

601118



Hainan State Farms Investment Limited	
Sandana Dass	Lim Beng Seng
Ling Chan Yew	Ho Wai Leong
Toshinobu Handa	Lee Chee Hoe
Oh Kian Chew	Leow Wei Chang
Lim Chin Seng	Leslie Cheng Tsin Tzun
Nguyen Dai Thao	
Wong Kien Hian	Yeoh Wee Chia
Mantha Srinivas Sastry	Koravangattu Vinayraj



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# 公司声明

<http://www.sse.com.cn>

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## 交易对方声明

Hainan State Farms Investment Limited

Sandana Dass 16 R1

# 重大事項提示

## 一、本次交易方案概要

R1	4,200,000	Sandana Dass	Lim Beng Seng	Ling Chan Yew
		Ho Wai Leong	Toshinobu Handa	Lee Chee Hoe
		Oh Kian Chew	Leow Wei Chang	
		Lim Chin Seng	Leslie Cheng Tsin Tzun	Nguyen Dai Thao
				Wong Kien Hian
		Yeoh Wee Chia	Mantha Srinivas Sastry	Koravangattu Vinayraj
				R1
	810,888		5,010,888	
				R1
	6,820,888	73.46%		
				R1
				R1
				4,200,000

			R1	100%
	9,157.19			58,050.16
			5,010,888	6,554.24

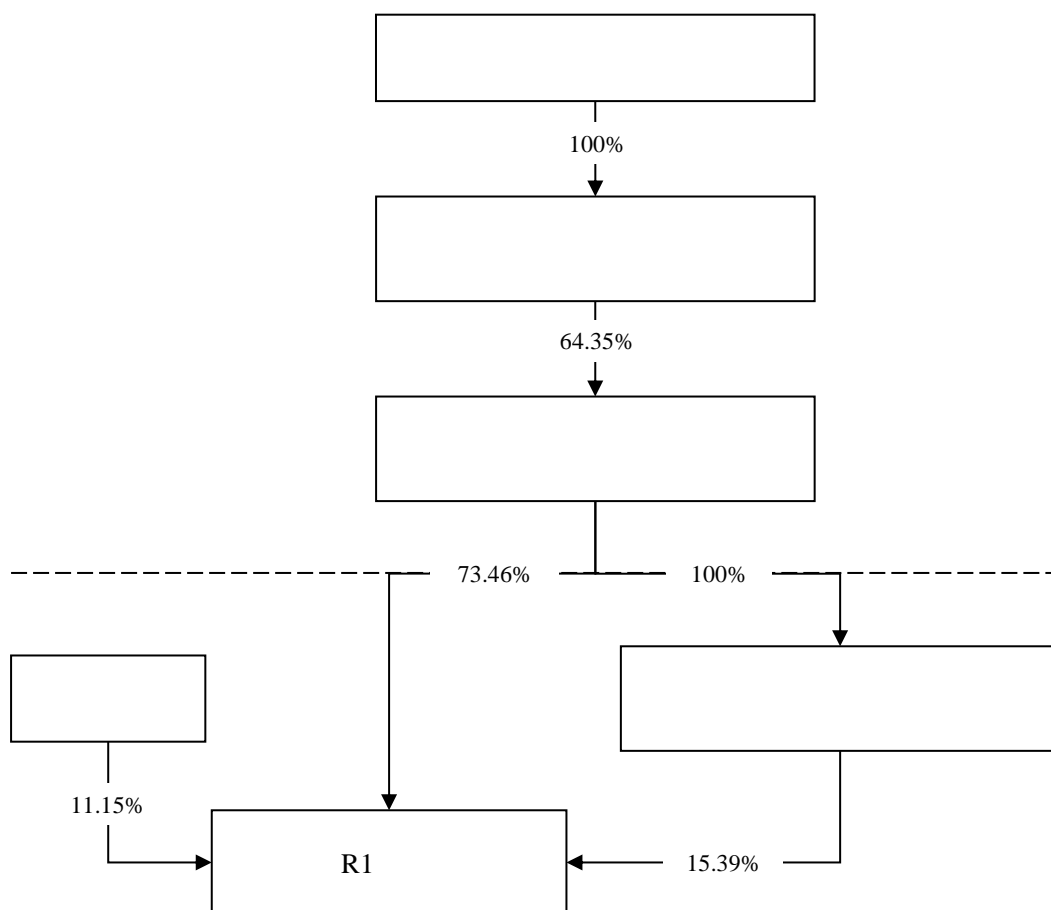
1

			R1	
		R1	73.46%	
				R1
	15.39%			
		R1	88.86%	

R1

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<sup>1</sup> R1 13.08 9,157.19 5,010,888 7,000,000 R1



