收益	<b>3,527</b>	39,473
Loss on fair value of derivative financial instruments	衍生金融工具之公平值虧損	<b>(59)</b>	(308)
Written down of stock of properties	物業存貨撇減	-	(1,689)
(Allowance for)/reversal of expected credit losses on trade and other receivable and loan receivable, net	貿易及其他應收款項以及應收貸款之預期信貸虧損(撥備)/撥回淨額	<b>(1,142)</b>	269
Allowance for expected credit losses on financial assets at fair value of other comprehensive income ("FVTOCI")	按公平值列賬及在其他全面收益處理(「按公平值列賬及在其他全面收益處理」)之金融資產預期信貸虧損撥備	<b>(5,566)</b>	-
Unrealised gain/(loss) on financial asset at fair value through profit or loss ("FVTPL")	按公平值列賬及於損益表處理(「按公平值列賬及於損益表處理」)之金融資產未變現收益/(虧損)	<b>84</b>	(8)
<b>Profit from operations</b>	<b>經營溢利</b>	<b>134,569</b>	104,667
Finance costs	融資成本	<b>(66,129)</b>	(82,487)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	<b>68,440</b>	22,180
Income tax	所得稅	<b>(34,486)</b>	(40,772)
<b>Profit/(loss) for the period</b>	<b>本期內溢利/(虧損)</b>	<b>33,954</b>	(18,592)

		For the six months ended 截至以下日期止六個月	
		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
<b>Other comprehensive income/(loss), net of income tax</b>	其他全面收入／(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	<b>60,064</b>	130,655
Loss on fair value of debt instruments measured at FVTOCI	按公平值列賬及在其他全面收益 處理計量之債務工具之 公平值虧損	<b>(1,130)</b>	-
Reclassified adjustment for allowance for expected credit losses on debt instruments measured at FVTOCI	按公平值列賬及在其他全面收益 處理計量之債務工具之預期 信貸虧損撥備之重新分類調整	<b>5,566</b>	-
Other comprehensive income for the period, net of income tax	本期內其他全面收入 (扣除所得稅)	<b>64,500</b>	130,655
<b>Total comprehensive income for the period, net of income tax</b>	本期內全面收入總額 (扣除所得稅)	<b>98,454</b>	112,063
<b>Profit/(loss) for the period attributable to:</b>	以下人士應佔本期內 溢利／(虧損)：		
Owners of the Company	本公司擁有人	<b>18,294</b>	(22,567)
Non-controlling interests	非控股權益	<b>15,660</b>	3,975
		<b>33,954</b>	(18,592)
<b>Total comprehensive income for the period attributable to:</b>	以下人士應佔本期內全面 收入總額：		
Owners of the Company	本公司擁有人	<b>75,998</b>	93,687
Non-controlling interests	非控股權益	<b>22,456</b>	18,376
		<b>98,454</b>	112,063
<b>Earnings/(loss) per share</b>	每股盈利／(虧損)		
- Basic (HK cents)	- 基本 (港仙)	10	<b>0.18</b> (0.23)
- Diluted (HK cents)	- 攤薄 (港仙)	10	<b>0.18</b> (0.23)



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

As at 30 September 2021 於二零二一年九月三十日

		Notes 附註	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	55,448	56,800
Right-of-use assets	使用權資產		16,752	19,632
Investment properties	投資物業	12	3,135,098	3,069,723
			<b>3,207,298</b>	3,146,155
<b>Current assets</b>	<b>流動資產</b>			
Stock of properties	物業存貨		1,631,162	1,692,714
Trade and other receivables	貿易及其他應收款項	13	278,360	298,538
Loan receivables	應收貸款		24,863	22,036
Financial assets at FVTOCI	按公平值列賬及在其他全面收益 處理之金融資產		37,705	-
Financial assets at FVTPL	按公平值列賬及在損益表 處理之金融資產		150	125
Pledged bank deposits	已抵押銀行存款		30,131	-
Bank and cash balances	銀行及現金結餘		442,307	424,675
			<b>2,444,678</b>	2,438,088
<b>Current liabilities</b>	<b>流動負債</b>			
Deposits and other payables	按金及其他應付款項	14	510,107	520,612
Contract liabilities	合約負債		442,753	586,577
Receipts in advance	預收款項		188,474	234,863
Bank and other borrowings	銀行及其他借貸	15	899,388	227,856
Convertible bonds	可換股債券		134,483	131,363
Lease liabilities	租賃負債		4,681	5,054
Income tax payable	應付所得稅		98,016	75,781
			<b>2,277,902</b>	1,782,106
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>166,776</b>	655,982
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>3,374,074</b>	3,802,137

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
 簡明綜合財務狀況表

As at 30 September 2021 於二零二一年九月三十日

		Notes 附註	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bonds	債券		205,821	195,630
Bank and other borrowings	銀行及其他借貸	15	307,821	816,453
Lease liabilities	租賃負債		17,757	20,200
Deferred tax liabilities	遞延稅項負債		547,329	564,001
			<b>1,078,728</b>	1,596,284
<b>Net assets</b>	<b>淨資產</b>		<b>2,295,346</b>	2,205,853
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	16	99,531	99,531
Reserves	儲備		1,797,386	1,708,617
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔 權益總額</b>		<b>1,896,917</b>	1,808,148
Non-controlling interests	非控股權益		398,429	397,705
<b>Total equity</b>	<b>權益總額</b>		<b>2,295,346</b>	2,205,853

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔											Non-controlling interests	Total equity	
		Share capital	Share premium	Capital redemption reserve	Contributed surplus	Shareholder's contribution	Other reserve	Exchange reserve	Convertible bonds reserve	FVTOCI reserve	Statutory reserve	Accumulated losses			Sub-total
		股本	股份溢價	資本贖回儲備	實繳盈餘	股東出資	其他儲備	匯兌儲備	可換股債券儲備	其他全面收益處理儲備	法定儲備	累計虧損	總額	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(note a) (附註a)	(note b) (附註b)	(note c) (附註c)		(note d) (附註d)						
At 1 April 2020 (audited)	於二零二零年 一月一日 (經審核)	99,531	3,923,147	945	2,215,409	664	(15,021)	(323,034)	79,547	-	15,094	(4,904,642)	1,091,640	393,725	1,485,365
Exchange differences on translating foreign operations	換算境外業務 引致之匯兌差額	-	-	-	-	-	-	116,254	-	-	-	-	116,254	14,401	130,655
Other comprehensive income for the period	本期內其他全面 收入	-	-	-	-	-	-	116,254	-	-	-	-	116,254	14,401	130,655
(Loss)/profit for the period	本期內(虧損)/溢利	-	-	-	-	-	-	-	-	-	-	(22,567)	(22,567)	3,975	(18,592)
Total comprehensive income/(loss) for the period	本期內全面收入/ (虧損)總額	-	-	-	-	-	-	116,254	-	-	-	(22,567)	93,687	18,376	112,063
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	-	-	-	486	(486)	-	-	-	-
Dividend paid to non-controlling interests	已付予非控股權益 之股息	-	-	-	-	-	-	-	-	-	-	-	-	(35,103)	(35,103)
At 30 September 2020 (unaudited)	於二零二零年 九月三十日 (未經審核)	99,531	3,923,147	945	2,215,409	664	(15,021)	(206,780)	79,547	-	15,580	(4,927,695)	1,185,327	376,998	1,562,325
1 April 2021 (audited)	於二零二一年 四月一日 (經審核)	99,531	3,923,147	945	2,215,409	664	(15,021)	(96,128)	40,495	-	16,652	(4,377,546)	1,808,148	397,705	2,205,853
Exchange differences on translating foreign operations	換算境外業務 引致之匯兌差額	-	-	-	-	-	-	53,268	-	-	-	-	53,268	6,796	60,064
Loss on fair value of debt instrument measured at FVTOCI	按公平值列賬及在 其他全面收益處理 計量之債務工具之 公平值虧損	-	-	-	-	-	-	-	-	(1,130)	-	-	(1,130)	-	(1,130)
Reclassified adjustment for allowance for expected credit losses on debt instrument measured at FVTOCI	按公平值列賬及在 其他全面收益處理 計量之債務工具之 預期信貸虧損撥備之 重新分類調整	-	-	-	-	-	-	-	-	5,566	-	-	5,566	-	5,566
Other comprehensive income for the period	本期內其他全面收入	-	-	-	-	-	-	53,268	-	4,436	-	-	57,704	6,796	64,500
Profit for the period	本期內溢利	-	-	-	-	-	-	-	-	-	-	18,294	18,294	15,660	33,954
Total comprehensive income for the period	本期內全面收入總額	-	-	-	-	-	-	53,268	-	4,436	-	18,294	75,998	22,456	98,454
Equity transaction with non-controlling interests (Note 19)	與非控股權益之 股權交易(附註19)	-	-	-	-	-	16,669	(3,898)	-	-	-	-	12,771	(12,771)	-
Dividend paid to non-controlling interests	已付予非控股 權益之股息	-	-	-	-	-	-	-	-	-	-	-	-	(8,961)	(8,961)
At 30 September 2021 (unaudited)	於二零二一年 九月三十日 (未經審核)	99,531	3,923,147	945	2,215,409	664	1,648	(46,758)	40,495	4,436	16,652	(4,359,252)	1,896,917	398,429	2,295,346

