WILLAS-ARRAY

WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED
威雅利電子（集團）有限公司

(Incorporated in Bermuda with limited liability)
(Hong Kong stock code: 854)
(Singapore stock code: BDR)

Primed for the Future

Annual Report 2018

CORPORATE PROFILE

Established in the early 1980s, and listed on the Main Board of Singapore Exchange Securities Trading Limited in 2001 (SGX: BDR) and also on the Main Board of The Stock Exchange of Hong Kong Limited in 2013 (SEHK: 854), Hong Kong-based Willas-Array Electronics (Holdings) Limited ("Willas-Array" and together with its subsidiaries, the "Group") is principally engaged in the distribution of electronic components for use in the industrial, audio and video, telecommunications, home appliance, lighting, electronic manufacturing services and automotive segments, as well as the provision of engineering solutions.

Backed by long-standing relationships with over 20 internationally reputable principal suppliers, Willas-Array carries a wide product mix, distributing and marketing over 10,000 product items which cater to over 3,000 customers. Its main markets are in mainland China, Hong Kong and Taiwan.

The Group's reputation is well-established among suppliers, customers and banks, many of whom are its long-term partners. Its sound management policies have ensured healthy inventory and cash flow levels. The Group was generally able to achieve healthy financial results and has strong profit track record period.

In mainland China, Willas-Array has established a network of offices strategically located in Beijing, Chengdu, Chongqing, Guangzhou, Qingdao, Shanghai, Shenzhen, Xiamen and Zhongshan. It has a subsidiary, in the Free Trade Zone in Shanghai, which serves as a logistics centre for the Group in northern China. Willas-Array also has a wholly-owned subsidiary in Taipei to tap on the growing number of large electronic manufacturers in Taiwan doing business in China.

CONTENTS

CORPORATE INFORMATION

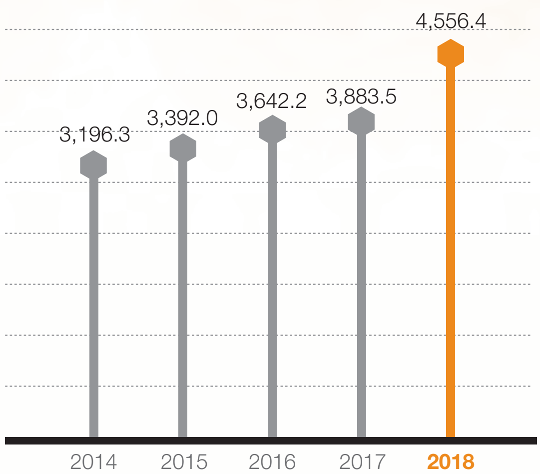
DIRECTORS	*Executive Directors* Leung Chun Wah *(Chairman)* Kwok Chan Cheung *(Deputy Chairman)* Hon Kar Chun *(Managing Director)* Leung Hon Shing *Independent Non-executive Directors* Jovenal R. Santiago Wong Kwan Seng, Robert Iu Po Chan, Eugene
COMPANY SECRETARY	Leung Hon Shing
AUDIT COMMITTEE	Jovenal R. Santiago *(Chairman)* Wong Kwan Seng, Robert Iu Po Chan, Eugene
REMUNERATION COMMITTEE	Iu Po Chan, Eugene *(Chairman)* Jovenal R. Santiago Wong Kwan Seng, Robert
NOMINATION COMMITTEE	Wong Kwan Seng, Robert *(Chairman)* Jovenal R. Santiago Iu Po Chan, Eugene
COMPLIANCE COMMITTEE	Iu Po Chan, Eugene *(Chairman)* Jovenal R. Santiago Wong Kwan Seng, Robert
AUTHORISED REPRESENTATIVES	Hon Kar Chun Leung Hon Shing
REGISTERED OFFICE	Canon’s Court 22 Victoria Street Hamilton HM12 Bermuda

CORPORATE INFORMATION

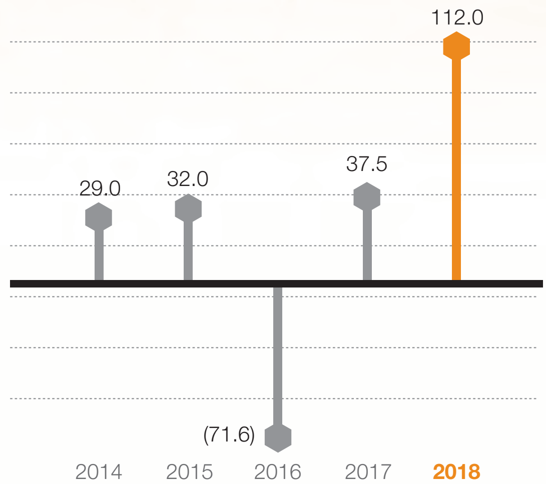
HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG	24/F, Wyler Centre, Phase 2 200 Tai Lin Pai Road Kwai Chung, New Territories Hong Kong
BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE	Estera Management (Bermuda) Limited Canon's Court 22 Victoria Street Hamilton HM12 Bermuda
SINGAPORE SHARE TRANSFER AGENT	Intertrust Singapore Corporate Services Pte. Ltd. 77 Robinson Road # 13-00 Robinson 77 Singapore 068896
HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE	Boardroom Share Registrars (HK) Limited Room 2103B, 21/F 148 Electric Road North Point Hong Kong
INDEPENDENT AUDITOR	Deloitte Touche Tohmatsu 35/F, One Pacific Place 88 Queensway Hong Kong
COMPANY WEBSITE	www.willas-array.com
STOCK CODE	Hong Kong: 854 Singapore: BDR

FINANCIAL HIGHLIGHTS

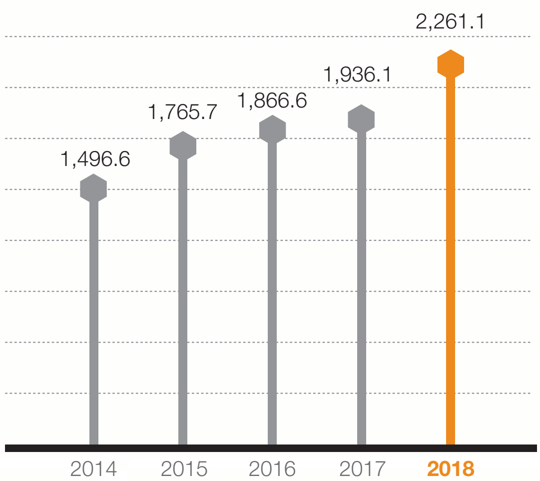
REVENUE
(HK$ Million)



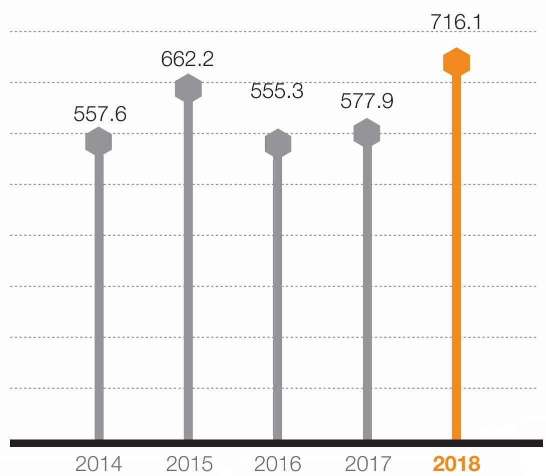
PROFIT (LOSS) ATTRIBUTABLE TO SHAREHOLDERS
(HK$ Million)



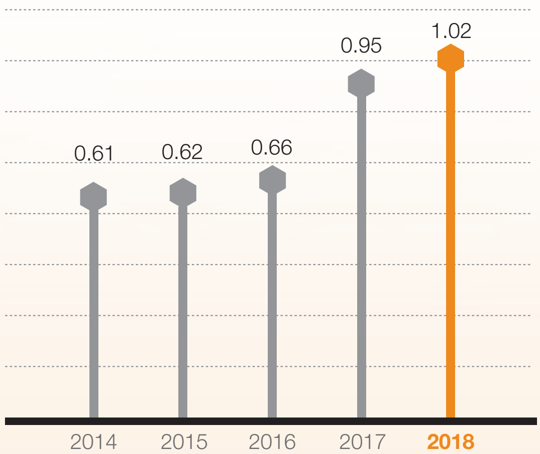
TOTAL ASSETS
(HK$ Million)



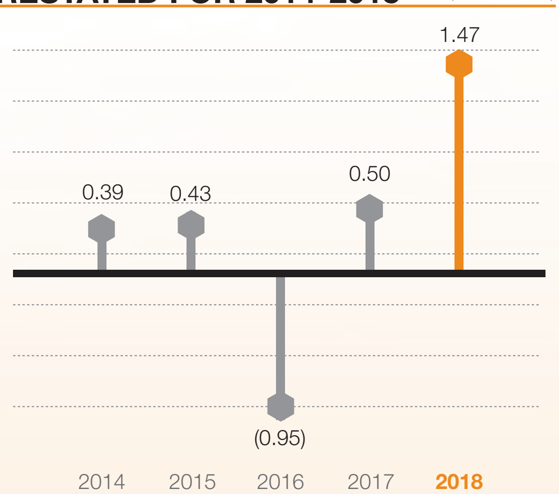
SHAREHOLDERS' FUND
(HK$ Million)



NET GEARING

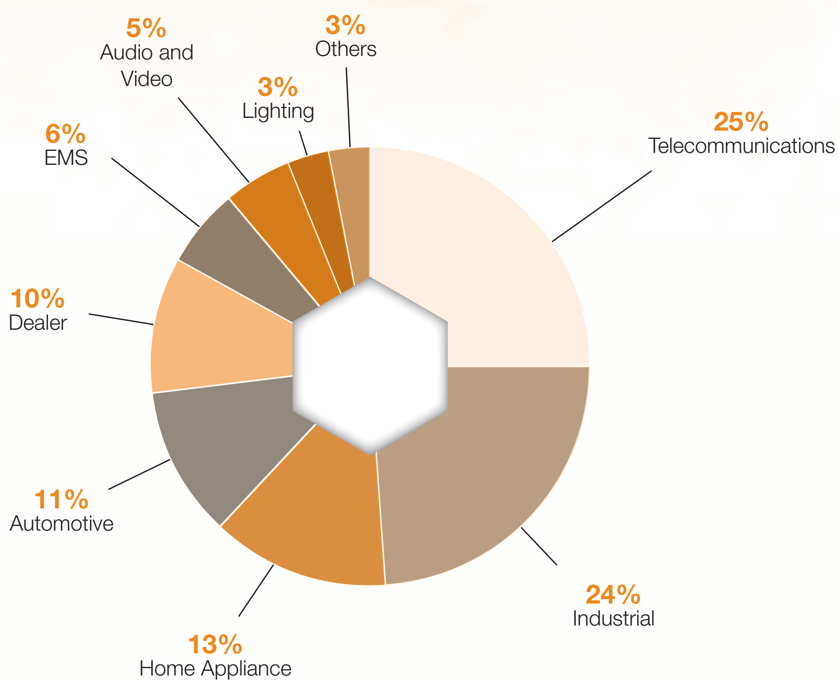


EARNINGS (LOSS) PER SHARE – RESTATED FOR 2014-2015
(HK Dollars)