### (一) 交易对方

		<b>R1</b>		
1	<sup>2</sup>	4,200,000	54,936,000.00	
2	Sandana Dass	350,000	4,578,000.00	R1 <sup>3</sup>
3	Lim Beng Seng	88,888	1,162,655.04	R1
4	Ling Chan Yew	88,000	1,151,040.00	R1 <sup>4</sup>
5	Ho Wai Leong	80,000	1,046,400.00	R1 <sup>5</sup>
6	Toshinobu Handa	50,000	654,000.00	
7	Lee Chee Hoe	40,000	523,200.00	
8	Oh Kian Chew	20,000	261,600.00	R1
9	Leow Wei Chang	20,000	261,600.00	R1

<sup>2</sup>

<sup>3</sup> Chief Executive Officer

<sup>4</sup> Deputy Chief Operation Officer

<sup>5</sup> General Manager

		<b>R1</b>		
10	Lim Chin Seng	15,000	196,200.00	R1
11	Leslie Cheng Tsin Tzun	13,000	170,040.00	
12	Nguyen Dai Thao	10,000	130,800.00	
13		10,000	130,800.00	
14	Wong Kien Hian	8,000	104,640.00	
15	Yeoh Wee Chia	8,000	104,640.00	
16	Mantha Srinivas Sastry	5,000	65,400.00	
17	Koravangattu Vinayraj	5,000	65,400.00	
		<b>5,010,888</b>	<b>65,542,415.04</b>	

## (二) 交易评估和作价情况

		R1	5,010,888
	R1	6,820,888	73.46%
R1	100%	9,157.19	
58,050.16		5,010,888	6,554.24

## (三) 支付方式及支付安排

1		49,442,400.00	5,493,600.00	-
2	Sandana Dass	4,120,200.00	457,800.00	-
3	Lim Beng Seng	581,327.52	290,663.76	290,663.76
4	Ling Chan Yew	575,520.00	287,760.00	287,760.00
5	Ho Wai Leong	523,200.00	261,600.00	261,600.00
6	Toshinobu Handa	327,000.00	163,500.00	163,500.00
7	Lee Chee Hoe	261,600.00	130,800.00	130,800.00
8	Oh Kian Chew	130,800.00	65,400.00	65,400.00
9	Leow Wei Chang	130,800.00	65,400.00	65,400.00
10	Lim Chin Seng	98,100.00	49,050.00	49,050.00
11	Leslie Cheng Tsin Tzun	85,020.00	42,510.00	42,510.00
12	Nguyen Dai Thao	65,400.00	32,700.00	32,700.00

13		65,400.00	32,700.00	32,700.00
14	Wong Kien Hian	52,320.00	26,160.00	26,160.00
15	Yeoh Wee Chia	52,320.00	26,160.00	26,160.00
16	Mantha Srinivas Sastry	32,700.00	16,350.00	16,350.00
17	Koravangattu Vinayraj	32,700.00	16,350.00	16,350.00
		<b>56,576,807.52</b>	<b>7,458,503.76</b>	<b>1,507,103.76</b>