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
簡明綜合權益變動表

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

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

- (d) 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) 本集團之其他儲備為本集團於其附屬公司之擁有權權益變動(不會導致失去控制權)。

- (d) 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 FLOW

## 簡明綜合現金流動表

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

		For the six months ended 截至以下日期止六個月	
		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Net cash (used in)/generated from operating activities</b>	經營業務(所用)/所得之現金淨額	<b>(1,107)</b>	202,737
<b>Investing activities</b>	<b>投資業務</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(6,191)</b>	(11,126)
Payment for investment properties, net	投資物業之付款淨額	<b>(7,061)</b>	(6,068)
Purchase of debt instruments at FVTOCI	購買按公平值列賬及在其他全面收益處理之債務工具	<b>(38,632)</b>	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	<b>443</b>	127
Placement of pledged bank deposits	存入已抵押銀行存款	<b>(30,131)</b>	-
Interest received	已收利息	<b>3,472</b>	3,777
<b>Net cash used in investing activities</b>	<b>投資業務所用之現金淨額</b>	<b>(78,100)</b>	(13,290)
<b>Financing activities</b>	<b>融資業務</b>		
Proceeds from new bank borrowings	新造銀行借貸之所得款項	<b>274,398</b>	119,464
Repayments of bank borrowings	償還銀行借貸	<b>(120,171)</b>	(133,190)
Dividend paid to non-controlling interests	支付予非控股權益之股息	<b>(8,961)</b>	(35,103)
Repayments of lease liabilities	償還租賃負債	<b>(2,819)</b>	(2,674)
Interest paid	已付利息	<b>(53,249)</b>	(54,079)
<b>Net cash generated from/(used in) financing activities</b>	<b>融資業務所得/(所用)之現金淨額</b>	<b>89,198</b>	(105,582)
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等額增加淨額</b>	<b>9,991</b>	83,865
<b>Cash and cash equivalents at the beginning of the period</b>	<b>於期初之現金及現金等額</b>	<b>424,675</b>	339,599
<b>Effect of foreign exchange rate changes</b>	<b>外幣匯率變動之影響</b>	<b>7,641</b>	25,332
<b>Cash and cash equivalents at the end of the period</b>	<b>於期末之現金及現金等額</b>	<b>442,307</b>	448,796

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 1. BASIS OF PREPARATION

#### 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 2021 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2022 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.

### 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

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

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2021 for the preparation of the Interim Financial Statements:

Amendments to HKFRS 16	Covid -19 -Related Rent Concessions beyond 30 June 2021
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark reform – Phase 2

The application of the amendments to HKFRSs in the current period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these Interim Financial Statements.

### 1. 編製基準

#### 遵例聲明

未經審核簡明綜合中期財務報表（「**中期財務報表**」）乃根據香港聯合交易所有限公司證券上市規則（「**上市規則**」）附錄 16 之適用披露規定及香港會計師公會（「**香港會計師公會**」）頒佈之香港會計準則（「**香港會計準則**」）第 34 號「中期財務報告」而編製。

除預期將在二零二二年年度財務報表反映之會計政策變動外，中期財務報表已按照二零二一年年度財務報表所採納之同一會計政策編製。有關會計政策之任何變動詳情載於附註 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，會影響政策之應用以及按目前情況為基準計算之資產與負債、收入及支出之呈報金額。實際結果可能與該等估計有異。

### 2. 應用經修訂香港財務報告準則（「**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。

於本中期期間內，本集團於編製其中期財務報表時已首次應用以下經修訂香港財務報告準則，其乃就二零二一年四月一日或之後開始之年度期間強制生效：

香港財務報告準則第 16 號（修訂本）	二零二一年六月三十日後之新冠肺炎疫情相關租金寬免
香港財務報告準則第 9 號、香港會計準則第 39 號、香港財務報告準則第 7 號、香港財務報告準則第 4 號及香港財務報告準則第 16 號（修訂本）	利率基準改革 – 第二階段

於本期間應用經修訂香港財務報告準則對本集團於本期間及過往期間之財務狀況及表現及／或該等財務報表所載之披露並無重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 3. TURNOVER

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

### 3. 營業額

營業額指(i)物業租金收入；(ii)物業配套服務；(iii)經營農產品交易市場之佣金收入；(iv)物業銷售；及(v)食品及農副產品銷售所得之收益。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 截至以下日期止六個月	
		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from contracts with customers:	客戶合約收益：		
<i>Recognised at a point in time</i>	於某個時間點確認		
Revenue from property ancillary services	物業配套服務之收益	50,371	48,919
Commission income from agricultural produce exchange market	經營農產品交易市場之佣金收入	49,253	39,286
Revenue from property sales	物業銷售之收益	190,600	109,008
Food and agricultural by-products merchandising	食品及農副產品銷售	631	10,637
		<b>290,855</b>	207,850
Revenue from other sources:	其他來源之收益：		
Property rental income	物業租金收入	120,936	84,563
		<b>411,791</b>	292,413

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

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

For the six months ended  
截至以下日期止六個月

		<b>30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Bank and other interest income	銀行及其他利息收入	<b>4,825</b>	3,777
PRC government grants (note (a))	中國政府補貼(附註(a))	<b>1,720</b>	5,701
Others	其他	<b>1,310</b>	845
		<b>7,855</b>	10,323

Note:

- (a) PRC government grants represent various form of subsidies and compensations granted to the Group by the local government authorities in the PRC. These grants are generally made for business support and awarded to enterprises on a discretionary basis in respect of COVID-19 and its investments in the agricultural products exchange market in the PRC. There are no unfulfilled conditions or contingencies relating to these grants.

附註：

- (a) 中國政府補貼指中國地方政府部門向本集團發放之多種補貼及補償。該等補貼一般是就新冠肺炎疫情及其在中國投資農產品交易市場按酌情基準為扶持業務發展及獎勵而向企業提供。並無有關該等補貼之未達成條件或然因素。

5. SEGMENT REPORTING

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

5. 分部呈報

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



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

5. 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 September 2021 and 30 September 2020:

5. 分部呈報 (續)