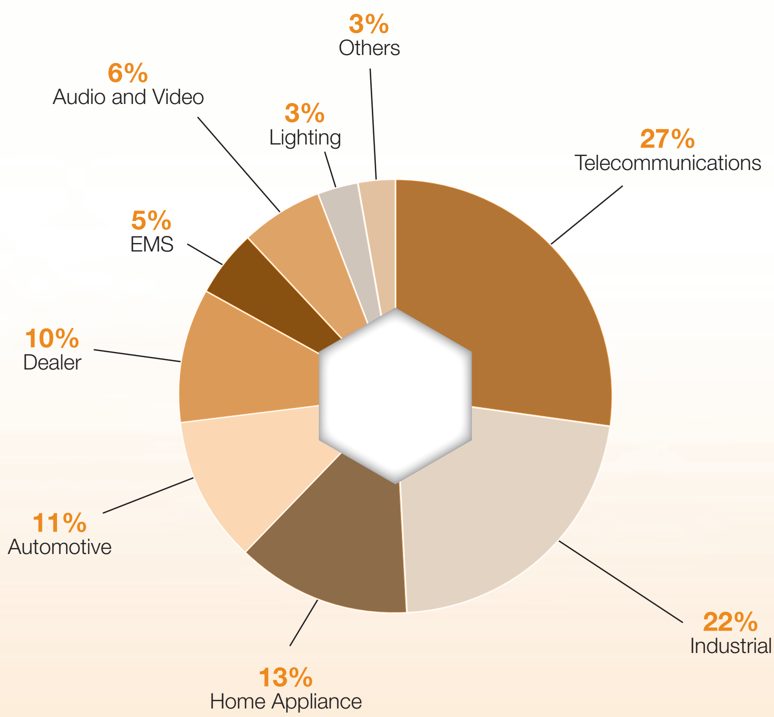


FINANCIAL HIGHLIGHTS

Turnover By Segments For The Year Ended March 31, 2018



Turnover By Segments For The Year Ended March 31, 2017



FINANCIAL HIGHLIGHTS

OPERATING RESULTS FOR THE GROUP

	Financial year ended March 31,				
	2014	2015	2016	2017	**2018**
	HK$'000	HK$'000	HK$'000	HK$'000	**HK$'000**
Revenue	3,196,270	3,391,997	3,642,246	3,883,551	**4,556,390**
Cost of sales	(2,868,473)	(3,082,332)	(3,322,606)	(3,567,565)	**(4,160,985)**
Gross profit	327,797	309,665	319,640	315,986	**395,405**
Other operating income	4,216	3,490	2,911	4,067	**1,708**
Distribution costs	(46,115)	(45,267)	(47,024)	(50,571)	**(60,427)**
Administrative expenses	(211,524)	(206,186)	(200,826)	(191,325)	**(211,549)**
Share of profit (loss) of associates	7,128	(6,486)	(38,273)	–	**–**
Impairment loss recognised in respect of interests in associates	–	–	(70,080)	–	**–**
Gain on disposal of subsidiaries	–	–	–	12	**–**
Listing expenses	(26,055)	–	–	–	**–**
Amortization of financial guarantee liabilities	1,523	5,237	2,256	–	**–**
Other gains and losses	471	(1,164)	(5,676)	(7,252)	**37,705**
Finance costs	(17,202)	(16,937)	(20,879)	(24,526)	**(30,867)**
Profit (loss) before tax	40,239	42,352	(57,951)	46,391	**131,975**
Income tax expense	(14,852)	(12,137)	(12,093)	(9,390)	**(20,019)**
Profit (loss) for the year	25,387	30,215	(70,044)	37,001	**111,956**
Non-controlling interests	3,617	1,742	(1,561)	513	**–**
Profit (loss) attributable to shareholders	29,004	31,957	(71,605)	37,514	**111,956**
	(Restated)	(Restated)			
Earnings (loss) per share (HK dollars) *(Notes 2 and 4)*	0.39	0.43	(0.95)	0.50	**1.47**

FINANCIAL HIGHLIGHTS

FINANCIAL POSITION OF THE GROUP

	As at March 31,				
	2014	2015	2016	2017	**2018**
	HK$'000	HK$'000	HK$'000	HK$'000	**HK$'000**
Current assets	1,276,950	1,406,328	1,610,096	1,697,984	**1,985,019**
Property, plant and equipment	157,128	272,711	251,867	232,774	**267,864**
Club debentures	2,001	2,001	2,001	2,001	**2,001**
Available-for-sale investments	–	–	–	–	**–**
Interests in associates	59,172	82,498	–	–	**–**
Other non-current assets	1,373	2,132	2,663	3,332	**6,189**
Total assets	1,496,624	1,765,670	1,866,627	1,936,091	**2,261,073**
Current liabilities	939,064	1,082,318	1,289,462	1,334,954	**1,514,121**
Non-current liabilities	2,791	25,774	24,952	23,265	**30,894**
Non-controlling interests	(2,847)	(4,589)	(3,048)	–	**–**
Shareholders' equity	557,616	662,167	555,261	577,872	**716,058**
Total liabilities and equities	1,496,624	1,765,670	1,866,627	1,936,091	**2,261,073**
	(Restated)	(Restated)			
Net tangible assets value per share (HK dollars) *(Notes 3 and 4)*	7.48	8.79	7.35	7.65	**9.38**

Notes:

(1) The financial summary for the five financial years ended March 31, 2014 to 2018 presented above is extracted from the annual reports of the Company from 2014 to 2018. The financial summary for the Group includes continuing and discontinued operations.

(2) The basic earnings (loss) per share for the year ended March 31, 2014 to 2018 are calculated based on profit (loss) attributable to shareholders of the Group and weighted average number of 74,544,000 (restated), 75,164,222 (restated), 75,451,911, 75,505,960 and 76,139,404 ordinary shares of the Company in issue during the financial years of 2014 to 2018 respectively.

(3) The net tangible assets value per share for the year ended March 31, 2014 to 2018 are calculated based on share capital of the Company at the end of financial year of 74,544,000 (restated), 75,348,960 (restated), 75,505,960, 75,505,960 and 76,340,960 shares respectively.

(4) Weighted average number of ordinary shares of the Company, earnings (loss) per share, number of ordinary shares in issue and net tangible assets value per ordinary share for the year ended March 31, 2015 were stated after taking into account the effect of the share consolidation that took place on August 17, 2015. Comparative figures have also been restated on the assumption that the share consolidation had been effective in prior years/at prior years end.

CHAIRMAN'S STATEMENT

Dear Shareholders,

The financial year ended March 31, 2018 ("FY2018") was a record year for Willas-Array Electronics (Holdings) Limited ("Willas-Array" or together with its subsidiaries, the "Group") with our sales and earnings hitting a record high since our listing on the Main Board of Singapore Exchange Securities Trading Limited in 2001.

As Chairman of the Group, I am proud and at the same time humbled because this achievement would not have been possible without the support of many.

Our industry is not an easy one. The many challenges include, but are not limited to, rapidly changing trends and applications for electronic components across our various business segments, volatile demand and intense price competition. On a macro level, we are affected by global economic factors as well as trade relations between nations that may affect the export demand of our customers' products.

As an organisation, Willas-Array is well aware of its strengths and weaknesses and we also make regular assessments of threats and opportunities in our industry and take measures to respond nimbly to the ever changing environment. This has enabled us to maintain a healthy market share and to forge strong supplier and customer partnerships that have endured both the test of time and the increasingly difficult operating environment. Our FY2018 performance is a reflection of the success of this strategy. We have invested financial and engineering resources in key growth segments, working hand-in-hand with our partners to find new applications for components and to design solutions that are relevant to their needs.

Our experience in our core China market and our relentless pursuit of opportunities has enabled us to correctly identify key business segments to focus on. I want to commend our Managing Director, Mr Alvin Hon, and all the staff of Willas-Array for their dedication, which has enabled the Group to achieve its best performance since our listing.

CELEBRATING A GOOD YEAR

The Group reported a 198.4% year-on-year ("YOY") surge in net profit attributable to shareholders to HK$112.0 million in FY2018 as it continued to reap positive results from its highly effective strategy to focus and invest in key growth segments. Revenue over the same period rose 17.3% YOY to HK$4,556.4 million driven by double-digit increase in sales from our Industrial, Home Appliance and Automotive segments.

As a result of our emphasis on high value-added products, which led to better returns and improved margins, the Group's gross profit jumped 24.8% YOY to HK$395.4 million in FY2018 with gross profit margin rising in tandem by 0.5 percentage points to 8.7%.

CHAIRMAN'S STATEMENT

FY2018 was indeed a year worth celebrating, and to do that, the Board of Directors (the "Board") of Willas-Array has recommended a final dividend of HK$0.42 per ordinary share, which represents a total dividend payout of 28.6% for FY2018. The dividend is payable on August 28, 2018 subject to approval by shareholders at the Group's upcoming annual general meeting on July 27, 2018 (the "2018 AGM").

The Board has also proposed a bonus issue of one new share for every ten existing shares held by shareholders, whose names appear on the Register of Members at the close of business on August 10, 2018, to give due recognition for their continuing loyalty to and support of the Group. The relevant resolution will be proposed at the 2018 AGM.

OUTLOOK

China's GDP growth rate of 6.9% in 2017, the fastest since 2015, and exceeded previous forecasts of around 6.5%[1]. For the first quarter of 2018, its GDP grew at about 6.8%[2] and IMF has put its growth forecast for the country at 6.6% for the year[3].

This acceleration of GDP implies more demand and viable business in the market. Therefore, the Group needs to continue to expand our product offering by leveraging on our existing supplier relationships and sourcing more new suppliers in order to meet the higher demand of the market. Yet we do notice that there is a slowdown in certain segments such as telecommunications due to the maturity of the market and a significant increase in industrial segment due partly to China's "One Belt, One Road" strategy.

With existing resources, our strategy is to keep the revenue increasing steadily by focusing on high-growth, high-value segments such as automotive, industrial and high-end inverter-type home appliance. Our service to provide ready-made solutions and value-added features for the product supports our long term growth and sustainability.

The recent surge in demand has led to a shortage of certain electronic components particularly those that apply to the industrial and automotive segments and to the Internet of Things as devices get increasingly connected and smarter and require more power. According to a report by WiseGuyReports titled "Global Active Electronic Components 2016 to 2022"[4], the aforementioned trends will be the driving forces of the electronic component industry over the next few years. The report also predicted that the global active electronic components market will reach US$332.20 billion by 2022.

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1 Financial Times – China's 2017 economic growth fastest in two years, January 18, 2018 (https://www.ft.com/content/9bf532a8-66de-37bf-b515-03589957ada4)

2 CNBC – China says its economy grew 6.8% in the first quarter of 2018, topping expectations, April 16, 2018 (https://www.cnbc.com/2018/04/16/chinese-q1-gdp-china-reports-first-quarter-gross-domestic-product.html)

3 China Daily – IMF ups China 2018 economic growth forecast, January 23, 2018 (http://www.chinadaily.com.cn/a/201801/23/WS5a66ea17a3106e7dcc13610d.html)

4 ACTIVE ELECTRONIC COMPONENTS MARKET 2018 INDUSTRY ANALYSIS, GROWTH, SIZE, SHARE, TRENDS, FORECAST TO 2022 (http://www.digitaljournal.com/pr/3705695#ixzz5GHsfOdSN)

CHAIRMAN'S STATEMENT

The findings of the WiseGuyReports support our confidence in the key growth segments, namely automotive, industrial and home appliance and we will continue to put more resources into our core China market to expand the coverage and enrich our product offerings to capture more opportunities.

At the same time, the Group is closely monitoring the considerable downside risks and certain headwinds in the macro-environment led by the United States and China trade tensions. It will continue to be prudent in managing its operations and costs, while sustaining a healthy liquidity position in order to support long-term growth.

APPRECIATION

The growth of a company requires new blood. In FY2018, our routine business operations have been successfully shifted from the founders to the second generation staff and our performance was a reflection of this change. As part of our human resource succession plan for business continuity, we are currently training up the third generation of employees.

In closing, I would like to thank the management and staff of Willas-Array for their hard work. Our record performance would not have been possible without your effort.

I would also like to thank our suppliers and customers for the support you have given the Group over the years and your willingness to partner with us in order to achieve mutually positive outcomes.

My deep appreciation to my fellow Directors on the Board for your guidance and contribution and to all shareholders who have placed their trust in us.

The Group will leverage its strong track record as a distributor of electronic components and do its best for the financial year ending March 31, 2019.

Leung Chun Wah
Chairman

May 30, 2018

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Revenue – Continuing operations

The Group's sales revenue from continuing operations increased by 17.3% from HK$3,883.1 million for the year ended March 31, 2017 ("FY2017") to HK$4,556.4 million for the year ended March 31, 2018 ("FY2018").

The revenue growth was driven by the double-digit increase in sales from the Group's Industrial, Home Appliance and Automotive segments. Although the Telecommunication segment was impacted by the slowdown in demand for smartphones, this was mitigated by the Group's well-balanced business portfolio and strategic investments in growth segments, which together yielded a positive overall outcome and a stellar performance in FY2018.