1	Sandana Dass			
2	Sandana Dass		2020 3 31	2022 3 31

#### (四) 业绩承诺及补偿

2019 4 12

1

2019 2020 2021

R1

R1

2019

2020

2021

1,313.00

2

R1

1 R1

2

R1

R1

3

R1

4 R1

R1

R1



R1

R1

3

1

R1

10

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-

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y

4,200,000

420

2

420

R1

=420

420

420



(五) 过渡期损益安排

R1

R1

R1

R1

10

二、本次交易构成关联交易、构成重大资产重组且不构成重组上市

(一) 本次交易构成关联交易

(二) 本次交易构成重大资产重组

2018

R1

2018

		R1			
	1,493,272.34	149,248.56	41,549.30	149,248.56	9.99%
	1,000,667.14	44,092.66	41,549.30	44,092.66	4.41%
	675,452.29	647,897.57	-	647,897.57	95.92%

1

2

2018 4 27

1

6.3393

(三) 本次交易不构成重组上市

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### 三、本次交易的决策过程和审批情况

#### （一）本次交易已履行的决策程序及批准情况

1

2

3

2018 10 19

R1 60%

[2018]93

4

#### （二）本次交易尚需履行的决策、审批或备案程序

1

2

3

4

5

### 四、本次交易对上市公司的影响

#### （一）本次交易对上市公司股权结构的影响

(二) 本次交易对上市公司财务指标的影响

1

	2017 12 31		
	462,185.10	602,956.74	30.46%
	874,633.71	904,871.12	3.46%
	<b>1,336,818.81</b>	<b>1,507,827.86</b>	<b>12.79%</b>
	<b>795,162.26</b>	<b>842,330.06</b>	<b>5.93%</b>

	2018 12 31		
	602,261.17	745,790.73	23.83%
	891,011.17	901,351.25	1.16%
	<b>1,493,272.34</b>	<b>1,647,141.98</b>	<b>10.30%</b>
	<b>1,000,667.14</b>	<b>1,048,704.00</b>	<b>4.80%</b>

R1

2018 12 31		1,647,141.98
10.30%	23.83%	1.16%
1,048,704.00		4.80%

2

	2017 12 31		
	476,868.25	595,288.53	24.83%
	64,788.31	70,209.27	8.37%
	<b>541,656.56</b>	<b>665,497.79</b>	<b>22.86%</b>
	<b>40.52%</b>	<b>44.14%</b>	<b>8.93%</b>

	2018 12 31		
	352,906.87	457,486.90	29.63%
	139,698.33	140,951.09	0.90%
	<b>492,605.19</b>	<b>598,437.98</b>	<b>21.48%</b>
	<b>32.99%</b>	<b>36.33%</b>	<b>10.14%</b>

2018 12 31 36.33%

10.14%

3

2018 12 31

/

	2018 12 31	
6	0.48	0.84
	4.15	6.43

1 = /  
2 = /

R1

4

2017 1 1

	2018		2017	
	675,452.29	1,319,452.62	1,081,832.27	1,882,898.49
	651,105.19	1,265,319.69	1,024,760.81	1,790,301.97
	-623.66	367.88	-48,203.43	-40,074.40
	16,343.82	17,374.33	-25,904.68	-17,638.66
	22,148.29	23,214.66	-27,622.87	-22,454.90
	22,863.86	23,604.92	-26,404.45	-22,315.03
	427,942.78	427,942.78	393,117.16	393,117.16
/	0.0542	0.0575	-0.0672	-0.0568
/	0.0542	0.0575	-0.0672	-0.0568

R1

2018 2017

95.34% 74.05%

R1

2018

0.0542

0.0575

6.16%

### (三) 本次交易对上市公司主营业务的影响

R1

R1

R1

### 五、本次交易相关方作出的重要承诺

(一) 上市公司及控股股东、实际控制人作出的重要承诺

1			
2			<p style="text-align: right;">2016 8</p> <p style="text-align: center;">12</p> <p style="text-align: right;">2016]3</p>
3			<p>1</p> <p>2</p> <p>3</p> <p>4</p> <p>5</p>

			6
			1
			1 Hainan State Farms Investment Limited R1 4,200,000
			2 HSF(S)Pte.Ltd. PT.Kirana Megatara 45% 7 Archipelago Rubber Trading Pte.Ltd. 62.5%
			2
			2017 7 1
4			30 HSF(S)Pte.Ltd. PT.Kirana Megatara KM 45% Archipelago Rubber Trading Pte.Ltd. ART 62.5%
			2
			30 HSF(S)Pte.Ltd. KM ART
			3
			30 HSF(S)Pte.Ltd.
			KM ART 4 HSF(S)Pte.Ltd. KM