分部收益及業績

截至二零二一年九月三十日及二零二零年九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	
		For the six months end 截至以下日期止六個月	For the six months end 截至以下日期止六個月	For the six months end 截至以下日期止六個月	For the six months end 截至以下日期止六個月	For the six months end 截至以下日期止六個月	For the six months end 截至以下日期止六個月	For the six months end 截至以下日期止六個月	For the six months end 截至以下日期止六個月
		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Turnover	營業額								
External sales	外部銷售	221,191	183,405	190,600	109,008	-	-	411,791	292,413
Result	業績								
Segment result	分部業績	107,813	71,985	49,906	20,455	-	-	157,719	92,440
Other revenue and other net income	其他收益及其他淨收入	3,780	7,511	-	-	4,075	2,812	7,855	10,323
Net gain in fair value of investment properties	投資物業公平值之淨收益	3,527	39,473	-	-	-	-	3,527	39,473
Written down of stock of properties	物業存貨撇減	-	-	-	(1,689)	-	-	-	(1,689)
Loss on fair value of derivative financial instruments	衍生金融工具之公平值虧損	-	-	-	-	(59)	(308)	(59)	(308)
(Allowance for)/reversal of expected credit losses on trade and other receivable and loan receivable, net	貿易及其他應收款項以及應收貸款之預期信貸虧損(撥備)/撥回淨額	100	147	-	-	(1,242)	122	(1,142)	269
Allowance for expected credit losses on financial assets at FVTOCI	按公平值列賬及在其他全面收益處理之金融資產預期信貸虧損撥備	-	-	-	-	(5,566)	-	(5,566)	-
Unrealised gain/(loss) on financial asset at FVTPL	按公平值列賬及在損益表處理之金融資產之未變現收益/(虧損)	-	-	-	-	84	(8)	84	(8)
Unallocated corporate expenses	未分配企業開支							(27,849)	(35,833)
Profit from operations	經營溢利							134,569	104,667
Finance costs	融資成本	(15,639)	(13,924)	-	-	(50,490)	(68,563)	(66,129)	(82,487)
Profit before taxation	除稅前溢利							68,440	22,180
Income tax	所得稅							(34,486)	(40,772)
Profit/(loss) for the period	本期內溢利/(虧損)							33,954	(18,592)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

## 5. SEGMENT REPORTING (Continued)

### Segment revenue and results (Continued)

Business segment represents the profit from each segment without allocation of certain other revenue and other net income, loss on fair value of derivative financial instruments, unrealised gain/(loss) on financial assets at FVTPL, allowance for expected credit losses on financial assets at FVTOCI, central administrative costs and directors' salaries, certain finance costs and income tax expenses. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales for the six months ended 30 September 2021 and 2020.

### Segment assets and liabilities

An analysis of the Group's assets and liabilities by reportable segment as at 30 September 2021 and 31 March 2021:

## 5. 分部呈報 (續)

### 分部收益及業績 (續)

業務分部指未分配若干其他收益及其他淨收入、衍生金融工具之公平值虧損、按公平值列賬及在損益表處理之金融資產之未變現收益／(虧損)、按公平值列賬及在其他全面收益處理之金融資產預期信貸虧損撥備、中央行政成本、董事薪酬、若干融資成本及所得稅開支前各個分部之溢利。此乃就資源分配及分部表現評估而向主要營運決策人匯報之方式。

上表呈報收益顯示外界客戶產生之收益。截至二零二一年及二零二零年九月三十日止六個月並無分部間銷售。

### 分部資產及負債

於二零二一年九月三十日及二零二一年三月三十一日，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	
	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Assets</b>	<b>資產</b>					
Segment assets	3,724,255	3,731,650	1,631,162	1,692,714	5,355,417	5,424,364
Unallocated corporate assets					296,559	159,879
Consolidated total assets					5,651,976	5,584,243
<b>Liabilities</b>	<b>負債</b>					
Segment liabilities	1,906,330	1,970,543	442,753	408,568	2,349,083	2,379,111
Unallocated corporate liabilities					1,007,547	999,279
Consolidated total liabilities					3,356,630	3,378,390

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

5. SEGMENT REPORTING (Continued)

Segment assets and liabilities (Continued)

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

- all assets are allocated to reportable segments other than financial assets at FVTPL, financial assets at FVTOCI and corporate assets.
- all liabilities are allocated to reportable segments other than bonds, convertible bonds and corporate liabilities.

Geographical information

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

6. FINANCE COSTS

5. 分部呈報 (續)

分部資產及負債 (續)

就監察分部之分部表現及分配資源而言：

- 除按公平值列賬及在損益表處理之金融資產、按公平值列賬及在其他全面收益處理之金融資產及企業資產之外，所有資產均分配予呈報分部。
- 除債券、可換股債券及企業負債之外，所有負債均分配予呈報分部。

地區資料

於報告期末，本集團全部收益乃產生自位於中國之外部客戶，及本集團逾 90% 非流動資產位於中國。因此，並無呈列就分部資產賬面值或物業、廠房及設備添置進行地區分部分析。

6. 融資成本

For the six months ended  
截至以下日期止六個月

		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Interests 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	43,727	41,128
Interests 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	1,592	2,523
Interests on promissory notes	承兌票據之利息	-	11,750
Interests on convertible bonds	可換股債券之利息	8,186	15,373
Interests on bonds	債券之利息	11,636	10,525
Interests on leases liabilities	租賃負債之利息	988	1,188
		<b>66,129</b>	<b>82,487</b>

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7. PROFIT BEFORE TAXATION

7. 除稅前溢利

		For the six months ended 截至以下日期止六個月	
		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Profit before taxation has been arrived at after charging/ (crediting) the following items:	除稅前溢利已扣除／(計入) 下列項目：		
Contributions to defined contribution retirement plans	向界定供款退休計劃供款	1,915	543
Salaries, wages and other benefits	薪金、工資及其他福利	29,371	25,491
Staff cost	員工成本	31,286	26,034
Property rental income	物業租金收入	120,936	84,563
Less: Outgoings	減：支出	(9,911)	(6,141)
Net rental income	租金收入淨額	111,025	78,422
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6,510	5,889
Depreciation of right-of-use assets	使用權資產折舊	1,918	2,001
Expenses relating to short-term lease	短期租賃相關支出	217	146
Loss on fair value of derivative financial instruments	衍生金融工具之公平值虧損	59	308
Unrealised (gain)/loss on financial assets at FVTPL – investment in listed equity security	按公平值列賬及在損益表處理之金融資產之未變現(收益)／虧損 – 上市股本證券投資	(84)	8
Allowance for/(reversal of) expected credit losses on trade and other receivables and loan receivables, net	貿易及其他應收款項以及應收貸款之預期信貸虧損撥備／(撥回)淨額	1,142	(269)
Allowance for expected credit losses on financial assets at FVTOCI	按公平值列賬及在其他全面收益處理之金融資產預期信貸虧損撥備	5,566	–
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	1,668	147
Cost of stock of properties	物業存貨成本	123,033	84,264

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## 8. INCOME TAX

<b>Current tax</b>	<b>即期稅項</b>
- PRC enterprise income tax	- 中國企業所得稅
<b>Deferred tax</b>	<b>遞延稅項</b>
- Origination and (reversal of) temporary differences	- 暫時差異之產生及(撥回)

## 8. 所得稅

For the six months ended  
截至以下日期止六個月

	<b>30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
	<b>61,453</b>	25,033
	<b>(26,967)</b>	15,739
	<b>34,486</b>	40,772

No provision for Hong Kong Profits Tax has been made in the Interim Financial Statements as the Company and its subsidiaries had no assessable profits in both periods. PRC Enterprise Income Tax is computed to the relevant legislation interpretations and practices in respect thereof during the period. PRC Enterprise Income Tax rate is 25% for the six months ended 30 September 2021 and 30 September 2020.

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。截至二零二一年九月三十日及二零二零年九月三十日止六個月之中國企業所得稅稅率為25%。

## 9. DIVIDENDS

The Directors do not propose the payment of any interim dividend in respect of the period under review (six months ended 30 September 2020: Nil).

## 9. 股息

董事不建議派付回顧期間之任何中期股息(截至二零二零年九月三十日止六個月：無)。

## 10. 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\$18,294,000 (six months ended 30 September 2020: loss attributable to owners of the Company of approximately HK\$22,567,000) and weighted average number of approximately 9,953,068,000 ordinary shares (six months ended 30 September 2020: approximately 9,953,068,000 ordinary shares). The diluted earnings/(loss) per share for the six months ended 30 September 2021 and 30 September 2020 were the same as the basic earnings/(loss) per share because the outstanding convertible bonds had an anti-dilutive effect on the basic earnings/(loss) per share.