Turnover by Market Segment Analysis
(in HK$'000)

	FY2018		FY2017		Increase (Decrease)	
Continuing operations		**%**		%		%
Telecommunications	**1,124,965**	**24.7%**	1,041,889	26.8%	83,076	8.0%
Industrial	**1,089,557**	**23.9%**	859,543	22.1%	230,014	26.8%
Home Appliance	**619,743**	**13.6%**	506,182	13.0%	113,561	22.4%
Automotive	**507,134**	**11.1%**	433,383	11.2%	73,751	17.0%
Dealer	**437,191**	**9.6%**	376,447	9.7%	60,744	16.1%
Electronic Manufacturing Services ("EMS")	**271,777**	**6.0%**	201,326	5.2%	70,451	35.0%
Audio and Video	**256,528**	**5.6%**	236,765	6.1%	19,763	8.3%
Lighting	**122,444**	**2.7%**	122,732	3.2%	(288)	-0.2%
Others	**127,051**	**2.8%**	104,873	2.7%	22,178	21.1%
	4,556,390	**100.0%**	3,883,140	100.0%	673,250	17.3%

MANAGEMENT DISCUSSION AND ANALYSIS

Telecommunications

This segment contributed sales of HK$1,125.0 million in FY2018, which was an 8.0% increase over FY2017. The global smartphone market has plateaued with longer replacement cycles and 4G handsets coming into maturity. Chinese manufacturers are fighting for market share in the mid to high-ended segment by leveraging their manufacturing capability and increasing the efficiency of their operations.

In order to maintain our market share in this segment, we have introduced competitive new products that can enhance both features and functions to improve the performance of the smartphone. In view of the segment's volatility, we are closely monitoring the supply chain and keeping healthy inventory levels to avoid over-supply.

Industrial

The Group has invested heavily in developing its capabilities in this segment and the investment has started to pay off. This segment has continued on its strong growth trajectory for the past few years and is now very close to becoming the Group's largest revenue generator with year-on-year ("YOY") revenue growth of 26.8% to HK$1,089.6 million in FY2018.

Further industrialization in China has led to a higher demand for power electronics components, to be used for motion control, power management and power saving applications. Our well-developed network and engineering resources enable us to partner with our suppliers to provide the most relevant products to support the development of new designs. This has enabled us to capture new business opportunities to expand our coverage and market share and we will continue to strengthen our position in this area.

Home Appliance

Revenue from this segment increased by 22.4% YOY to HK$619.7 million in FY2018 mainly driven by a rising demand for premium home appliances and higher standard for power saving features.

In recent years, the inverter function has become a quintessential feature of quality home appliances and created huge potential for power devices and advanced electronic components. Our strategy is to establish a strong sales and marketing network in China, and provide engineering support and services for the new application design. In addition, we will source for more new suppliers to enrich our portfolio for the benefit of our customers. We are confident that this will enable us to sustain our strong position in the market and capture this growing segment.

MANAGEMENT DISCUSSION AND ANALYSIS

Automotive

Revenue from this segment continued the double-digit growth that it has achieved in recent years, increasing by 17.0% YOY to HK$507.1 million in FY2018 and affirming our confidence to invest in it in the long term.

Today's cars are more efficient and smarter than ever with increasing computerization that requires a lot more electronic content than before especially in New Energy Cars. Two major technology shifts, electrification and digitalization, are redefining the automotive industry and its supply chain. We expect this trend to continue and more new applications to emerge, which presents tremendous opportunities for electronic components.

We are committed to growing and investing in this segment and to provide engineering services by teaming up with our strong suppliers to offer innovative products to capture the growth opportunities in this business segment.

Dealer

This segment recorded a 16.1% YOY increase to HK$437.2 million in FY2018 driven by a strong demand in power and discrete components, which is our Group's focus in the market. We will continue to strengthen our partnerships with dedicated dealers to expand our market coverage in order to get good support from our suppliers to secure market share.

EMS

This segment registered a 35.0% YOY increase in revenue to HK$271.8 million in FY2018. During the year under review, our major customers were able to secure major projects in the export market and we supported them with an efficiently managed supply chain. Despite its stellar performance, we believe that this segment will remain challenging because of the keen global competition in this market. Our strategy is to provide customers with engineering support and closely monitor the industry's demand projections in order to maintain an optimum level of inventory.

Audio and Video

Revenue from this segment increased by 8.3% YOY to HK$256.5 million in FY2018 driven by higher demand for portable devices and users' demand for better performance of audio appliances. In anticipation of the coming wide deployment of the Internet of Things ("IOT") and Artificial Intelligence market, we are looking for more new applications in this segment. We are carefully monitoring the trend and potential in this business segment.

MANAGEMENT DISCUSSION AND ANALYSIS

Lighting

Revenue from this segment remained flat YOY with a marginal decrease of 0.2% to HK$122.4 million in FY2018. Looking ahead, we see potential in the commercial lighting market as well as the IOT lighting application. Our existing suppliers carry good products for these applications and we will also source new suppliers to strengthen our product offerings. We intend to allocate adequate engineering resources to support our key customers professional solutions in order to capture the opportunities in the market.

Others

Revenue from this segment rose by 21.1% YOY to HK$127.1 million in FY2018. The increase was mainly attributable to the Group securing a tablet project during the year. We remain bullish about the potential of health care, security and renewable energy applications and will continue to keep a close watch on these areas.

Profit Margin - Continuing operations

The Group's gross profit margin increased from 8.2% in FY2017 to 8.7% in FY2018. This was attributed to the Group's investment in engineering resources and sales network to support higher value segments, like Automotive, Industrial and Home Appliance, which led to better returns and improved margins.

Distribution Costs - Continuing operations

Distribution costs increased by HK$9.9 million, or 19.7%, from HK$50.5 million in FY2017 to HK$60.4 million in FY2018. The increase was mainly due to higher sales incentive expense, which was in line with the increase in sales and gross profit.

Administrative Expenses - Continuing operations

Administrative expenses increased by HK$21.1 million, or 11.1%, from HK$190.4 million in FY2017 to HK$211.5 million in FY2018. This was mainly due to an increase in staff cost as a result of a higher average headcount as compared to last year.

Other Gains and Losses - Continuing operations

Other gains of HK$37.7 million in FY2018 included an exchange gain of HK$33.4 million, mainly arising from the appreciation of the Chinese renminbi ("RMB") against the United States dollar ("USD") and a reversal of allowance for doubtful trade receivables of HK$4.1 million. Other losses of HK$7.2 million in FY2017 included an exchange loss of HK$14.2 million, mainly arising from the depreciation of RMB against USD and partially offset by a reversal of allowance for doubtful trade receivables of HK$7.7 million.

MANAGEMENT DISCUSSION AND ANALYSIS

Finance Costs - Continuing operations

Finance costs increased by HK$6.4 million, or 25.9%, from HK$24.5 million in FY2017 to HK$30.9 million in FY2018. This was mainly attributable to an increase in trust receipt loans to cope with the increased purchasing activities and the higher interest rate during the year.

LIQUIDITY AND FINANCIAL RESOURCES

Financial Position

As compared to the previous financial year ended March 31, 2017, trust receipt loans increased by HK$149.8 million. Trade and bills payables decreased from HK$418.6 million as at March 31, 2017 to HK$397.5 million as at March 31, 2018. The increase in trust receipt loans was due to the increase in purchasing activities during the year. Trade and bills receivables increased by HK$189.9 million when compared to those as at March 31, 2017, due to an increase in sales revenue towards the end of the year under review. The debtors turnover days slightly increased from 2.4 months to 2.6 months.

As at March 31, 2018, the Group's current ratio (current assets/current liabilities) was 1.31 (March 31, 2017: 1.27).

Inventories

Inventories increased from HK$591.7 million as at March 31, 2017 to HK$691.0 million as at March 31, 2018. The inventory turnover days decreased from 2.0 months to 1.7 months.

Cash Flow

As at March 31, 2018, the Group had a working capital of HK$470.9 million, which included a cash balance of HK$327.1 million, compared to a working capital of HK$363.0 million, which included a cash balance of HK$331.3 million as at March 31, 2017. The decrease in cash by HK$4.2 million was primarily attributable to the net effect of cash outflows of HK$158.5 million in operating activities and HK$1.8 million in investing activities and inflow of HK$149.6 million from financing activities. About 72.1% of the Group's cash balance was denominated in USD, 14.0% in RMB, 10.9% in Hong Kong dollars ("HKD") and the remaining in other currencies.

Cash outflow in operating activities was mainly attributable to an increase in trade receivables due to increased sales revenue towards the end of the year and an increase in inventories.

Cash inflow from financing activities was attributable to the net effect of increases in trust receipt loans and bank borrowings as a result of increased purchasing activities and the dividend payment to shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS

Borrowings and Banking Facilities

As at March 31, 2018, bank borrowings of HK$170.0 million (March 31, 2017: HK$190.0 million) were unsecured and repayable in quarterly or half-yearly installments ending in the financial year of 2019. The bank borrowings were denominated in HKD.

Unsecured fixed rate bank borrowings bore interest at a weighted average effective rate of 3.50% per annum while secured variable rate bank borrowings bore interest at a weighted average effective rate of 3.26% per annum as at March 31, 2018.

As at March 31, 2018, trust receipt loans were unsecured and repayable within one year and bore an effective interest rate of 2.11% to 3.75% per annum. As at March 31, 2018, the Group had unutilised banking facilities of HK$457.6 million (March 31, 2017: HK$330.0 million).

As at March 31, 2018, the Group's trade receivables amounted to HK$76.5 million (March 31, 2017: HK$24.2 million), which were transferred to banks by discounting those trade receivables on a full recourse basis. As the Group had not transferred the significant risks and rewards relating to these receivables, it continued to recognise the full carrying amount of the receivables and had recognised the cash received on the transfer as a secured borrowing amounting to HK$61.3 million (March 31, 2017: HK$19.4 million).

Foreign Exchange Risk Management

The Group operates in Hong Kong, the PRC and Taiwan. It incurred foreign currency risk mainly on sales and purchases that were denominated in currencies other than its functional currencies. Sales are mainly denominated in USD, RMB, HKD and Taiwan dollars ("TWD") whereas purchases are mainly denominated in USD, Japanese yen ("JPY"), RMB and HKD. Therefore, the exposure in exchange rate risks mainly arises from fluctuations in foreign currencies against the functional currencies. Given the pegged exchange rate between HKD and USD, the exposure of entities that use HKD as their respective functional currency to the fluctuations in USD is minimal. However, exchange rate fluctuations between RMB and USD, RMB and JPY, HKD and JPY, or TWD and USD could affect the Group's performance and asset value. The Group has a foreign currency hedging policy to monitor and maintain its foreign exchange exposure at an acceptable level.

Net Gearing Ratio

The net gearing ratio as at March 31, 2018 was 101.9% (March 31, 2017: 94.5%). The net gearing ratio was derived by dividing net debts (representing interest-bearing bank borrowings, trust receipt loans and bills payables minus cash and cash equivalents and restricted bank deposits) by shareholders' equity at the end of a given period. The increase was mainly due to an increase in trust receipt loans from HK$668.6 million to HK$818.4 million to finance the increased purchasing activities.

MANAGEMENT DISCUSSION AND ANALYSIS

Contingent Liabilities

The Company had given corporate guarantees (unsecured) to its banks in respect of banking facilities granted to its subsidiaries. As at March 31, 2018, the aggregate banking facilities granted to the subsidiaries were HK$1,455.8 million (March 31, 2017: HK$1,190.3 million), of which HK$1,002.1 million (March 31, 2017: HK$863.7 million) was utilised and guaranteed by the Company.

As at March 31, 2018, the Company had also given guarantees to a supplier in relation to the subsidiaries' settlement of the respective payables. The aggregate amount payable to this supplier under guarantee was HK$365.5 million (March 31, 2017: HK$327.1 million).

STRATEGY AND PROSPECTS

China's economy grew by 6.9% in 2017, topping both the official target of 6.5% and 2016's growth of 6.7%, on the back of an improving domestic demand, a strong export market and ongoing state infrastructure spending. The Group will focus on growth industries such as the automotive and home appliances segments, which are both expected to have increasing electronic content in tandem with the rising trend for automation, power saving and smart features.

In view of the considerable downside risks and certain headwinds in the macro-environment led by the United States and China trade tensions, the Group will continue to be prudent in managing its operations while maintaining its cautious stance in managing costs and sustaining a healthy liquidity position in order to support long-term growth.

EMPLOYEES AND REMUNERATION POLICIES

As at March 31, 2018, the Group had a workforce of 454 full-time employees (March 31, 2017: 444), of which 33.0% worked in Hong Kong, 63.2% in the PRC and the remainder in Taiwan.

The Group actively pursues a strategy of recruiting, retaining and developing talented employees by (i) providing them with regular training programmes to ensure that they are kept abreast of the latest information pertaining to the products distributed by the Group, technological developments and market conditions of the electronics industry; (ii) aligning employees' compensation and incentives with their performance; and (iii) providing them with a clear career path with opportunities for taking on additional responsibilities and securing promotions.