<sup>7</sup> 2019 3 8 Capital IQ  
4,145,556,744

PT.Kirana Megatara 50.46%

			ART		
			HSF(S)Pte.Ltd.	KM	ART
			2017	12	
			5		
			3		
5					
6					
7					




(二) 交易对方及其他相关方出具的重要承诺

1	R1		
2			5

			R1
3	R1		5
			5%

			R1
4	R1		36 13

六、控股股东及其一致行动人对本次重组的原则性意见，  
及控股股东及其一致行动人、董事、监事、高级管理人员自  
本次重组复牌之日起至实施完毕期间的股份减持计划

(一) 控股股东及其一致行动人对本次重组的原则性意见

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1

2

(二) 上市公司控股股东及其一致行动人、董事、监事、高级管理人员自本次重组复牌之日起至实施完毕期间的股份减持计划

1

R1 International Pte. Ltd.

2

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## 七、本次交易的协议签署情况

### （一）《股份购买协议（农垦控股）》

2018 10 19

### （二）《股份购买协议（管理层）》

2018 10 19 Sandana Dass Lim Beng Seng Ling Chan  
Yew Ho Wai Leong Toshinobu Handa Lee Chee Hoe Oh Kian Chew Leow Wei  
Chang Lim Chin Seng Leslie Cheng Tsin Tzun Nguyen Dai Thao Wong  
Kien Hian Yeoh Wee Chia Mantha Srinivas Sastry Koravangattu Vinayraj

### （三）《利润补偿协议》

2019 4 12

## 八、本次交易对中小投资者权益保护的安排

### （一）严格履行上市公司信息披露义务

### （二）严格执行关联交易批准程序

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(三) 确保购买资产定价公平、公允

(四) 业绩承诺及补偿安排

2019	4	12							
			2019	2020	2021				
			R1			R1	2019	2020	
			2021						1,313.00

(五) 股东大会及网络投票安排

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(六) 关于防范本次资产重组摊薄即期回报风险的措施

[2014]17

[2013]110

[2015]31

1

2

1

2

3

4

5

6





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## 重大风险提示

### 一、本次重大资产重组的交易风险

#### （一）本次交易可能被暂停、中止或取消的风险

R1

R1

#### （二）本次交易审批及备案风险

1

2

3

4

5

#### （三）本次交易融资及换汇的风险

/

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#### (四) 内幕交易核查手段受限的风险

128

20

20.00%

128

## 二、标的公司相关风险

### (一) 橡胶价格波动风险

R1

R1

R1

### (二) 汇率波动风险

R1

R1

### (三) 税务风险

R1

R1

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R1

(四) 所在国政治经济环境变化风险

R1

R1

R1

R1

(五) 期货业务风险

R1

R1

R1

R1

R1

R1

R1

(六) R1 国际核心人员流失风险

R1



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R1 HY

R1 QV

R1 HY

### 三、本次重大资产重组后上市公司相关风险

#### （一）收购完成后的整合风险

R1

R1

R1

R1

R1

R1

R1

#### （二）外汇监管的政策和法规风险

R1

R1

R1

#### （三）股价波动风险



#### 四、其他风险

## 释义

		Hainan Rubber Group (Singapore) Development Pte. Ltd.
		R1 R1 5,010,888
		Sandana Dass Lim Beng Seng Ling Chan Yew Ho Wai Leong Toshinobu Handa Lee Chee Hoe Oh Kian Chew Leow Wei Chang Lim Chin Seng Leslie Cheng Tsin Tzun Nguyen Dai Thao Wong Kien Hian Yeoh Wee Chia Mantha Srinivas Sastry Koravangattu Vinayraj
		2010 9
		Hainan State Farms Investment Limited
		R1 4,200,000
		HSF (S) Pte. Ltd.
		100%
Sandana Dass Dass		Sandana Dass R1
R1		Sandana Dass Lim Beng Seng Ling Chan Yew Ho Wai Leong Toshinobu Handa Lee Chee Hoe Oh Kian Chew Leow Wei Chang Lim Chin Seng Leslie Cheng Tsin Tzun Nguyen Dai Thao Wong Kien Hian Yeoh Wee Chia Mantha Srinivas Sastry Koravangattu Vinayraj
R1		R1 International Pte Ltd