## 10. 每股盈利/(虧損)

每股基本盈利/(虧損)乃根據本公司擁有人應佔溢利約18,294,000港元(截至二零二零年九月三十日止六個月：本公司擁有人應佔虧損約22,567,000港元)及加權平均數約9,953,068,000股普通股(截至二零二零年九月三十日止六個月：約9,953,068,000股普通股)計算。截至二零二一年九月三十日及二零二零年九月三十日止六個月之每股攤薄盈利/(虧損)與每股基本盈利/(虧損)相同，原因是尚未兌換可換股債券對於每股基本盈利/(虧損)具有反攤薄作用。

## 11. MOVEMENT IN PROPERTY, PLANT AND EQUIPMENT

During the period under review, the Group's acquired property, plant and equipment at cost of approximately HK\$6,191,000 (six months ended 30 September 2020: approximately HK\$11,126,000).

In addition, during the current interim period, the Group disposed of certain property, plant and equipment with aggregate carrying amount of approximately HK\$2,111,000 (six months ended 30 September 2020: approximately HK\$274,000) for cash proceeds of approximately HK\$443,000 (six months ended 30 September 2020: approximately HK\$127,000), resulting in a loss on disposal of approximately HK\$1,668,000 (six months ended 30 September 2020: approximately HK\$147,000).

## 12. INVESTMENT PROPERTIES

During the period under review, the Group's addition of investment properties at cost and exchange realignment of approximately HK\$7,061,000 and HK\$58,279,000 (six months ended 30 September 2020: approximately HK\$6,068,000 and HK\$120,092,000). The Group's investment properties were stated at fair value assessed by independent valuers at 30 September 2021.

During the period under review, the Group had transferred investment properties to stock of properties of approximately HK\$3,134,000 for the six months ended 30 September 2021 (six months ended 30 September 2020: Nil).

As at 30 September 2021, investment properties with carrying amount of approximately HK\$1,267,717,000 (31 March 2021: approximately HK\$967,753,000) were pledged to banks for the Group's borrowings.

The investment properties were classified as Level 3 under the fair value hierarchy (31 March 2021: Level 3).

## 11. 物業、廠房及設備之變動

於回顧期內，本集團以成本約6,191,000港元(截至二零二零年九月三十日止六個月：約11,126,000港元)收購物業、廠房及設備。

此外，於本中期期間，本集團出售賬面總值為約2,111,000港元(截至二零二零年九月三十日止六個月：約274,000港元)之若干物業、廠房及設備，現金所得款項為約443,000港元(截至二零二零年九月三十日止六個月：約127,000港元)，而所產生出售虧損為約1,668,000港元(截至二零二零年九月三十日止六個月：約147,000港元)。

## 12. 投資物業

於回顧期內，本集團添置投資物業之成本及匯兌調整約為7,061,000港元及約58,279,000港元(截至二零二零年九月三十日止六個月：約6,068,000港元及約120,092,000港元)。本集團之投資物業由估值師於二零二一年九月三十日進行公平估值。

於回顧期內，本集團於截至二零二一年九月三十日止六個月轉撥至物業存貨之投資物業約3,134,000港元(截至二零二零年九月三十日止六個月：無)。

於二零二一年九月三十日，賬面值約為1,267,717,000港元(二零二一年三月三十一日：約967,753,000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三層(二零二一年三月三十一日：第三層)。

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13. TRADE AND OTHER RECEIVABLES

13. 貿易及其他應收款項

		As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade debtors, gross	應收貿易賬款總額	12,614	17,943
Less: allowance for expected credit losses	減：預期信貸虧損撥備	(7,123)	(8,177)
Trade debtors, net	應收貿易賬款淨額	5,491	9,766
Deposit for land acquisition	土地收購按金	58,517	57,428
Other deposits	其他按金	9,014	7,733
Prepayments	預付款項	147,755	157,411
Other receivables	其他應收款項	71,467	81,291
		286,753	303,863
Less: allowance for expected credit losses	減：預期信貸虧損撥備	(13,884)	(15,091)
		272,869	288,772
Trade and other receivables, net	貿易及其他應收款項淨額	278,360	298,538

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### 13. TRADE AND OTHER RECEIVABLES (Continued)

#### (a) Ageing analysis

Included in trade and other receivables are trade debtors with the following ageing analysis presented, net of allowance for expected credit loss, based on the payment terms on the tenancy agreement as of the end of the reporting period:

		<b>As at 30 September 2021</b> 於二零二一年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	<b>As at 31 March 2021</b> 於二零二一年 三月三十一日 <b>HK\$'000</b> 千港元 <b>(Audited)</b> (經審核)
Less than 30 days	30日以內	<b>2,966</b>	8,617
More than 30 days but less than 90 days	超過30日但90日以內	<b>2,146</b>	385
More than 90 days but less than 180 days	超過90日但180日以內	<b>262</b>	548
More than 180 days	180日以上	<b>117</b>	216
		<b>5,491</b>	9,766

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

### 13. 貿易及其他應收款項 (續)

#### (a) 賬齡分析

貿易及其他應收款項所包括之根據租賃協議付款條款呈列之應收貿易款項(扣除預期信貸虧損撥備)於報告期末之賬齡分析如下:

	<b>As at 30 September 2021</b> 於二零二一年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	<b>As at 31 March 2021</b> 於二零二一年 三月三十一日 <b>HK\$'000</b> 千港元 <b>(Audited)</b> (經審核)
	<b>2,966</b>	8,617
	<b>2,146</b>	385
	<b>262</b>	548
	<b>117</b>	216
	<b>5,491</b>	9,766

本集團一般給予其貿易客戶30日之平均信貸期。本集團可因應個別情況及經過評估與其客戶之業務關係及商譽後，根據客戶的報告而延長信貸期。

### 14. DEPOSITS AND OTHER PAYABLES

Accrued charges	應計費用
Construction payables	應付建築款項
Deposit received	已收按金
Interest payables	應付利息
Other tax payables	其他應付稅項
Other payables	其他應付款項

### 14. 按金及其他應付款項

		<b>As at 30 September 2021</b> 於二零二一年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	<b>As at 31 March 2021</b> 於二零二一年 三月三十一日 <b>HK\$'000</b> 千港元 <b>(Audited)</b> (經審核)
		<b>34,451</b>	29,402
		<b>50,700</b>	43,217
		<b>97,679</b>	96,733
		<b>26,295</b>	29,506
		<b>37,376</b>	52,567
		<b>263,606</b>	269,187
		<b>510,107</b>	520,612



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15. BANK AND OTHER BORROWINGS

15. 銀行及其他借貸

	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Secured bank borrowings (note (a)) 有抵押銀行借貸 (附註(a))	617,209	444,309
Unsecured other borrowings (note (b)) 無抵押其他借貸 (附註(b))	590,000	600,000
	<b>1,207,209</b>	1,044,309

	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Carrying amount repayable: 須償還賬面值：		
Within one year 一年內	899,388	227,856
More than one year, but within two years 一年以上但不超過兩年	48,090	644,947
More than two years, but within five years 兩年以上但不超過五年	216,342	45,538
More than five years 五年以上	43,389	125,968
	<b>1,207,209</b>	1,044,309
Less: amounts due within one year shown under current liabilities 減：流動負債項下所列一年內到期款項	<b>(899,388)</b>	(227,856)
	<b>307,821</b>	816,453

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15. BANK AND OTHER BORROWINGS (Continued)

Note:

- (a) Included in the above balances are bank borrowings of variable-rate of approximately HK\$220,561,000 (31 March 2021: approximately HK\$125,377,000) which carry interest adjustable for changes of borrowing rate offered by The People's Bank of China. The average rate charged by the banks ranged from approximately 4.6% to 6.8% (31 March 2021: approximately 3.0% to 7.1%) per annum. Interest is repriced every 30 days. Bank borrowings of fixed-rate of approximately HK\$396,648,000 (31 March 2021: approximately HK\$318,932,000) carry interest fixed from approximately 2.6% to 7.4% (31 March 2021: approximately 3.3% to 7.4%) per annum. In addition, included in the above balances are bill payables of fixed rate of approximately HK\$1,02,446,000 (31 March 2021: approximately HK\$41,398,000). All bank borrowings are denominated in RMB.
- (b) As at 30 September 2021, the Group has unsecured borrowing with carrying amount of HK\$74,000,000 (31 March 2021: HK\$75,000,000) from Double Leads Investments Limited ("Double Leads"), a wholly-owned subsidiary of Wang On Group Limited and unsecured borrowing with carrying amount of HK\$516,000,000 (31 March 2021: HK\$525,000,000) from Winning Rich Investments Limited ("Winning Rich"), a wholly-owned subsidiary of Wai Yuen Tong Medicine Holdings Limited. The unsecured borrowings carry fixed interest rate at 10% per annum with maturity date on September 2022.
- (c) The ranges of effective interest rates (which equal to contracted interest rates) on the Group's borrowings are as follows:

Effective interest rate:	實際利率：
Fixed-rate borrowings	定息借貸
Variable-rate borrowings	浮息借貸

- (d) The secured bank borrowings are secured by (i) investment properties; (ii) pledged bank deposits and (iii) stock of properties of the Group with aggregate carrying amount of approximately HK\$1,746,104,000 (31 March 2021: approximately HK\$1,405,436,000).