While the Group's employees in Hong Kong and Taiwan are required to participate in the mandatory provident fund scheme and a defined contribution pension scheme respectively, the Group makes contributions to various government-sponsored employee-benefit funds, including social insurance fund, housing fund, basic pension insurance fund and unemployment, maternity and work-related insurance funds for its employees in the PRC in accordance with the applicable PRC laws and regulations.

Further, the remuneration committee of the Board reviews and recommends to the Board the remuneration and compensation packages of the directors of the Company (the" Directors") and senior management of the Group by reference to the salaries paid by comparable companies, their time commitment and responsibilities and the performance of the Group.

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Leung Chun Wah
Chairman and Executive Director
Chairman of the Employee Share Option Scheme Committee ("ESOSC")

Date of first appointment as a director	:	January 1, 2001
Date of last re-election as a director	:	July 28, 2017

Leung Chun Wah, aged 68, was appointed as an Executive Director and the Chairman on January 1, 2001. He is responsible for determining the overall strategies and direction of the Group. Mr. Leung is also a director of various subsidiaries of the Company. Mr. Leung has more than 30 years of experience in the electronics industry. Mr. Leung was an inspection supervisor/process controller of Stuart Limited from 1967 to 1970 and established Willas Company Limited (a subsidiary of the Group) in 1981. Mr. Leung is also the father of Mr. Leung Chi Hang, Daniel, the deputy managing director of human resources, information technology, logistics, and marketing communication. Mr. Leung and his family members are the ultimate beneficiaries of a discretionary trust held by Max Power Assets Limited, a substantial shareholder of the Company.

Kwok Chan Cheung
Deputy Chairman and Executive Director
Member of ESOSC

Date of first appointment as a director	:	January 1, 2001
Date of last re-election as a director	:	July 28, 2017

Kwok Chan Cheung, aged 70, is a director of Global Success International Limited ("Global Success"), a substantial shareholder of the Company, and various subsidiaries of the Company. Mr. Kwok established Array Electronics Limited (now known as Willas-Array Electronics (Hong Kong) Limited), (a subsidiary of the Company) in 1982. He was appointed as an Executive Director, the Deputy Chairman and the Managing Director on January 1, 2001 and ceased to be the Managing Director but remained as the Deputy Chairman and an Executive Director with effect from July 31, 2014. He is responsible for overseeing the sales and marketing activities and determining the sales and marketing strategy of the Group. As Global Success is wholly owned by him, Mr. Kwok is deemed to be interested in all of the Company's shares held by Global Success.

BOARD OF DIRECTORS

Hon Kar Chun
Managing Director and Executive Director

Date of first appointment as a director : June 28, 2013
Date of last re-election as a director : July 29, 2016

Hon Kar Chun, aged 55, was appointed as an Executive Director on June 28, 2013 and as the Managing Director on July 31, 2014. He is responsible for developing and managing the sales and marketing operations of the Group. He is also a director of various subsidiaries of the Company. Mr. Hon obtained a bachelor of science degree in physics from the University of Hong Kong in 1986 and a master's degree in business administration from The Hong Kong University of Science and Technology in 2000. Mr. Hon joined Array Electronics Limited in 1986 as a marketing executive and he was the general manager of Willas-Array Singapore (Private) Limited between 2000 and 2001. Mr. Hon became the general manager of a business group of Array Electronics Limited in 2001. In 2003, he was promoted to be the general manager of the central product marketing department of Willas-Array Electronics Management Limited, which was responsible for most of the semiconductor product lines of Willas-Array Electronics Management Limited. Mr. Hon became the sales director in 2006 and was appointed as the marketing director in 2010. He was the deputy managing director of sales and marketing from 2012 to July 2014.

Leung Hon Shing
Executive Director, Chief Financial Officer and Company Secretary

Date of first appointment as a director : July 31, 2014
Date of last re-election as a director : July 30, 2015

Leung Hon Shing, aged 52, was appointed as an Executive Director on July 31, 2014. He is also the chief financial officer and company secretary of the Company and is responsible for financial management and company secretarial matters of the Group. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants in England, and an associate member of The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in England. He obtained a professional diploma in company secretaryship and administration from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in 1988. Mr. Leung joined the Group in 2002 as a financial controller and was appointed as the company secretary on March 28, 2006. He then became the chief financial officer in April 2014. Prior to joining us, he worked in a subsidiary of a publicly-listed company in Hong Kong from 1996 to 2001 and an international accounting firm from 1993 to 1996, where he gained extensive auditing, accounting and financial management experience.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Joveņal R. Santiago
Independent Non-executive Director
Chairman of the Audit Committee ("AC")
Member of the Remuneration Committee ("RC"),
the Nomination Committee ("NC") and the Compliance Committee ("CC")

Date of first appointment as a director : June 14, 2001
Date of last re-election as a director : July 30, 2015

BOARD OF DIRECTORS

Jovenal R. Santiago, aged 80, was appointed as an Independent Non-executive Director on June 14, 2001. He obtained a bachelor of science in commerce degree from the University of Santo Tomas, the Philippines in 1957 and a master's degree in business administration from New York University, United States of America in 1969. Mr. Santiago is a Certified Public Accountant (Philippines) and has many years of experience in the accounting and auditing profession before his retirement in 1998. From 1971 to 1998, he was an audit principal of an international accounting firm in Singapore.

Wong Kwan Seng, Robert
Independent Non-executive Director
Lead Independent Director
Chairman of NC
Member of AC, RC and CC

Date of first appointment as a director	:	June 14, 2001
Date of last re-election as a director	:	July 29, 2016

Wong Kwan Seng, Robert, aged 61, was appointed as an Independent Non-executive Director on June 14, 2001. He graduated with a bachelor's degree in law from the National University of Singapore in 1983 and was called to the Singapore bar in 1984. Mr. Wong is a lawyer by profession. He practices mainly corporate law with a particular emphasis in corporate finance. He has acted as solicitor in numerous initial public offers, rights issues, issues of debentures, takeovers, mergers and acquisitions, and joint ventures. He is also an independent director of Wee Hur Holdings Limited, a company listed on Singapore Exchange Securities Trading Limited.

Iu Po Chan, Eugene
Independent Non-executive Director
Chairman of RC and CC
Member of AC, NC and ESOSC

Date of first appointment as a director	:	June 28, 2013
Date of last re-election as a director	:	July 29, 2016

Iu Po Chan, Eugene, aged 69, was appointed as an Independent Non-executive Director on June 28, 2013. He obtained a master's degree in banking from City University of Hong Kong in 2002. Mr. Iu is a fellow of The Chartered Institute of Bankers, England and The Hong Kong Institute of Bankers. He has over 40 years of experience in commercial banking. Mr. Iu has also held senior positions in various international and local banks in Hong Kong, Shenzhen and Macau until his retirement in 2013. Mr. Iu is also a member of the Professional Standard & Examination Board and the chairman of the Examination Moderating Committee of The Hong Kong Institute of Bankers.

SENIOR MANAGEMENT

Chan Sik Kong, Ringo
Deputy Managing Director of Sales and Marketing

Chan Sik Kong, Ringo, aged 51, is responsible for overseeing all of the sales and marketing activities of the Group. He obtained a certificate in electrical engineering from The Morrison Hill Technical Institute in 1986. Mr. Chan first joined us in 1991 as a sales engineer for two years. Mr. Chan rejoined us in 1997 as a marketing manager and he was seconded to work in the Group's Shanghai office from 2002 to 2003, where he oversaw the overall operations in the Northern China Region. He was appointed as the general manager of Willas-Array Electronics (Hong Kong) Limited in 2006 and the sales director in 2012, and then appointed as the deputy managing director of sales and marketing in April 2014.

Choi Pik Sing, Derek
Marketing Director

Choi Pik Sing, Derek, aged 49, is responsible for marketing of product lines of Business Unit 3 of the Marketing Department of the Group. He obtained a bachelor's degree in electrical engineering from the University of Ottawa, Canada in 1991. Mr. Choi joined Array Electronics Limited in 1992 as a product engineer and was promoted to marketing manager in 1999. In 2003, Mr. Choi was transferred to northern China and acted as the assistant general manager for the Northern China Region. He became the general manager for the Northern China Region in 2006 and was appointed as the sales director – North China in April 2014. Mr. Choi was then transferred to Business Unit 3 as marketing director in April 2018. Prior to joining Array Electronics Limited, Mr. Choi worked as a sales engineer for Instrument Agency Hong Kong Ltd. from 1991 to 1992.

Chu Ki Pun, Joseph
Deputy Managing Director of Marketing

Chu Ki Pun, Joseph, aged 57, is responsible for overseeing the marketing activities of Business Units 1 and 2 of the Group. He obtained a higher certificate in electronic engineering from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in 1985. Mr. Chu has over 25 years of experience in the electronics industry. He joined us in 1985 as a sales engineer for approximately two years. He rejoined us in 1989 as the senior sales engineer and was promoted as a general manager overseeing both the sales and product marketing activities in 2003. He was the marketing director from 2006 to 2010 and the sales director from 2010 to 2011. He was appointed as the marketing director in 2012 and was then promoted as the deputy managing director of marketing in April 2015.

SENIOR MANAGEMENT

Lai Sze Chuen, Pele
Deputy Managing Director of Marketing

Lai Sze Chuen, Pele, aged 54, is responsible for overseeing the marketing activities of Business Unit 3 of the Group. He obtained a bachelor's degree in engineering (electrical) from the Carleton University, Ottawa, Canada in 1986. Mr. Lai joined us in 2013 as a general manager of marketing. He was promoted to marketing director in January 2016, and then was promoted to deputy managing director of marketing in January 2018. Prior to joining us, Mr. Lai worked as sales director for Valence Technology Limited (a former subsidiary of the Company) from 2005 and was subsequently promoted to vice president of sales and marketing in 2012.

Lam Chi Cheung, Ken
Sales Director – South China

Lam Chi Cheung, Ken, aged 58, is responsible for all of the business operations in the Southern China Region. He obtained a higher certificate in electronic engineering from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in 1985. Mr. Lam first joined us in 1986 as a sales engineer and was promoted to various positions with responsibilities in various areas ranging from sales to product marketing until 1999. He rejoined us in 2003 as a general manager of sales and marketing for the Southern China Region and was promoted to the general manager of branch offices in the Southern China Region in 2012 and the general manager of the Southern China Region in 2013. He was then appointed as the sales director – South China in 2014. He has had extensive exposure to the mainland China market by developing sales and marketing channels in various cities, including Beijing, Shanghai, Guangzhou and Xiamen.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The board of directors (the "Board") and the management of Willas-Array Electronics (Holdings) Limited (the "Company", together with its subsidiaries, the "Group") are committed to the maintenance of good corporate governance practices and procedures. The Board firmly believes that conducting the Group's business in a transparent and responsible manner and following good corporate governance practices serve its long-term interests and those of the shareholders of the Company (the "Shareholders").

Since the listing of the Company's ordinary shares (the "Shares") on the Main Board of The Stock Exchange of Hong Kong Limited (the "SEHK") on December 6, 2013, the Company has adopted, for corporate governance purposes, the code provisions of the Corporate Governance Code (the "HK CG Code") set out in Appendix 14 to the Rules Governing the Listing of Securities on the SEHK (the "HK Listing Rules"), in addition to the Code of Corporate Governance 2012 of Singapore (the "Singapore CG Code"). Throughout the financial year ended March 31, 2018 (the "Year"), the Company has complied with all the principles of the HK CG Code and the Singapore CG Code.

In the event of any conflict among the bye-laws of the Company (the "Bye-Laws"), the HK CG Code and the Singapore CG Code, the Company will comply with the more onerous provision. As such, the Board considers that sufficient measures are in place to ensure the adequateness of the Company's corporate governance practices.

CORPORATE GOVERNANCE REPORT

BOARD OF DIRECTORS

Composition

The Board comprises seven members, four of whom are executive Directors (the "Executive Directors") and three of whom are independent non-executive Directors (the "INEDs"). The composition of the Board is as follows:

Executive Directors
Mr. Leung Chun Wah *(Chairman)*
Mr. Kwok Chan Cheung *(Deputy Chairman)*
Mr. Hon Kar Chun *(Managing Director)*
Mr. Leung Hon Shing

INEDs
Mr. Jovenal R. Santiago
Mr. Wong Kwan Seng, Robert
Mr. Iu Po Chan, Eugene

Pursuant to Guideline 3.3 of the Singapore CG Code, the Company should appoint an independent director to be the lead independent director (the "Lead Independent Director") in the event that the chairman of the Board (the "Chairman") of a company is not an independent director. Accordingly, Mr. Wong Kwan Seng, Robert (email address: ac@willas-array.com) was appointed as the Lead Independent Director. He is available to Shareholders where they have concerns and for which contact through the normal channels of the Chairman, the Managing Director or the chief financial officer of a company has failed to resolve or is inappropriate.