			R1	5,010,888	
R1		R1 International Vietnam Co., Ltd.		R1	
R1 HY		Hwah Yang Agro Industries Sdn Bhd.		R1	
R1 QV		Quoc Viet Rubber Co., Ltd.		R1	
R1		PT Bintang Agung Persada Ltd.		R1	
		R1			
R1 RV		R1 Rubber Venture Pte. Ltd.		R1	
KM		PT Kirana Megatara Tbk			
		50.46%			
ART		Archipelago Rubber Trading Pte. Ltd.			
		62.5%			
		ZICO Insights Law LLC	ZICO Law Vietnam		
		ZICOLaw (Thailand) Limited	Roosdiono &		
		Partners Zaid Ibrahim & Co	U c o x f < " R		
		Mei & Mark LLP	King & Wood Mallesons		
		.		R1	
			2019	3	15
		R1		3	17



					2019
		4	10	R1 International Pte Ltd	
				2019	61230935_B01
					[2019]170002
		2018	4	30	
					2018 12
		30			
				R1 International Pte. Ltd.	
				R1 International Pte. Ltd.	
				(2018)	1290
		2018	10	19	
					R1 International
				Pte Ltd	
		2018	10	19	R1
				16	R1
		2018	4	12	
128					[2007]128
		2016	2017	2018	