15. 銀行及其他借貸 (續)

附註：

- (a) 上述結餘包括浮息銀行借貸約220,561,000港元(二零二一年三月三十一日：約125,377,000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。銀行徵收之平均年利率介乎約4.6%至6.8%(二零二一年三月三十一日：約3.0%至7.1%)。利息每隔三十日重新定價一次。定息銀行借貸約396,648,000港元(二零二一年三月三十一日：約318,932,000港元)按固定年利率約2.6%至7.4%(二零二一年三月三十一日：約3.3%至7.4%)計息。此外，上述結餘中包括固定利率之應付票據約102,446,000港元(二零二一年三月三十一日：約41,398,000港元)。所有銀行借款均為以人民幣計值。
- (b) 於二零二一年九月三十日，本集團已向宏安集團有限公司之全資附屬公司倍利投資有限公司(「倍利」)借取賬面值為74,000,000港元(二零二一年三月三十一日：75,000,000港元)之無抵押借貸及向位元堂藥業控股有限公司之全資附屬公司凱裕投資有限公司(「凱裕」)借取賬面值為516,000,000港元(二零二一年三月三十一日：525,000,000港元)之無抵押借貸。無抵押借貸固定年利率為10%，於二零二二年九月到期。
- (c) 本集團借貸之實際利率(相等於合約利率)範圍如下：

As at 30 September 2021 於二零二一年 九月三十日 Per annum 每年	As at 31 March 2021 於二零二一年 三月三十一日 Per annum 每年
2.6% to 10.0%	3.3% to 10.0%
2.6% 至 10.0%	3.3% 至 10.0%
4.6% to 6.8%	3.0% to 7.1%
4.6% 至 6.8%	3.0% 至 7.1%

- (d) 有抵押銀行借貸由本集團賬面總值約1,746,104,000港元(二零二一年三月三十一日：約1,405,436,000港元)之(i)投資物業；(ii)已抵押銀行存款；及(iii)物業存貨作擔保。

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## 16. SHARE CAPITAL

## 16. 股本

		As at 30 September 2021 於二零二一年九月三十日		As at 31 March 2021 於二零二一年三月三十一日	
		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
<b>Authorised:</b>	法定：				
Ordinary shares of HK\$0.01 (31 March 2021: HK\$0.01) each	每股面值 0.01 港元 (二零二一年三月三十一日： 0.01 港元) 之普通股	30,000,000,000	300,000	30,000,000,000	300,000
<b>Ordinary shares, issued and fully paid:</b>	已發行及繳足之普通股：				
At the beginning and the end of the period/year	於期初／年初及期末／年末	9,953,067,822	99,531	9,953,067,822	99,531

## 17. FAIR VALUE MEASUREMENT

## 17. 公平值計量

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

- 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.

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

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

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable as at 30 September 2021 and 31 March 2021.

- 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).

金融資產及金融負債之公平值由以下方式釐定：

- 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。

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

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，並根據於二零二一年九月三十日及二零二一年三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)可觀察之資產或負債相關輸入數據得出之公平值計量。

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17. FAIR VALUE MEASUREMENT (Continued)

- 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)

- 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
<b>At 30 September 2021 (Unaudited)</b>	<b>於二零二一年九月三十日 (未經審核)</b>				
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at FVTOCI – Listed bonds	按公平值列賬及在其他 全面收益處理之 金融資產 – 上市債券	37,705	–	–	37,705
Financial assets at FVTPL	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	150	–	–	150
Derivative financial instruments – Redemption option derivative component	衍生金融工具 – 贖回購股權 衍生工具部分	–	–	–	–
		<b>Level 1 第一層 HK\$'000 千港元</b>	<b>Level 2 第二層 HK\$'000 千港元</b>	<b>Level 3 第三層 HK\$'000 千港元</b>	<b>Total 總計 HK\$'000 千港元</b>
<b>At 31 March 2021 (Audited)</b>	<b>於二零二一年三月三十一日 (經審核)</b>				
Financial assets at FVTPL	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 – Redemption option derivative component	衍生金融工具 – 贖回購股權 衍生工具部分	–	–	59	59

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

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

Financial assets	Valuation techniques	Unobservable inputs	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Financial assets at FVTPL – derivative financial instruments 按公平值列賬及在損益表處理之金融資產 – 衍生金融工具	Binomial model 二項式模型	Discount rate 貼現率	3.37%	15.86%

As at 30 September 2021, the discount rate used to compute the fair value is 3.37%. The higher the discount rate, the lower the fair value.

於二零二一年九月三十日，用於計算公平值之貼現率為3.37%。貼現率越高，公平值越低。

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## 18. COMMITMENTS

Capital commitments outstanding at 30 September 2021 and 31 March 2021 not provided for in the Interim Financial Statements were as follows:

	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Capital expenditure authorized and contracted for in respect of:		
– construction cost	261,811	236,777
– acquisition of property, plant and equipment	4,747	4,659
	<b>266,558</b>	<b>241,436</b>

## 19. CHANGE IN OWNERSHIP INTEREST IN A SUBSIDIARY

During the period under review, Century Choice Limited (“Century Choice”), a wholly-owned subsidiary of the Company and a substantial shareholder (the “PRC Shareholder”) of Yulin Hongjin Agricultural By-products Wholesale Marketplace Limited (“Yulin Hongjin”) entered into an agreement in relation to the reduction of registered capital contribution of Century Choice in Yulin Hongjin. Pursuant to the agreement, the PRC Shareholder waived its entitlement to the dividend declared by Yulin Hongjin for the financial year ended 31 December 2020 in the amount of approximately RMB40,950,000 (equivalent to approximately HK\$49,214,000) and directed the same to be paid to Century Choice (“Dividend to PRC Shareholder”), and the amount of registered capital contribution by Century Choice in Yulin Hongjin was reduced by an amount equal to approximately RMB41,944,000 (equivalent to approximately HK\$42,328,000). As a result of such reduction of registered capital contribution, the Group’s equity interest in Yulin Hongjin was decreased from 65% to 51%. Details of the capital reduction were disclosed in the joint announcement of, inter alia, the Company dated 18 June 2021.

An amount of approximately HK\$12,771,000 (being the difference between proportionate share of the carrying amount of the net assets of Yulin Hongjin and Dividend to PRC Shareholder) has been transferred out of non-controlling interests. The proportionate share of accumulated exchange reserve of approximately HK\$3,898,000 are re-attributed to non-controlling interests. The resulting gain of approximately HK\$16,669,000 has been credited to other reserve.