The Board, taking into account the nature of operations of the Group, considers its current size to be adequate for effective decision-making. Key information regarding the Directors' background, qualifications and other appointments is set out on pages 18 to 20 of this annual report. There has been no financial, business, family or other material relationship amongst the Directors.

CORPORATE GOVERNANCE REPORT

INEDs

During the Year, the Board at all times met the requirements of the HK Listing Rules relating to the appointment of not less than three INEDs representing at least one-third of the Board. The Board also complied with the requirement that at least one of such INEDs should possess the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the HK Listing Rules. Further, the Company has received from each INED an annual written confirmation of his independence pursuant to Rule 3.13 of the HK Listing Rules and the Board is satisfied that all the INEDs were independent and met the independence guidelines set out in Rule 3.13 of the HK Listing Rules throughout the Year and up to the date of this annual report. Mr. Joveal R. Santiago and Mr. Wong Kwan Seng, Robert have served as our INEDs for more than nine years. The Board considers that this long service does not interfere with their exercise of independent judgment in carrying out the duties and responsibilities of an INED to maintain an independent view of the Group's affairs, in particular when their past performance is taken into account. The nomination committee of the Board (the "Nomination Committee") regards them as independent and believes that they will continue to contribute effectively to the Board because of their familiarity with the Group's business and affairs. As such, the Board and the Nomination Committee are of the same view that notwithstanding that they have served on the Board beyond nine years, they are considered independent for the purposes of the HK CG Code and the Singapore CG Code.

Role and Functions

The Board has the responsibility for the overall management of the Group. Apart from its statutory duties and responsibilities, the Board upon recommendation by the Nomination Committee approves the nomination of Directors to the Board and the appointment of key managerial personnel, oversees the management of the business and affairs of the Group, approves the Company's corporate and strategic directions, determines the Company's policies and practices on corporate governance upon recommendation by the compliance committee of the Board (the "Compliance Committee"), reviews the financial performance of the Group, approves its interim and annual results upon the review and recommendation of the audit committee of the Board (the "Audit Committee") and approves any investment proposals. The Board's role is also to (a) ensure that the necessary financial and human resources are in place for the Company to meet its objectives; (b) establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of Shareholders' interests and the Company's assets; (c) identify the key stakeholder groups and recognise that their perceptions affect the Company's reputation; (d) set the Company's values and standards (including ethical standards), and ensure that obligations to Shareholders and other stakeholders are understood and met; and (e) consider sustainability issues e.g. environmental and social factors, as part of its strategic formulation. To assist the Board in fulfilling its responsibilities, the Board is provided with management reports containing complete, adequate and timely information, and papers containing relevant background or explanatory information required to support the decision-making process. In addition to information volunteered by management, the Board is entitled to request from management,

CORPORATE GOVERNANCE REPORT

Role and Functions – *continued*

and management will provide the Directors with such additional information in a timely manner, as needed for the Board to make informed decisions. To oversee particular aspects of the Group's affairs, the Board has established five Board committees, including the Audit Committee, the Nomination Committee, the remuneration committee (the "Remuneration Committee"), the employee share option scheme committee (the "ESOS Committee") and the Compliance Committee (together, the "Board Committees"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference. All the Board Committees report to the Board on their decisions or recommendations made.

The Board has reserved for its consideration and approval issues in relation to formulating the Group's strategic objectives; considering and deciding the Group's significant operational and financial matters, including but not limited to substantial mergers, acquisitions and disposals; overseeing the Group's corporate governance practices; upon recommendation by the Remuneration Committee, determining the framework of remuneration packages for all Directors and senior management personnel of the Company (the "Senior Management Personnel"); and directing and monitoring Senior Management Personnel in pursuit of the Group's strategic objectives. The Senior Management Personnel are mainly responsible for the day-to-day management and operation of the Group as well as the execution of the business plans, strategies and policies adopted by the Board and assigned to it from time to time. The Senior Management Personnel hold regular meetings to review and discuss the Group's performance against budget, business strategy, operational issues and matters relating to corporate services including finance and accounting, human resources, logistics and information technology.

Role of Chairman and Chief Executive

Mr. Leung Chun Wah is the Chairman and Mr. Hon Kar Chun is the Managing Director. The roles of the Chairman and the Managing Director are separate and assumed by different individuals to ensure a balance of power and authority so that power is not concentrated in any one individual of the Board. The Chairman gives guidance on the corporate direction of the Group and is also involved in the scheduling and chairing of Board meetings and controlling the quality, quantity and timeliness of information supplied to the Board. The Chairman also (a) leads the Board to ensure its effectiveness on all aspects of its role; (b) promotes a culture of openness and debate at the Board; (c) ensures effective communication with Shareholders; (d) encourages constructive relations within the Board and between the Board and management; (e) facilitates the effective contribution of INEDs; and (f) promotes high standards of corporate governance. The Managing Director assists the Chairman in setting the business strategies and directions for the Company and manages the business operations of the Company with other management staff. Each of the Chairman and the Managing Director performs separate functions to ensure that there is an appropriate balance of power and authority, and accountability and independent decision-making are not compromised. In addition, the Chairman and the Managing Director are not related to each other.

Induction, Orientation, Training and Continuous Professional Development

Each new Director will be issued with a formal service agreement or letter of appointment (as appropriate) and will be informed of the Company's policies, procedures, and Board Committees' charters. New Directors will be provided with appropriate orientation to acquaint them with the business, operational structure, strategy, management and governance practices of the Company. The Board recognises the importance of appropriate training for its Directors and participation in continuous professional development by its Directors. All the Directors and Senior Management Personnel are encouraged to participate in continuous professional development to develop and refresh their skills and knowledge, particularly on relevant new laws and regulations affecting, and the changing commercial risks relating to, the Group's business and governance practices from time to time.

During the Year, all the Directors, namely Mr. Leung Chun Wah, Mr. Kwok Chan Cheung, Mr. Hon Kar Chun, Mr. Leung Hon Shing, Mr. Jovenal R. Santiago, Mr. Wong Kwan Seng, Robert and Mr. Iu Po Chan, Eugene attended a seminar organised by The Hong Kong Institute of Directors on update of HK Listing Rules and HK CG Code. The above training was arranged and funded by the Company. All the Directors have provided their training records for the Year to the Company.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the Executive Directors has entered into a service agreement with the Company for a term of less than three years. Each of the INEDs has received an appointment letter from the Company for a term of two years.

All the Directors, including the INEDs, are subject to retirement by rotation and eligible for re-election in accordance with the Bye-Laws. At each annual general meeting of the Company (the "AGM"), one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third but not greater than one-third shall retire from office by rotation provided that the Managing Director whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. The Directors to retire in every year will be those who have been in office the longest since their last election but as between the persons who became Directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot. Subject to the Companies Act 1981 of Bermuda (the "Bermuda Act") and the Bye-Laws, a retiring Director shall be eligible for re-election at the meeting at which he retires. For good corporate governance and in compliance with the requirements of the HK CG Code and the Singapore CG Code, the Managing Director will voluntarily be subject to retirement by rotation at least once every three years as well as be taken into account in determining the number of Directors to retire in each year.

CORPORATE GOVERNANCE REPORT

APPOINTMENT AND RE-ELECTION OF DIRECTORS – *continued*

The Bye-Laws further provides that the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed and any Director appointed by the Board to fill a casual vacancy or as an additional Director will hold office only until the next following AGM and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting. However, the Company will comply with the HK CG Code and the Listing Manual of Singapore Exchange Securities Trading Limited (the "SGX-ST" and the "SGX-ST Listing Manual", respectively) such that any Director so appointed to fill a casual vacancy will retire and will be eligible for re-election at the next following general meeting.

All Directors have separate and independent access to the Senior Management Personnel and the company secretary of the Company (the "Company Secretary"). Mr. Leung Hon Shing (who is also an Executive Director) is the Company Secretary. The Company Secretary attends all Board and Board Committee meetings, ensures that minutes of the Board, the Board Committees and general meetings of the Company are prepared and kept, and assists the Chairman in ensuring that Board procedures are followed and reviewed so that the Board functions effectively. Draft and final versions of minutes of all meetings would be sent to all Board and Board Committee members for their comment and records within a reasonable time after the meetings. The Company Secretary also ensures that the Bye-Laws and relevant rules and regulations, including requirements of the Bermuda Act, the SGX-ST Listing Manual and the HK Listing Rules, are complied with. The appointment and removal of the Company Secretary is a matter for the Board as a whole. Should Directors, whether as a group or individually, need independent professional advice in the furtherance of their duties, the cost of such professional advice will be borne by the Company. The Directors and key officers of the Group are under appropriate insurance cover on Directors' and key officers' liabilities in respect of their risks arising from the business of the Group.

The Board met four times during the Year at approximately quarterly intervals with notice given to the Directors at least 14 days in advance pursuant to the HK CG Code. Before each Board meeting, a draft agenda is sent out to all Directors at least 14 days (or such other period as agreed) in advance in order to allow the Directors to include in the agenda any other matters that are required for discussion and resolution in the meeting. To enable the Directors to make informed decisions, Board papers together with all appropriate and relevant information in relation to the matters of the meeting are sent to all Directors three days (or such other period as agreed) before each Board meeting. According to the HK Listing Rules, any Directors and their close associates (as defined in the HK Listing Rules) with a material interest in the transactions to be discussed in the Board meetings will abstain from voting on the resolutions approving such transactions and will not be counted in the quorum at the meetings. The Executive Directors meet more regularly and as required, review and discuss management and operational matters. In addition, Directors' resolutions in writing are also circulated for transactions that require Directors' approval. However, if a substantial Shareholder or a Director has a conflict of interest in a matter to be considered by the Board, which the Board has determined to be material, the matter will be dealt with by a physical Board meeting rather than a written resolution. The number of Board, Board Committees and general meetings of the Company held in the Year as well as the attendance record of every Board member at those meetings are as follows:

CORPORATE GOVERNANCE REPORT

APPOINTMENT AND RE-ELECTION OF DIRECTORS – *continued*

	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	Compliance Committee Meeting	ESOS Committee Meeting	General Meeting
No. of Meetings held in the Year	4	2	2	2	2	2	1
Name & Attendance of Directors:							
Leung Chun Wah	4	2*	2*	2*	2*	2	1
Kwok Chan Cheung	4	x	x	x	x	2	1
Hon Kar Chun	4	2*	x	x	x	x	1
Leung Hon Shing	4	2*	2*	2*	2*	2*	1
Jovenal R. Santiago	4	2	2	2	2	x	1
Wong Kwan Seng, Robert	3	2	1	2	2	x	0
Iu Po Chan, Eugene	4	2	2	2	2	2	1

x indicates not applicable
* indicates not a member but attended by invitation

The Board Committees are provided with sufficient resources to discharge their duties. The written terms of reference for each Board Committee are in line with the HK Listing Rules and except for the terms of reference of the ESOS Committee, they are posted on the respective websites of the SEHK and the Company.

DIRECTORS' RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements for the Year, which give a true and fair view of the state of affairs of the Company and the Group's results and cash flows for the year then ended and are properly prepared on a going concern basis in accordance with the applicable statutory requirements as well as financial reporting and accounting standards. The Directors are not aware of any material uncertainties relating to events or conditions which may affect the Company's business or cast significant doubt upon the Company's ability to continue as a going concern.

In addition, the statement by Deloitte Touche Tohmatsu Hong Kong ("Deloitte"), the Company's independent auditor, regarding their reporting responsibility on the Company's consolidated financial statements for the Year is set out in the section headed "Independent Auditor's Report" on pages 79 to 84 of this annual report.

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The Nomination Committee currently comprises Mr. Wong Kwan Seng, Robert (as Chairman), Mr. Jovenal R. Santiago and Mr. Iu Po Chan, Eugene. All members of the Nomination Committee are INEDs.