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# 本次交易的概况

## 一、本次交易的背景及目的

### (一) 本次交易的背景

1

R1

R1

2 R1

R1

R1

R1

### (二) 本次交易的目的

1

16.70%

90%

R1

2018

64

R1

---

2

R1

3

2012 4

R1 15% 60% R1

R1

R1

R1

R1 4,200,000

R1 61.58%

R1

## 二、本次交易的决策过程和审批情况

### （一）本次交易已履行的决策程序及批准情况

1

2

3

2018 10 19

R1 60%

[2018]93

4

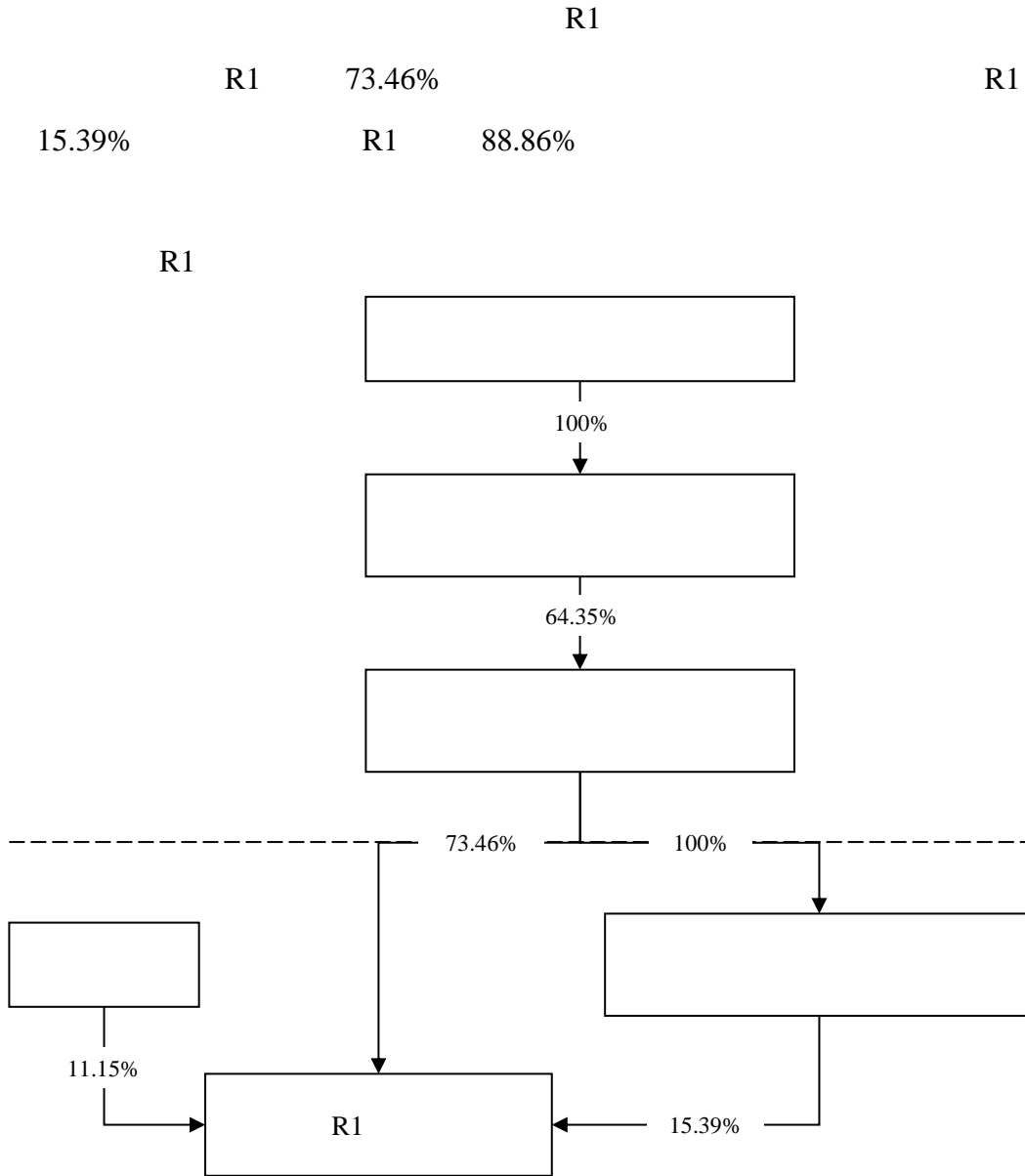
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## (二) 本次交易尚需履行的决策、审批或备案程序

- 1
- 2
- 3
- 4
- 5

## 三、本次交易的具体方案

R1	4,200,000	Sandana Dass	Lim Beng Seng	Ling Chan Yew
Ho Wai Leong	Toshinobu Handa	Lee Chee Hoe	Oh Kian Chew	Leow Wei Chang
Lim Chin Seng	Leslie Cheng	Tsin Tzun	Nguyen Dai Thao	Wong Kien Hian
Yeoh Wee Chia	Mantha Srinivas Sastry	Koravangattu	Vinayraj	R1
810,888	5,010,888			R1
6,820,888	73.46%			R1
		R1	4,200,000	
			R1	100%
	9,157.19			58,050.16
			5,010,888	
6,554.24				



(一) 交易对方

		R1		
1		4,200,000	54,936,000.00	
2	Sandana Dass	350,000	4,578,000.00	R1 <sup>8</sup>
3	Lim Beng Seng	88,888	1,162,655.04	R1
4	Ling Chan Yew	88,000	1,151,040.00	R1 <sup>9</sup>

<sup>8</sup> Chief Executive Officer

		<b>R1</b>		
5	Ho Wai Leong	80,000	1,046,400.00	R1 <sup>10</sup>
6	Toshinobu Handa	50,000	654,000.00	
7	Lee Chee Hoe	40,000	523,200.00	
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13		10,000	130,800.00	
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16	Mantha Srinivas Sastry	5,000	65,400.00	
17	Koravangattu Vinayraj	5,000	65,400.00	
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## (二) 交易评估和作价情况