## 18. 承擔

於二零二一年九月三十日及二零二一年三月三十一日，並無於中期財務報表撥備之未履行資本承擔如下：

## 19. 於一間附屬公司之擁有權權益變動

於回顧期內，龍群有限公司（「龍群」）（本公司之全資附屬公司）與玉林宏進農副產品批發市場有限公司（「玉林宏進」）之主要股東（「中國股東」）就有關龍群於玉林宏進之註冊資本注資減少訂立一份協議。根據協議，中國股東已放棄其享有玉林宏進宣派截至二零二零年十二月三十一日止財政年度之股息之權利，金額約為人民幣40,950,000元（相當於約49,214,000港元），並指示將金額支付予龍群（「向中國股東派付的股息」），及龍群於玉林宏進的註冊資本注資已減少金額相等於約人民幣41,944,000元（相當於約42,328,000港元）。由於以上註冊資本注資的減少，本集團於玉林宏進的股權由65%減少至51%。有關資本減少的詳情已在（其中包括）本公司日期為二零二一年六月十八日的聯合公佈披露。

金額約12,771,000港元（即玉林宏進淨資產賬面值分佔比例與向中國股東派付的股息之間的差額）已自非控股權益轉出。累計匯兌儲備之分佔比例約3,898,000港元已重新歸入非控股權益。所得收益約16,669,000港元已計入其他儲備。

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## 20. LITIGATION

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

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

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

- (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 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

## 20. 訴訟

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

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

王女士及天九於令狀中的主要指稱如下：

- (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」），此協議內收購事項之代價被低報，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

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20. LITIGATION (Continued)

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

1. (Continued)

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

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

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

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

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

20. 訴訟 (續)

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

1. (續)

王女士及天九於令狀中的主要指稱如下：(續)

- (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。

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。

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## 20. LITIGATION (Continued)

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

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

As advised by the PRC legal adviser of the Company:

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

## 20. 訴訟 (續)

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

3. 於二零一四年六月十八日，本公司接獲湖北法院於二零一四年五月三十一日作出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。

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。



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20. LITIGATION (Continued)

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

6. On 23 June 2015, the Company submitted an application to the Supreme People’s Court for a retrial, requesting that the Beijing Judgment be set aside.
7. On 21 July 2015, the Company received the written Notice of Acceptance of the retrial application from the Supreme People’s Court.
8. On 22 December 2015, the Supreme People’s Court dismissed the Company’s petition (the “**December 2015 Judgment**”). The Company received the December 2015 Judgment on 7 January 2016.

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

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

20. 訴訟(續)

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

6. 於二零一五年六月二十三日，本公司向最高人民法院提出再審申請，要求擱置北京判決。
7. 於二零一五年七月二十一日，本公司接獲最高人民法院之再審申請受理通知書。
8. 於二零一五年十二月二十二日，最高人民法院駁回本公司的申請(「二零一五年十二月判決」)。本公司於二零一六年一月七日收到二零一五年十二月判決。

(B) 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，直至法院作出最終判決或進一步發出法院令狀為止。根據承諾，文據將不再到期，而令本公司於二零一二年十二月五日作出支付。
3. 於二零一七年六月九日，訴訟雙方共同向法院提出申請後，法院更改承諾，指承諾須繼續保留，惟王女士及天九可在本訴訟中按照訴訟雙方於二零一七年六月二日提交之同意傳票附帶的草擬稿提出反申索。
4. 審訊於二零一九年二月、三月及六月進行，為期23天。

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20. LITIGATION (Continued)

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

5. On 18 January 2021, the Court handed down a judgment (“**HK Judgment**”). Pursuant to the HK Judgment, the Court ruled, inter alia, that:
- (a) Ms. Wang and Tian Jiu shall pay to the Company damages in the total sum of RMB510,000,000 for loss and damages suffered by the Company in that the value of Baisazhou Agricultural’s shares was substantially less than what Ms. Wang and Tianjiu warranted;
  - (b) Ms. Wang shall pay to the Company nominal damages of HK\$1 for the failure on the part of Ms. Wang to assist the Company or Baishazhou Agricultural to obtain the Land Use Certificates in question;
  - (c) The Company is entitled to set-off the amount of HK\$54,211,000 from the sum due by the Company to Ms. Wang under one of the Instruments, being the net profit shortfall;
  - (d) As the quantum of the award of damages to the Company is greater than the amounts due under the Instruments, Ms. Wang and Tian Jiu are not allowed to enforce the Instruments against the Company; and
  - (e) The counterclaim of Ms. Wang and Tian Jiu for, amongst others, an order that the Company do cause and/or procure the shares in Baisazhou Agricultural to be transferred back to the defendants, be dismissed.
6. In the circumstances, the Company is not required to make any payment under the Instruments to Ms. Wang or Tian Jiu. Further, as the counterclaim of Ms. Wang and Tian Jiu was dismissed, the Company continues to be the legal and beneficial owner of Baisazhou Agricultural.

20. 訴訟 (續)

(B) 本公司於香港對王女士及天九發出之令狀 (續)

5. 於二零二一年一月十八日，法院作出一項判決（「**香港判決**」）。根據香港判決，法院裁定（其中包括）：
- (a) 王女士及天九須因本公司就白沙洲農副產品的股份價值大幅低於王女士及天九所擔保者所遭受的損失和損害而向本公司支付損害賠償總額人民幣510,000,000元；
  - (b) 王女士須因其未能協助本公司或白沙洲農副產品取得有關土地使用證而向本公司支付象徵式的損害賠償1港元；
  - (c) 本公司有權自本公司根據第一份文據（即淨利潤偏差）結欠王女士的款項中扣除54,211,000港元；
  - (d) 由於須向本公司支付的損害賠償金額大於文據項下的應付款項，故王女士及天九不得針對本公司強制執行文據；及
  - (e) 王女士及天九有關（其中包括）本公司促使及／或促成白沙洲農副產品之股份轉讓回被告之頒令的反申索被駁回。
6. 在此情況下，本公司無需根據文據向王女士或天九支付任何款項。此外，由於王女士及天九提出之反申索被駁回，本公司繼續為白沙洲農副產品之法定實益擁有人。

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20. LITIGATION (Continued)

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

7. As at 18 January 2021, the aggregate amount of the principal amount and interest payable of the promissory notes was approximately HK\$660,833,000 and the award of damages was approximately HK\$663,253,000. Based on the assessment by the management of the Company, the exceeding amount of approximately HK\$2,420,000 from the award of damages was not recognised as probability of the recoverability is remote. As a result, the management of the Company only recognised approximately HK\$660,833,000 in the consolidated statement of profit or loss and other comprehensive income.

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

1. On 4 May 2015 and 5 May 2015, Ms. Wang and Tian Jiu had jointly commenced two separate legal proceedings against MOFCOM alleging that MOFCOM failed to discharge its statutory duties for handling their application submitted in January 2015 for revoking the certificate of approval and letter of approval in relation to the Contended Agreement (the “**Application**”). The cases have been accepted by the Beijing Second Intermediate People’s Court (the “**Beijing Court**”).
2. On 20 May 2015, MOFCOM had filed its defence and each of the Company and Baisazhou Agricultural has then made an application to join the cases as third party.
3. On 25 May 2015, the Beijing Court issued a notice to the Company regarding submission of evidence.
4. On 8 January 2016, the Company received a judgment dated 31 December 2015 issued by the Beijing Court, by which the Beijing Court demanded MOFCOM to handle the Application again within 30 days.
5. On 15 February 2016, an inquiry was held by MOFCOM where the relevant parties to the legal proceedings were invited to attend and make submissions.

20. 訴訟 (續)

(B) 本公司於香港對王女士及天九發出之令狀 (續)

7. 於二零二一年一月十八日，承兌票據本金額及應付利息合共約660,833,000港元，損害賠償金額約為663,253,000港元。根據本公司管理層評估後，由於可收回金額之可能性很小，故並無確認來自損害賠償之超出金額約2,420,000港元。因此，本公司管理層於綜合損益及其他全面收益表僅確認約660,833,000港元。

(C) 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覆提交之申請(「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各自隨後申請作為第三方加入該等案件。
3. 於二零一五年五月二十五日，北京法院就提交證據向本公司發出通告。
4. 本公司於二零一六年一月八日收到北京法院頒佈之日期為二零一五年十二月三十一日的判決，北京法院要求商務部於30日內重新處理申請。
5. 於二零一六年二月十五日，商務部邀請參與法律訴訟並作出陳詞的相關人士召開聽證會。

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20. LITIGATION (Continued)

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

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

20. 訴訟(續)

(C) 王女士及天九對商務部提出法律訴訟(續)

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將不予撤銷且維持其效力。
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。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己已被北京法院加入作為訴訟的第三方。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，本公司接獲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之判決(「**十二月二十日判決**」)，駁回王女士及天九之上訴，並維持三月三十一日判決所載的北京法院之判決。

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20. LITIGATION (Continued)

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

11. On 4 March 2020, the Company noted the judgment of the Supreme Court dated 31 December 2019 (the “**31 December Judgment**”). By the 31 December Judgment, the Supreme Court dismissed the application of Ms. Wang and Tian Jiu for retrial and for dismissal of the 31 March Judgment and the 20 December Judgment.
12. 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.