The Nomination Committee performs the following major functions:

(a) Reviewing and making recommendations to the Board on all candidates nominated for appointment to the Board;

(b) Reviewing and recommending to the Board on an annual basis, the Board structure, size and composition, taking into account the balance between the executive and non-executive as well as independent and non-independent Directors and having regard at all times to the principles of corporate governance under the Singapore CG Code and the HK CG Code;

(c) Identifying and making recommendations to the Board as to the Directors, including INEDs, who are to retire by rotation and to be put forward for re-election at each AGM, having regard to the Directors' contribution and performance;

(d) Determining whether a Director is independent annually, and as and when circumstances require (taking into account the circumstances set out in the Singapore CG Code and the HK Listing Rules and other salient factors);

(e) Proposing a set of objective performance criteria to the Board for approval and implementation, to evaluate the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board, and each Board Committee;

(f) Reviewing and making recommendations to the Board on Board succession; and

(g) Reviewing the training and continuous professional development for the Directors.

NOMINATION COMMITTEE – *continued*

The Nomination Committee meets at least once a year and additional meetings are held whenever necessary. Matters requiring approval of the Nomination Committee may also be approved by resolutions in writing.

The Company currently has no alternate director.

During the Year, the Nomination Committee held two meetings and passed the resolutions recommending the re-election of Mr. Leung Chun Wah as an Executive Director at the AGM held on July 28, 2017 (the "2017 AGM") and nominating him as the Chairman following his re-election as an Executive Director, and recommending the re-election of Mr. Kwok Chan Cheung as an Executive Director at the 2017 AGM and nominating him as the Deputy Chairman following his re-election as an Executive Director.

The Nomination Committee also evaluated the effectiveness of the Board as a whole and each of the Board Committees, based on a set of objective performance criteria, including factors such as its processes and access to information and management, and oversight of the Company's performance or its relevant function. Each Director was also individually assessed by the Nomination Committee having regard to his contribution and commitment to the Board and the relevant Board Committees, based on relevant criteria such as his attendance both at meetings and on an ad hoc basis, his participation and contributions at Board and Board Committee meetings, as well as business and industry knowledge. Executive Directors were also assessed based on qualitative and quantitative performance criteria, taking into account the profits and revenue growth of, and economic value added to, the Company. Each member of the Nomination Committee abstained from making any recommendations and/or participating in any deliberation and voting on any resolution in respect of the assessment of his own performance or re-appointment as a Director.

The Company recognises and embraces the benefits of diversity of Board members. Therefore, the Company has established the Board Diversity Policy to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard to the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE – *continued*

Pursuant to the Bye-Laws, one-third of the Directors for the time being are required to retire by rotation at each AGM and will be eligible for re-election thereat. Accordingly, Mr. Leung Hon Shing, an Executive Director and Mr. Joveal R. Santiago, an INED will retire from office by rotation at the forthcoming AGM pursuant to bye-law 104 of the Bye-Laws and have offered themselves for re-election. The Nomination Committee has recommended to the Board that the above two retiring Directors be nominated for re-appointment at the forthcoming AGM. In making these recommendations, the Nomination Committee has considered the overall contribution and performance of the said Directors.

The Board has not determined the maximum number of listed company board representations which any Director may hold, and leaves it to each Director to personally determine the demands of his other responsibilities and commitments, and to assess whether he can continue to serve on the Board effectively. However, guided by the Nomination Committee, the Board considers whether each Director has dedicated sufficient time and attention to, and is able to perform and has adequately performed, his duties as a Director.

REMUNERATION COMMITTEE

In compliance with the Singapore CG Code which requires all Remuneration Committee members to be non-executive Directors, the Remuneration Committee comprises Mr. Iu Po Chan, Eugene (as Chairman), Mr. Wong Kwan Seng, Robert and Mr. Jovenal R. Santiago. Currently, all members of the Remuneration Committee are INEDs.

The Remuneration Committee performs the following major functions:

(a) Reviewing and recommending to the Board a framework of remuneration for the Board and the Senior Management Personnel covering all aspects of remuneration such as Director's fees, salaries, allowances, bonuses, options, benefits-in-kind, pension rights and compensation payments;

(b) Proposing to the Board appropriate and meaningful measures for assessing the Executive Directors' performance;

(c) Reviewing and recommending to the Board on the specific remuneration package for each Executive Director and the Senior Management Personnel;

(d) Reviewing and recommending to the Board on Directors' fees of the INEDs; and

(e) Consulting the Chairman about their remuneration proposals for Executive Directors and Senior Management Personnel.

REMUNERATION COMMITTEE – *continued*

The Remuneration Committee meets at least once a year and additional meetings are held whenever necessary.

During the Year, the Remuneration Committee held two meetings and discussed and reviewed the performance of, and recommended the remuneration packages for, the Executive Directors and recommended to the Board for its approval the Directors' fees of the INEDs.

Matters requiring approval of the Remuneration Committee may also be approved by resolutions in writing.

REMUNERATION AND BENEFITS OF DIRECTORS AND TOP FIVE KEY EXECUTIVES

The Company sets remuneration packages which are competitive and sufficient to attract, retain and motivate the Directors and the Senior Management Personnel of the required experience and expertise to run the Company successfully. The following table shows a breakdown of the remuneration of the Directors for the Year:

	Salary	Bonus	Directors' Fees	Others	Total	Total
	%	%	%	%	%	S$'000
Executive Directors						
Leung Chun Wah	74	18	—	8	100	662
Kwok Chan Cheung	74	19	—	7	100	509
Hon Kar Chun	39	45	—	16	100	597
Leung Hon Shing	57	28	—	15	100	387
INEDs						
Jovenal R. Santiago	—	—	100	—	100	60
Wong Kwan Seng, Robert	—	—	100	—	100	60
Iu Po Chan, Eugene	—	—	100	—	100	60

INEDs are paid Directors' fees.

CORPORATE GOVERNANCE REPORT

REMUNERATION AND BENEFITS OF DIRECTORS AND TOP FIVE KEY EXECUTIVES – *continued*

The remuneration of the top five Senior Management Personnel for the Year is as follows:

Remuneration Bands	Position as at March 31, 2018	Salary	Performance Bonus	Others	Total
		%	%	%	%
Senior Management Personnel					
S$250,000 – S$499,999					
Chan Sik Kong, Ringo	Deputy Managing Director of Sales and Marketing	54	31	15	100
Choi Pik Sing, Derek	Sales Director – North China	53	34	13	100
Chu Ki Pun, Joseph	Deputy Managing Director of Marketing	52	31	17	100
Lai Sze Chuen, Pele	Deputy Managing Director of Marketing	59	31	10	100
Lam Chi Cheung, Ken	Sales Director – South China	62	34	4	100

The aggregate total remuneration paid to the top five Senior Management Personnel for the Year was approximately equivalent to S$1,925,000.

On September 1, 2008, Mr. Leung Chi Hang, Daniel, the eldest son of Mr. Leung Chun Wah, the Chairman of the Company, was employed as the General Manager for Information Technology and Logistics. He was promoted to be the Deputy Managing Director of Information Technology and Logistics on April 1, 2015. He has also overseen the Marketing Communication Department since May 1, 2016 and the Human Resources Department since January 1, 2018. The aggregate total remuneration paid to him during the Year was within the range of S$300,000 – S$349,999.

On July 3, 2007, Mr. Leung Chi Yung, Albert, the second son of the Chairman of the Company, was employed as a Trainee Officer and was subsequently promoted to be the Product Manager. His remuneration for the Year was within the range of S$50,000 – S$99,999.

The Company does not have any contractual provisions in its service agreements or employment contracts to reclaim incentive components of remuneration from Executive Directors and Senior Management Personnel. The Board is of the view that as the Group pays performance bonuses based on actual performance of the operating unit's performance as well as individual performance, "claw-back" provisions in the service agreements or employment contracts may not be relevant or appropriate.

CORPORATE GOVERNANCE REPORT

EMPLOYEE SHARE OPTION SCHEME COMMITTEE

The ESOS Committee comprises Mr. Leung Chun Wah (as Chairman) and Mr. Kwok Chan Cheung, both Executive Directors, and Mr. Iu Po Chan, Eugene, an INED. The ESOS Committee is responsible for determining the persons who may participate in the Willas-Array Electronics Employee Share Option Schemes ("ESOS") as well as the size, terms and conditions of the grants of share options.

During the Year, the ESOS Committee held two meetings and discussed and approved the list of staff and number of share options to be granted and determine the share option exercise price under the ESOS.

Pursuant to the Willas-Array Electronics Employee Share Option Scheme II ("ESOS II") approved by the written resolutions of Shareholders dated June 11, 2001 in lieu of a special general meeting, an aggregate of 1,600 share options were outstanding as at March 31, 2018. These share options were granted to the employees of the Company. ESOS II expired on June 10, 2011. The Willas-Array Electronics Employee Share Option Scheme III ("ESOS III") which was established pursuant to the approval of Shareholders at a special general meeting of the Company held on July 30, 2013. ESOS III will expire on July 29, 2023. On July 17, 2017, the Company granted share options exercisable for 3,165,000 Shares of HK$1.00 each to certain eligible employees under ESOS III with an exercise price of HK$4.30 per Share. For more information on ESOS, please refer to the section headed "Report of the Directors" (in particular, paragraph 23 thereof) and the financial statements (in particular, Note 38 thereof) of this annual report.

COMPLIANCE COMMITTEE

The Compliance Committee comprises Mr. Iu Po Chan, Eugene (as Chairman), Mr. Jovenal R. Santiago and Mr. Wong Kwan Seng, Robert. All members of the Compliance Committee are INEDs.

The Compliance Committee performs the following major functions:

(a) Reviewing and making recommendations to the Board in respect of the Company's policies and practices on corporate governance as well as compliance with applicable laws of Singapore and Hong Kong;

(b) Monitoring the training and continuous professional development of the Directors and Senior Management Personnel;

(c) Reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

(d) Developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees of the Company and Directors; and

(e) Reviewing the Company's compliance with the code provisions of the HK CG Code and the Singapore CG Code and the disclosure as required under the SGX-ST Listing Manual, the Singapore CG Code and the HK Listing Rules in relation to the Company's interim and annual reports, and the corporate governance report contained in the annual report in particular.

CORPORATE GOVERNANCE REPORT

COMPLIANCE COMMITTEE – *continued*

The Compliance Committee meets at least once a year and additional meetings are held whenever necessary.

During the Year, the Compliance Committee held two meetings and discussed and reviewed the Company's compliance with the code provisions of the HK CG Code and the Singapore CG Code and no deviation is noted.

ACCOUNTABILITY

The Board is accountable to Shareholders while the management of the Company is accountable to the Board. The management presents to the Board monthly management accounts as well as the unaudited half-year and the audited full-year financial statements and such explanation and information on a monthly basis and as the Board may require from time to time to enable the Board to make a balanced and informed assessment of the Company's performance, position and prospects. The Audit Committee reports on the results for review and approval. The Board approves the financial results and authorises the release of the same to the SGX-ST, the SEHK and the public via SGXNET and the Company's website.

AUDIT COMMITTEE

The Audit Committee comprises Mr. Jovenal R. Santiago (as Chairman), Mr. Iu Po Chan, Eugene and Mr. Wong Kwan Seng, Robert. All members of the Audit Committee are INEDs.

The Audit Committee performs the following major functions:

(a) Reviewing the effectiveness of the audit process, independence and objectivity of the external auditors;

(b) Reviewing with the external auditors the audit plan and their audit report;

(c) Reviewing the Group financial controls, operational controls, internal controls, compliance controls, informational technology controls and risk management systems and thereafter recommend the same to the Board for approval.

(d) Reviewing with the internal auditors the scope and results of the internal audit procedures and their evaluation of the overall internal control system;

(e) Reviewing the Company's draft financial results and announcements before submission to the Board for approval;

(f) Reviewing the assistance given by management to external and internal auditors;

CORPORATE GOVERNANCE REPORT

AUDIT COMMITTEE – *continued*

(g) Reviewing significant findings of internal investigations, significant financial reporting issues and judgements;

(h) Considering the appointment/re-appointment of the external auditors; and

(i) Reviewing the interested person transactions (as defined in the SGX-ST Listing Manual) and the connected transactions (as defined in the HK Listing Rules).

The Audit Committee meets at least twice a year and additional meetings are held whenever necessary. The Audit Committee also holds informal meetings and discussions with the management from time to time. The Audit Committee has full discretion to invite any Director or executive officer to attend its meetings.

The Audit Committee has been given full access to and is provided with the co-operation of the Directors and the Company's management. In addition, it has independent access to both internal and external auditors.