		R1	5,010,888	
	R1	6,820,888	73.46%	
R1	100%	9,157.19		
58,050.16		5,010,888		6,554.24

## (三) 业绩承诺及补偿

2019 4 12

1

	2019	2020	2021		
	R1		R1	2019	2020
	2021	1,313.00			

2

<sup>9</sup> Deputy Chief Operation Officer

<sup>10</sup> General Manager

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R1

1 R1

2

R1

R1

3

R1

4 R1

R1

R1

R1

R1

**3**

**1**

R1

10

=

-

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y

420

**2**

420

R1

=420

420

420

#### (四) 支付方式及支付安排

1		49,442,400.00	5,493,600.00	-
2	Sandana Dass	4,120,200.00	457,800.00	-
3	Lim Beng Seng	581,327.52	290,663.76	290,663.76
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13		65,400.00	32,700.00	32,700.00
14	Wong Kien Hian	52,320.00	26,160.00	26,160.00
15	Yeoh Wee Chia	52,320.00	26,160.00	26,160.00
16	Mantha Srinivas Sastry	32,700.00	16,350.00	16,350.00
17	Koravangattu Vinayraj	32,700.00	16,350.00	16,350.00
		<b>56,576,807.52</b>	<b>7,458,503.76</b>	<b>1,507,103.76</b>



1	Sandana Dass			
2	Dass		2020 3 31	2022 3 31

(五) 过渡期间损益安排

R1

R1

R1

R1

10

(六) 人员安置与债权债务转移

R1 5,010,888

四、本次交易构成关联交易、构成重大资产重组且不构成重组上市

(一) 本次交易构成关联交易

(二) 本次交易构成重大资产重组

2017

R1

2017

		<b>R1</b>			
	1,336,818.81	164,869.35	41,549.30	164,869.35	12.33%
	795,162.26	42,531.11	41,549.30	42,531.11	5.35%
	1,081,832.27	809,615.22	-	809,615.22	74.84%

1

2  
6.3393

2018 4 27

1

### (三) 本次交易不构成重组上市

## 五、本次交易对上市公司的影响

### (一) 本次交易对上市公司股权结构的影响

### (二) 本次交易对上市公司财务指标的影响

1

	2017 12 31		
	462,185.10	602,956.74	30.46%
	874,633.71	904,871.12	3.46%
	<b>1,336,818.81</b>	<b>1,507,827.86</b>	<b>12.79%</b>
	<b>795,162.26</b>	<b>842,330.06</b>	<b>5.93%</b>

	2018 12 31		
	602,261.17	745,790.73	23.83%
	891,011.17	901,351.25	1.16%
	<b>1,493,272.34</b>	<b>1,647,141.98</b>	<b>10.30%</b>
	<b>1,000,667.14</b>	<b>1,048,704.00</b>	<b>4.80%</b>

R1

2018 12 31 1,647,141.98  
 10.30% 23.83% 1.16%  
 1,048,704.00 4.80%

2

	2017 12 31		
	476,868.25	595,288.53	24.83%
	64,788.31	70,209.27	8.37%
	<b>541,656.56</b>	<b>665,497.79</b>	<b>22.86%</b>
	<b>40.52%</b>	<b>44.14%</b>	<b>8.93%</b>

	2018 12 31		
	352,906.87	457,486.90	29.63%
	139,698.33	140,951.09	0.90%
	<b>492,605.19</b>	<b>598,437.98</b>	<b>21.48%</b>
	<b>32.99%</b>	<b>36.33%</b>	<b>10.14%</b>

2018 12 31 36.33%  
 10.14%

3

2018 12 31

/

	2018 12 31	
11	0.48	0.84
	4.15	6.43

1 = /  
 2 = /

11

2018

[2018]15

R1

4

2017 1 1

	2018		2017	
	675,452.29	1,319,452.62	1,081,832.27	1,882,898.49
	651,105.19	1,265,319.69	1,024,760.81	1,790,301.97
	-623.66	367.88	-48,203.43	-40,074.40
	16,343.82	17,374.33	-25,904.68	-17,638.66
	22,148.29	23,214.66	-27,622.87	-22,454.90
	22,863.86	23,604.92	-26,404.45	-22,315.03
	427,942.78	427,942.78	393,117.16	393,117.16
/	0.0542	0.0575	-0.0672	-0.0568
/	0.0542	0.0575	-0.0672	-0.0568

R1

	2018	2017		95.34%
74.05%			R1	2018
		0.0542	0.0575	6.16%

### (三) 本次交易对上市公司主营业务的影响

R1

R1

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R1



2019 4 12