(D) 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.

20. 訴訟(續)

(C) 王女士及天九對商務部提出法律訴訟(續)

11. 於二零二零年三月四日，本公司注意到最高人民法院日期為二零一九年十二月三十一日的判決(「十二月三十一日判決」)。根據十二月三十一日判決，最高人民法院駁回王女士及天九就重審及駁回三月三十一日判決及十二月二十日判決提出的申請。
12. 換言之，商務部於二零零七年十一月發出有關爭議協議的批准將不予撤銷並維持有效。

(D) 本公司於湖北向王女士及天九發出令狀

1. 於二零一五年五月二十二日，鑒於北京判決(如上文(A)節所披露)，本公司按本公司中國法律顧問之意見及出於審慎起見，向王女士及天九發出令狀。本公司尋求湖北法院頒令要求王女士及天九須協助白沙洲農副產品履行買賣協議下其須向商務部報批備案的合約義務。
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。

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20. LITIGATION (Continued)

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

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 has no longer in force.
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.

20. 訴訟(續)

(D) 本公司於湖北向王女士及天九發出令狀(續)

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。
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合約義務；(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將有權自行向商務部報批備案；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。

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20. LITIGATION (Continued)

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

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 (C) above) would affect the trial of these proceedings, these proceedings should be stayed.
11. On 26 April 2017, Ms. Wang and Tian Jiu applied to the Hubei Court for a freezing order in respect of the Company's 70% interest in Baisazhou Agricultural. The Hubei Court refused the application by Ms. Wang and Tian Jiu on that occasion.
12. On 10 May 2017, Ms. Wang and Tian Jiu applied to the Hubei Court again for a freezing order in respect of the Company's 70% interest in Baisazhou Agricultural. According to the order of the Hubei Court dated 26 May 2017 (the "**26 May Order**"), the Hubei Court granted the freezing order as against the Company's 70% interest in Baisazhou Agricultural.
13. On 26 May 2017, Ms. Wang and Tian Jiu applied to add a counterclaim for return of the Company's 90% interest in Baisazhou Agricultural (70% for Ms. Wang and 20% for Tian Jiu).
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.

20. 訴訟(續)

(D) 本公司於湖北向王女士及天九發出令狀(續)

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法律訴訟結果(見上文(C)節)將影響該等審理程序，故該等審理程序應押後。
11. 於二零一七年四月二十六日，王女士及天九就本公司於白沙洲農副產品之70%權益向湖北法院申請凍結令。湖北法院當時拒絕王女士及天九的申請。
12. 於二零一七年五月十日，王女士及天九再次就本公司於白沙洲農副產品之70%權益向湖北法院申請凍結令。根據湖北法院於二零一七年五月二十六日的命令(「**五月二十六日命令**」)，湖北法院批准凍結令，凍結本公司於白沙洲農副產品之70%權益。
13. 於二零一七年五月二十六日，王女士及天九申請增加反申索，要求取回本公司於白沙洲農副產品之90%權益(王女士70%、天九20%)。
14. 於二零一七年六月五日，本公司向湖北法院申請複審五月二十六日命令。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。

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20. LITIGATION (Continued)

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

15. On 10 April 2019, in light of the outcome of the legal proceedings against MOFCOM by Ms. Wang and Tian Jiu (see section (C) above), the Company applied to the Hubei Court for withdrawal of the Company's claim. The application of the Company was granted on 11 April 2019.
16. According to the judgment of the Hubei Court dated 23 December 2019 (the "**23 December Judgment**"), the counterclaim made by Ms. Wang and Tianjiu was dismissed by the Hubei Court.
17. Pursuant to a notice of appeal dated 19 January 2020, Ms. Wang and Tian Jiu appealed against the 23 December Judgment and requested from the Supreme People's Court for an order that (a) the 23 December Judgment be set aside, (b) the SPA no longer have any force, and (c) the Company's 90% interest in Baisazhou Agricultural be returned (70% for Ms. Wang and 20% for Tian Jiu).
18. On 29 March 2021, the Company received the judgment of the Supreme Court dated 29 December 2020 (the "**29 December Judgment**") stating that the appeal basis of Ms. Wang and Tian Jiu could not be established and was not supported by the Supreme Court. Accordingly, the Supreme Court dismissed the appeal of Ms. Wang and Tian Jiu and upheld the 23 December Judgment. The 29 December Judgment is final.

20. 訴訟(續)

(D) 本公司於湖北向王女士及天九發出令狀(續)

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(C)節)，本公司向湖北法院申請撤回本公司的申索。本公司的申請於二零一九年四月十一日獲得批准。
16. 根據湖北法院日期為二零一九年十二月二十三日的判決(「十二月二十三日判決」)，王女士及天九提出的反申索已被湖北法院駁回。
17. 根據日期為二零二零年一月十九日之上訴通知，王女士及天九就十二月二十三日判決提出上訴，請求最高人民法院頒令(a)撤銷十二月二十三日判決，(b)買賣協議不再具有任何效力，及(c)退還本公司於白沙洲農副產品的90%權益(王女士佔70%及天九佔20%)。
18. 於二零二一年三月二十九日，本公司接獲最高法院日期為二零二零年十二月二十九日之判決(「十二月二十九日判決」)，當中指出王女士及天九的上訴理據可能不成立，不獲最高法院支持。因此，最高法院駁回王女士及天九上訴，並維持十二月二十三日判決原判。十二月二十九日判決則為最終裁決。



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20. LITIGATION (Continued)

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

1. On 4 November 2018, Jiangsu Shenglong Zhengtai Trade and Commercial Development Co., Ltd ("**Jiangsu Shenglong**") issued a writ against Huai'an Mingyuan Agricultural Development Company Ltd ("**Huai'an Mingyuan**") and Mr. Wang Yong Gang ("**Mr Wang**"), seeking an order from the Jiangsu Nanjing Xuanwu District People's Court (the "**Xuanwu Court**"), inter alia, that (1) the Business Cooperation Agreement and Supplemental Business Cooperation Agreement signed by the parties shall be terminated; (2) Huai'an Mingyuan shall pay Jiangsu Shenglong RMB30,000,000 as compensation for breach of the Business Cooperation Agreement; (3) Huai'an Mingyuan shall pay Jiangsu Shenglong RMB2,029,250 and RMB5,795,000 as compensation for breaches of the Supplemental Business Cooperation Agreement; (4) Mr. Wang shall be held responsible for Huai'an Mingyuan's aforementioned compensations to Jiangsu Shenglong; and (5) the defendants shall be jointly liable for the costs of the proceedings and Huai'an Mingyuan shall be liable for the legal fees of Jiangsu Shenglong.
2. On 16 December 2018, Huai'an Mingyuan issued counter claim against Jiangsu Shenglong, seeking an order from the Xuanwu 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. According to the judgment of the Xuanwu Court dated 31 December 2020 (the "**31 December Judgment**"), the Xuanwu Court ordered that (1) the Business Cooperation Agreement and Supplemental Business Cooperation Agreement signed by the parties be terminated; (2) Huai'an Mingyuan shall pay the legal fees of Jiangsu Shenglong of RMB100,000; (3) Mr. Wang shall be held responsible for Huai'an Mingyuan's aforementioned compensations to Jiangsu Shenglong; (4) other claims of Jiangsu Shenglong be dismissed.