All the Audit Committee members are kept up to date with changes in accounting standards and issues through updates from the external auditors. The Board is of the view that the members of the Audit Committee have sufficient accounting and financial management expertise and experience to discharge the function of the Audit Committee.

The Audit Committee meets periodically and at least once a year with the external auditors without the presence of the Company's management and has sufficient resources to enable it to discharge its functions properly.

The Audit Committee has reviewed the fees of non-audit services provided by the external auditors to the Company, and is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors. During the Year, the Audit Committee met twice and reviewed the draft annual and interim financial results of the Group for the year ended March 31, 2017 and the six months ended September 30, 2017 respectively, the audit plans and findings of the external auditors, the external auditors' independence, compliance with financial reporting/accounting standards, the HK Listing Rules and the SGX-ST Listing Manual and regulatory requirements, internal controls, risk management, adequacy of resources, staff qualifications and experience of the Company's finance and accounting functions.

The Company confirms that it is in compliance with Rules 712 and 715 of the SGX-ST Listing Manual. The Company has in place a whistle-blowing policy, which is also available on the Company's website.

CORPORATE GOVERNANCE REPORT

INDEPENDENT AUDITOR'S REMUNERATION

The fees in respect of the Year paid or payable to Deloitte were approximately HK$2,034,000 for audit services and approximately HK$616,000 for non-audit services (HK$314,000 for the review of the interim results of the Group for the six months ended September 30, 2017; HK$192,000 for tax consultancy services and HK$110,000 for environmental, social and governance consultancy services) rendered to the Group.

COMPANY SECRETARY

The Company Secretary has taken no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the HK Listing Rules during the Year.

SHAREHOLDERS' RIGHTS, COMMUNICATIONS WITH SHAREHOLDERS AND CONDUCT OF SHAREHOLDER MEETINGS

All Shareholders are treated fairly and equitably and the Company fully recognises the need to facilitate the exercise of their rights as Shareholders.

The Company does not practise selective disclosure. Information is disseminated via SGXNET, news releases and the respective websites of the Company and the SEHK on a timely basis. Price-sensitive information is publicly released, announced within the mandatory period and available on the respective websites of the Company, SGXNET and the SEHK. All Shareholders will receive the interim and annual reports and the notices of annual and special general meetings of the Company. At the AGM, all Shareholders will be given the opportunity to air their views and direct their questions regarding the Group to the Directors, including the chairmen of each of the Board Committees. The external auditors are also requested to be present to address any relevant queries by Shareholders. Shareholders are also given the opportunity to participate effectively in and vote at all general meetings of Shareholders. The Company informs Shareholders of the rules governing the conduct of such general meetings, including voting procedures. All the resolutions put to the vote at the AGM will be voted on by poll and the detailed results of the poll will be announced via SGXNET and the respective websites of the SEHK and the Company.

In addition to issuing announcements and disclosures on SGXNET and the SEHK's website, the Company also maintains an informative investor relations website, through which its Shareholders and stakeholders can receive quality, meaningful and timely information on the Company. The Company also holds annual results briefings made available via webcast on its corporate website.

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Shareholder may put forward proposals in general meetings to nominate any person to stand for election as a Director.

A Shareholder who wishes to nominate a person to stand for election as a Director must duly lodge the following documents at the Head Office or at the Registration Offices of the Company as set out below for the attention of the Company Secretary:

(a) a notice of the Shareholder's intention to propose such a resolution in the general meeting, duly signed by the Shareholder with his/her/its name and address stated clearly in a legible manner, the validity of which is subject to the verification and confirmation by the Company's share registrars according to its records; and

(b) a notice executed by the nominated candidate of his/her willingness to be appointed together with (i) such information of that candidate as would be required to be disclosed under Rule 13.51(2) of the HK Listing Rules, (ii) the candidate's written consent to the publication of his/her personal data, and (iii) the contact address and contact telephone number, etc. of the candidate.

In order to ensure other Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their proposals in case of nominating candidate(s) for election as Director, as early as practicable in advance of the relevant general meeting, but not less than eleven (11) clear days (where clear days in relation to a notice and/or a meeting means a period of days exclusive of the day on which it is served or deemed to be served and of the day for which it is given or scheduled to occur) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's share registrars, and procure the publication of an announcement and/or the despatch of a supplemental circular to Shareholders (where required) in compliance with the applicable requirements under the HK Listing Rules and the SGX-ST Listing Manual. In the event that any such proposal is received by the Company later than the 12th business day (where a business day means a day on which the SEHK and the SGX-ST are open for dealing/trading of securities) before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant general meeting so as to give Shareholders a notice of at least ten (10) business days of the proposal in accordance with the HK Listing Rules.

CORPORATE GOVERNANCE REPORT

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR – *continued*

Particulars of the Head Office and Registration Offices of the Company are set out below:

Head Office:
24/F, Wyler Centre, Phase 2
200 Tai Lin Pai Road
Kwai Chung, New Territories
Hong Kong

Registration Office – Singapore:
Willas-Array Electronics (Holdings) Limited
c/o Intertrust Singapore Corporate Services Pte. Ltd.
77 Robinson Road
#13-00 Robinson 77
Singapore 068896

Registration Office – Hong Kong:
Willas-Array Electronics (Holdings) Limited
c/o Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road
North Point
Hong Kong

Shareholders may refer to the relevant procedures available on the website of the Company (www.willas-array.com).

PROCEDURES FOR SHAREHOLDERS TO CONVENE SPECIAL GENERAL MEETING (THE "SGM")

Shareholders who hold not less than 10% of the paid-up capital of the Company as at the date of depositing the requisition can convene a SGM by serving a written requisition notice to the Board or the Company Secretary for the purpose of requesting for convening a SGM. The written requisition shall be deposited at the Company's principal place of business in Hong Kong located at 24/F, Wyler Centre, Phase 2, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong, or the Company's registered office at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda for the attention of the Board or the Company Secretary.

If the requisition is in order, the Board will, according to the applicable rules and regulations, issue sufficient notice to all Shareholders for convening the SGM. If the requisition is improper, the Company will notify the relevant requesting Shareholders of the objection and no SGM will be convened.

PROCEDURES FOR SHAREHOLDERS TO SEND ENQUIRIES AND PROPOSALS TO THE BOARD

Shareholders can forward their questions about shareholding, share transfer, registration and dividend payment to the Company's share transfer agent in Singapore, Intertrust Singapore Corporate Services Pte. Ltd. or the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited (as the case may be) whose contact particulars have been provided above.

For enquiries about the Company's information, Shareholders can contact Mr. Leung Hon Shing, the Company Secretary, whose contact particulars are as follows:

Email address: raymondleung@willas-array.com
Address: 24/F, Wyler Centre, Phase 2, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong
Tel. No.: (852) 2418 3700
Fax. No.: (852) 2484 1050

or direct the enquiries to the Company's principal place of business in Hong Kong located at 24/F, Wyler Centre, Phase 2, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong.

To put forward proposals at an AGM or a SGM, Shareholders shall submit a written notice of those proposals with the detailed contact information to the Company Secretary at the Company's principal place of business in Hong Kong stated above.

The request will be verified by the Company's branch share registrar in Hong Kong or the Company's share transfer agent in Singapore (as the case may be) and upon its confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

Moreover, the notice period concerning the notice to be given to all the other Shareholders for consideration of the proposals submitted by Shareholders concerned varies as follows pursuant to bye-law 66 of the Bye-Laws and the HK Listing Rules as appropriate:

(a) for an AGM, it shall be called with notice of not less than twenty (20) clear business days and for any SGM at which the passing of a special resolution is to be considered, it shall be called with notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days; and

(b) for all other SGMs, they may be called with notice of not less than fourteen (14) clear days and not less than ten (10) clear business days.

For the above purposes, a business day means a day on which the SEHK and the SGX-ST are open for dealing/trading in securities.

CORPORATE GOVERNANCE REPORT

CONSTITUTIONAL DOCUMENTS

There were no changes in the constitutional documents of the Company during the Year.

Pursuant to Rule 13.90 of the HK Listing Rules, the Company has published its Memorandum of Association and Bye-Laws on the respective websites of the SEHK and the Company.

RISK MANAGEMENT AND INTERNAL CONTROLS AND INTERNAL AUDIT

The Company regularly reviews and improves its business and operational activities by taking into account the risk management perspective. The Board is directly responsible for the governance of risk and works closely with management to maintain a sound system of risk management and internal controls. The Board seeks to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks, and then reviews all significant control policies and procedures. Implementation of risk mitigation measures is done under the direct oversight of the Board. All significant matters and issues relating to financial matters are brought to the attention of the Audit Committee. For more information on the Company's risk management policies and processes, please refer to note 44 to the financial statements of this annual report.

The Company's risk management and internal controls systems are designed to provide reasonable, but not absolute, assurance as to the integrity and reliability of the financial information, to safeguard and maintain the accountability of Shareholders' investment and the Company's assets, and to manage rather than eliminate the risk of failure to achieve its business objectives.

The review of the systems of risk management and internal controls is an ongoing process and the Board recognises the importance of such systems. In view of the Company's business and scale of operations, and in order to adopt the most cost-effective method of conducting periodic reviews of the Company's internal controls and risk management systems, the Board has continued to outsource the internal audit function to an external consulting firm. RSM Consulting (Hong Kong) Limited, an international consulting firm, was re-appointed on April 1, 2017 as the Company's internal auditors. They had conducted a review of the effectiveness of the Company's material internal controls and risk management systems and visited the Company's office in Shanghai in September 2017 for one week. The internal auditors reported directly to the chairman of the Audit Committee and the Audit Committee is satisfied that there has been no major shortfall in the areas of the Company's internal controls and risk management systems being evaluated and that adequate internal controls and risk management systems are in place. The Company has conducted an annual review on whether there is a need to establish an internal audit department within the Company as there is presently no such department in the Company. Given the Company's relatively simple corporate and operational structure, as opposed to diverting resources to establish a separate internal audit department, the Board will continue to outsource the internal audit function to an external consulting firm.

CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROLS AND INTERNAL AUDIT – *continued*

In addition to outsourcing the internal audit function to an external professional consulting firm, the Board, with the concurrence of the Audit Committee and after carrying out an annual review, is of the opinion that the internal controls and risk management systems of the Group are adequate and effective to address operational, financial, compliance and information technology risks. In arriving at the opinion, the Board considers that the internal controls and risk management systems of the Group provide reasonable assurance that the objectives set out below have been achieved.

For the purpose of the Board expressing its opinion and in line with the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Controls Integrated Framework, "internal controls" is broadly defined as a process effected by an entity's board of directors and other personnel, designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

(a) effectiveness and efficiency of operations;

(b) reliability of financial reporting; and

(c) compliance with applicable laws and regulations.

The first category addresses an entity's basic business objectives, including performance and profitability goals and safeguarding of assets. The second category relates to the preparation of reliable published financial statements, including interim and full year financial reports and financial information derived from such statements, reported publicly. The third category deals with the compliance with those laws and regulations to which the entity is subject.

The Directors are of the view that the enhanced internal control measures are adequate and effective.

The Board has received assurance from the Managing Director and the chief financial officer of the Company that:

(a) the financial records of the Group have been properly maintained and the financial statements for the Year give a true and fair view of the Group's operations and finances; and

(b) the systems of risk management and internal controls in place are adequate and effective in addressing the material risks of the Group in its current business environment.

CORPORATE GOVERNANCE REPORT

DISCLOSURE OF INSIDE INFORMATION

The Group acknowledges its responsibilities under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong and the HK Listing Rules and the overriding principle that inside information should be announced immediately when it is the subject of a decision. The procedures and internal controls for the handling and dissemination of inside information are as follows:

(a) the Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission of Hong Kong in June 2012;

(b) the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and its website;

(c) the Group has strictly prohibited unauthorised use of confidential or inside information; and

(d) the Group has established and implemented procedures for responding to external enquiries about the Group's affairs, so that only the executive Directors, company secretary and investor relations officers are authorised to communicate with parties outside the Group.

DEALING IN SECURITIES/DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct on share dealings by the Directors and Senior Management Personnel. The guidelines set out in the code of conduct (Rule 1207(19) OF THE SGX-ST Listing Manual) include that the Directors and Senior Management Personnel:

(a) are prohibited from trading in the Shares for a period of one month prior to the announcement of the Company's results;

(b) are reminded that they should not deal in the Shares on short-term considerations;

(c) are strictly required to observe the insider trading laws under the Securities and Futures Act (Chapter 289 of Singapore) at all times; and

(d) are required to report to the Company whenever they deal in the Shares. The Company will in turn report to the public through SGXNET announcements as required under the above Securities and Futures Act.