20. 訴訟(續)

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

1. 於二零一八年十一月四日，江蘇盛隆正泰商貿發展有限公司(「江蘇盛隆」)向淮安市明遠農業發展有限公司(「淮安明遠」)及王永鋼先生(「王先生」)發出令狀，尋求江蘇南京玄武區人民法院頒令(「玄武法院」)，(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應予終止；(2)淮安明遠須向江蘇盛隆支付人民幣30,000,000元，作為違反業務合作協議之賠償；(3)淮安明遠須向江蘇盛隆支付人民幣2,029,250元及人民幣5,795,000元作為違反補充業務合作協議之賠償；(4)王先生應對淮安明遠上述對江蘇盛隆之賠償負責；及(5)被告人須共同負責承擔訴訟費用及淮安明遠須負責承擔江蘇盛隆的律師費。
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，尋求玄武法院頒令，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. 根據玄武法院日期為二零二零年十二月三十一日的判決(「十二月三十一日判決」)，玄武法院頒令(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100,000元之法律費用；(3)王先生應對淮安明遠上述對江蘇盛隆之賠償負責；(4)其他江蘇盛隆之申索將予駁回。

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20. LITIGATION (Continued)

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

4. On 2 February 2021, Jiangsu Shenglong appealed against the 31 December Judgment and requested for an order from the Nanjing Intermediate People's Court, inter alia, that (1) Huai'an Mingyuan shall pay Jiangsu Shenglong RMB30,000,000 as compensation for breach of the Business Cooperation Agreement; (2) Huai'an Mingyuan shall pay Jiangsu Shenglong RMB2,029,250 and RMB5,795,000 as compensation for breaches of the Supplemental Business Cooperation Agreement.

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

(F) Writ issued in the PRC by Puyang Kaiping Construction Company Limited against Puyang Hongjin Agricultural and By-Product Exchange Market Company Limited

1. On 19 October 2020, Puyang Kaiping Construction Company Limited ("**Puyang Kaiping**") issued a writ against Puyang Hongjin Agricultural and By-Product Exchange Market Company Limited ("**Puyang Hongjin**"), seeking an order from the Puyang Hualong District People's Court (the "**Hualong Court**") that Puyang Hongjin shall pay Puyang Kaiping RMB3,719,501.87 being construction payment together with interest.

2. On 21 January 2021, Puyang Hongjin received the judgment of the Hualong Court dated 12 January 2020 (the "**12 January Judgment**"), in which the Hualong Court ordered that (1) Puyang Hongjin shall pay Puyang Kaiping RMB3,719,501.87 being construction payment and (2) in the event of default by Puyang Hongjin, interest accrued on the outstanding sum shall be doubled during the period of delayed performance.

20. 訴訟 (續)

(E) 本公司附屬公司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)

4. 於二零二一年二月二日，江蘇盛隆就十二月三十一日判決提出上訴，並請求南京市中級人民法院頒令(其中包括)(1)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；(2)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。

5. 於本報告日期，訴訟仍在進行。

(F) 濮陽開平建設工程有限公司於中國向濮陽宏進農副產品交易市場有限公司發出之令狀

1. 於二零二零年十月十九日，濮陽開平建設工程有限公司(「**濮陽開平**」)向濮陽宏進農副產品交易市場有限公司(「**濮陽宏進**」)發出令狀，尋求濮陽市華龍區人民法院(「**華龍法院**」)頒令濮陽宏進須向濮陽開平支付建築款項連同利息人民幣3,719,501.87元。

2. 於二零二一年一月二十一日，濮陽宏進收到華龍法院日期為二零二零年一月十二日之判決(「**一月十二日判決**」)，當中華龍法院頒令(1)濮陽宏進須向濮陽開平支付建築款項人民幣3,719,501.87元；及(2)倘濮陽宏進未能履行，在延遲履行期間，未償還款項之應計利息理應加倍償還。

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20. LITIGATION (Continued)

(F) Writ issued in the PRC by Puyang Kaiping Construction Company Limited against Puyang Hongjin Agricultural and By-Product Exchange Market Company Limited (Continued)

3. On 2 February 2021, Puyang Hongjin appealed against the 12 January Judgment to the Puyang Intermediate People's Court (the "Puyang Intermediate Court") and requested for an order from the Puyang Intermediate People's Court, inter alia, that (1) the 12 January Judgment be set aside and (2) the claim of Puyang Kaiping be dismissed.
4. According to the judgment of the Puyang Intermediate Court dated 2 August 2021, the Puyang Intermediate Court ordered that (1) the 12 January judgment be set aside; (2) Puyang Hongjin shall pay Puyang Kaiping RMB3,719,501.87 being construction payment; (3) other claims of Puyang Kaiping be dismissed; and (4) in the event of default by Puyang Hongjin, interest accrued on the outstanding sum shall be doubled during the period of delayed performance. The case has come to an end.

Save as disclosed above, as at 30 September 2021, 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. 訴訟 (續)

(F) 濮陽開平建設工程有限公司於中國向濮陽宏進農副產品交易市場有限公司發出之令狀 (續)

3. 於二零二一年二月二日，濮陽宏進就一月十二日判決向濮陽市中級人民法院（「濮陽中級法院」）提出上訴，並請求濮陽市中級人民法院頒令（其中包括）(1) 撤銷一月十二日判決；及 (2) 駁回濮陽開平之申索。
4. 根據日期為二零二一年八月二日之濮陽中級法院判決，濮陽中級法院頒令(1) 撤銷一月十二日判決；(2) 濮陽宏進須向濮陽開平支付建築款項人民幣3,719,501.87元；(3) 駁回其他濮陽開平的索償；及(4) 倘濮陽宏進未能履行，在延遲履行期間，未償還款項之應計利息理應加倍償還。本案現已終結。

除上文披露者外，於二零二一年九月三十日，就董事所知，(i) 本集團並無涉及任何重大訴訟或索償，以及(ii) 本集團並無尚未了結或面臨的重大訴訟或索償或遭到威脅。

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## 21. MATERIAL RELATED PARTY TRANSACTIONS

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

### (a) Transactions with key management personnel

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

## 21. 重大關連人士交易

除中期財務報表另有披露者外，本集團已訂立以下重大關連人士交易：

### (a) 與主要管理人員的交易

本集團主要管理人員之酬金包括支付予本公司董事及最高薪酬僱員之金額。

		<b>For the six months ended</b> 截至以下日期止六個月	
		<b>30 September 2021</b> 二零二一年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term employee benefits	短期僱員福利	<b>2,912</b>	4,162
Post-employment benefits	離職後福利	<b>62</b>	71
		<b>2,974</b>	4,233

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**21. MATERIAL RELATED PARTY TRANSACTIONS** 21. 重大關連人士交易 (續)  
(Continued)

(b) Material related party transaction

(b) 重大關連人士交易

		For the six months ended 截至以下日期止六個月	
		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2020 二零二零年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Easy One Financial Group Limited and its subsidiaries	易易壹金融集團有限公司及其附屬公司		
- Interest on Convertible Bonds	- 可換股債券利息	<b>3,184</b>	5,980
Wai Yuen Tong Medicine Holdings Limited and its subsidiaries	位元堂藥業控股有限公司及其附屬公司		
- Interest on other borrowings	- 其他借款利息	<b>26,248</b>	26,322
- Purchase of goods	- 購買貨品	<b>18</b>	803
Wang On Group Limited and its subsidiaries	宏安集團有限公司及其附屬公司		
- Management fee	- 管理費	<b>150</b>	480
- Interest on other borrowings	- 其他借款利息	<b>3,752</b>	3,760

**22. EVENT AFTER REPORTING PERIOD**

Settlement of Convertible Bonds

On 18 October 2021, the Convertible Bonds with aggregate principal amount of HK\$134,800,000 were fully redeemed. No bond was converted into shares up to the maturity date.

**22. 報告期後事件**

可換股債券結算

於二零二一年十月十八日，本金總額為134,800,000港元之可換股債券已悉數贖回。直至到期日，概無債券已轉換為股份。

**23. APPROVAL OF INTERIM FINANCIAL STATEMENTS**

The Interim Financial Statements were approved and authorised to issue by the Board on 23 November 2021.

**23. 中期財務報表之批准**

中期財務報表於二零二一年十一月二十三日獲董事會批准及授權刊發。



# 中國農產品交易

CHINA AGRI-PRODUCTS EXCHANGE

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

香港九龍  
九龍灣宏光道39號  
宏天廣場32樓3202室