The Company has also adopted the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 to the HK Listing Rules (the "HK Model Code") as its own code of conduct for dealing in securities of the Company by the Directors.

The Company has made a specific enquiry with each of the Directors and all Directors have confirmed their compliance with relevant required dealing standards stipulated in the HK Model Code during the Year.

MATERIAL CONTRACTS (RULE 1207(8) OF THE SGX-ST LISTING MANUAL)

No material contracts of the Company or its subsidiaries involving the interest of the Managing Director or any Director or controlling shareholders of the Company (as defined in the SGX-ST Listing Manual) subsisted at the end of the Year.

INTERESTED PERSON TRANSACTIONS (RULE 907 OF THE SGX-ST LISTING MANUAL)/CONNECTED TRANSACTIONS (CHAPTER 14A OF THE HK LISTING RULES)

The Group has established procedures to ensure that all transactions with interested persons (as defined in the SGX-ST Listing Manual) and connected transactions (as defined in the HK Listing Rules) are reported in a timely manner to the Audit Committee and that the transactions are conducted on an arm's length basis and are not prejudicial to the interests of the Company and Shareholders as a whole. For the Year, there were no interested person or connected transactions of the Company.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

In accordance with the Main Board Listing Rules Appendix 27 Environmental, Social, and Governance ("ESG") Reporting Guide (the "ESG Guide") issued by The Stock Exchange of Hong Kong Limited (the "SEHK"), Willas-Array Electronics (Holdings) Limited and its subsidiaries (collectively, the "Group", "We" and "Our") has prepared the following ESG Report to provide stakeholders with a better understanding of our ESG policies, initiatives and performance.

This ESG report covers our Group's principal activities - the trading of electronic components, for the year ended March 31, 2018 (the "Reporting Period"). The content of the report covers our operation in Hong Kong, Shanghai and Shenzhen, which constitutes the major revenue of our Group. We have engaged our management and staff across our key subsidiaries and functions to review their operations, identify relevant ESG issues, and assess their materiality to our business as well as to the stakeholders. The table below highlights the ESG issues which were determined to be material to the Group covered in this report:

ESG Aspects as set forth in the ESG Guide		Material ESG issues
A.	**Environmental**	
A1	Emissions	Waste management and carbon emissions
A2	Use of resources	Use of energy and packaging materials
A3	The environment and natural resources	Environmental impact management
B.	**Social**	
B1	Employment	Labor practices
B2	Health & safety	Workplace health and safety
B3	Development and training	Employee development and training
B4	Labor standards	Anti-child and forced labor
B5	Supply chain management	Responsible procurement
B6	Product responsibility	Products and services responsibility, customer service and data privacy
B7	Anti-corruption	Anti-corruption and money laundering
B8	Community investment	Community programs, employee volunteering and donation

Note: Since the Group is principally engaged in trading of electronic components, there were no significant amount of discharges into the air or water, nor hazardous waste. Also, due to our business nature, our use of water was minimal and limited to general office consumption only. Therefore, disclosures of related key performance indicators, as set forth in the ESG Guide, are not applicable to the Group. In addition, as the water charge is included in the office management fee, relevant water consumption data or key performance indicator is not available.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A. ENVIRONMENTAL

As an electronic components trading business, our Group has not produced notable levels of gas emissions or discharges into the water, besides the non-hazardous solid wastes generated in the office and the carbon footprint produced by electricity consumption and business traveling.

We have established relevant environmental policies for our employees. During the Reporting Period, our Group did not experience any cases of non-compliance relating to environmental laws and regulations in Hong Kong and mainland China.

A1 Emissions

Waste Management

Regarding our waste management policy, we are committed to the proper handling and disposal of all waste generated and to minimize the quantity produced. All waste handling practices shall comply with the relevant laws and regulations set forth, and shall have no harmful effect to the environment and human health.

This policy applies the waste management principles of "reduce", "reuse", "recycle" and "replace" with the following aims: to reduce the negative environmental impact of waste and to ensure the disposal of waste materials is conducted in an environmentally responsible manner; to promote reuse and recycling practices in operations; to facilitate source separation and to enable waste recycling by implementing an effective waste management programme; to enhance general awareness of the importance of waste reduction through green procurement practices and administrative approaches.

Waste generated from our business activities mainly consists of papers and plastic water bottles. The amount of non-hazardous wastes produced during the Reporting Period is summarized below:

Type of waste	Amount of waste produced
Paper	7.86 tonnes

Note: The above figures represent the amounts of paper procured and deemed to be disposed during the Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A. ENVIRONMENTAL – *continued*

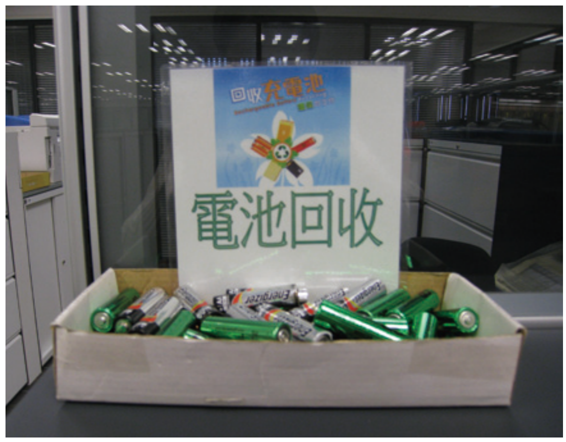
No substantial hazardous waste was produced by our Group during the Reporting Period.

We have adopted the following waste handling methods for papers and plastic water bottles:

- Implemented the practice of reusing papers and envelopes for internal documentation.
- Deployed electronic platforms for employees' leave applications and payslips.
- Returned the plastic bottles to the suppliers for recycling purpose.

On the other hand, we have also adopted the following handling methods for other non-hazardous wastes:

- Collected used batteries and disposed of them at designated battery recycling collection points located in railway stations.
- Sold old computers to environmental recycling companies.



As a result of the aforementioned initiatives, our Group has reduced the amount of the waste produced, which in turn minimize the adverse impact to the environment.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A. ENVIRONMENTAL – *continued*

Carbon Emissions

The major source of our carbon emissions is the use of energy. We have developed various energy-saving initiatives to help reduce our carbon footprint. Please refer to the "Use of Energy" section below for the details of reduction initiative.

On the other hand, we are also aware of the carbon footprint produced by business traveling. In order to limit this, our Group has established travel policies that aim to ensure effective travel management and to promote economy and efficiency in the use of travel funds.

We support carbon neutral business travel by offering choices that mitigate the production of greenhouse gas emissions. Our green travel policies stipulate that travel expenses should be reasonable and necessary for business activities. We continue to challenge ourselves on the necessity, frequency and mode of travel, and provide and promote the most suitable alternatives to travel (e.g. phone conference or video conference) to achieve a zero carbon footprint.

- For the employees' business trip applications, we will review their necessity and consider whether the proposed business travel methods are appropriate.

- Employees are encouraged to use phone or video conference.

- Employees are encouraged to utilize public transportation.

As a result, staff is better educated about the environmental protection awareness and more staff are using public transportation. Unnecessary travelling for business meetings has also been reduced with the introduction of video conference facilities in the office.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A. ENVIRONMENTAL – *continued*

A2 Use of Resources

Our Group is committed to conserving resources for environmental and operating efficiency purposes. To pursue the commitment, we have implemented various initiatives throughout our operations such as deploying energy-efficient devices, minimizing the use of paper, reducing water consumption and driving behavioral changes in employees. Through actively monitoring and managing the use of resources, we aim to reduce our operating costs as well as carbon footprint.

Use of Energy

During the Reporting Period, the energy consumed by our Group is summarized as follows:

Type of energy	Unit	Amount	Amount/ sq. ft.	Carbon emission (tonnes)	Carbon emission/ sq.ft. (tonnes)
Electricity	kWh	909,737	7.133	494	0.0039

Note: The above statistics represent the major direct and indirect amounts of energy consumed by the Group, and the corresponding carbon emission was calculated with reference to the emission factors documented in the "2016 China Regional Power Grid Baseline Emission Factors" issued by the National Development and Reform Commission of the People's Republic of China, and the "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs", published by Hong Kong Exchanges and Clearing Limited. Diesel and Petrol consumptions are not reported as the vehicles used for products delivery and business travels during the Reporting Period were mainly provided by subcontractors, which were not directly managed by the Group.

To achieve higher energy efficiency, we have implemented the following key initiatives during the Reporting Period:

- Deployment of energy efficient devices (Energy label – Grade 1); for example, T5 fluorescent tubes and LED Lights in the office and warehouse.
- Deployment of temperature regulation thermostat to ensure better temperature control for the office and warehouse.
- Encouragement of environmentally conscious behaviour (e.g. turning-off the lights and computers when not in use)
- Deployment of water-saving devices and examination of water pipes regularly to prevent from leakage.

As a result, more energy has been saved and the amount of electricity consumption has been reduced.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A. ENVIRONMENTAL – *continued*

Use of Packaging Materials

As an electronic components trading business, it is necessary for our Group to use packaging materials to deliver the products to customers. We use the original package and dry ice from suppliers for delivering to customers as far as possible in order to reduce wastage and air pollution. During the Reporting Period, the amount of packaging materials consumed by our Group is summarized as follows:

Type of packaging materials	Unit	Amount	Amount/ $1M Revenue
Bubble/Plastic wrap	Kg	868	0.19
Cardboard boxes	Kg	44,072	9.67

A3 The Environment and Natural Resources

Environmental Impact Management

We recognize the responsibility in managing the environmental impact of our operations and our investment portfolio, with an aim to achieve a sustainable development for generating long-term values to our stakeholders and community as a whole.

We regularly assess the environmental risks of our business, and ensure our compliance with relevant laws and regulations.

With the exception of the waste, carbon emission and resource used as described above, we did not identify any significant adverse impacts to the environment and natural resources from our business during the Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B. SOCIAL

B1 Employment

Labor Practices

Employees are the greatest asset of our Group. We strive to attract, motivate, retain and train talents and reconcile the economic realities with the well-being of our employees, aiming at reinforcing satisfaction, loyalty and commitment of human capital. Our Group has developed a written Human Resources Policy to govern the following areas: recruitment, promotion, code of conduct, discipline, working hours, leaves and other benefits of our employees, in accordance with the relevant laws and regulations.

The level of compensation of our Group's employees is reviewed annually on a performance basis with reference to the market standard. A wide range of benefits including comprehensive medical and life insurance, and retirement schemes are also provided to employees. Social, sporting, recreational activities are arranged for the employees to assist them in achieving a healthy work-life balance.

Our Group respects both cultural and individual diversity. We are committed to ensuring that our employees will be treated fairly regardless their gender, pregnancy, marital status, disability, family status, and race, etc. Opportunities for employment, training and career development are open to all qualified employees.

We provided one day special leave for employees on their birthdays and increased paternity leave from 3 days to 5 days during the Reporting Period. We also provide a private and secure breastfeeding room in our office for breastfeeding mothers.

There were no non-compliance issues noted regarding our labour practices during the Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B. SOCIAL – *continued*

B2 Health and Safety

Workplace Health and Safety

Our Group is committed to providing and maintaining a safe, healthy, and hygienic workplace for all employees, and all other persons who are likely to be affected by our operations and activities.

Health and safety standards are given prime consideration in our operations and regulatory compliance is strongly upheld. Employees at every level are committed to, and accountable for, the delivery of the safety initiatives detailed in this policy. With a view to maintain an injury-free culture, appropriate measures are taken to continuously improve the safety and health aspects in the workplace.

In addition, appropriate training, evacuation exercises, and protective equipment are provided to all employees, in order to prevent potential occupational health and safety hazards from occurring, and to comply with the applicable laws and regulations. We provide training subsidies for first-aid training and sufficient first aid facilities have been provided to treat minor injuries in the workplace.

We offer a friendly and safe working environment to our staff, and implement all necessary and appropriate safety measures, such as fire sprinklers, fire extinguishers and smoke detectors, to protect the staffs' health and safety at the office and warehouse. We have established written guidelines through setting up a complete safety programme for the prevention of accidents, injuries and occupational hazards in the warehouse. These guidelines are in full compliance with the requirements of relevant laws and safety orders of local legislations.

There were no non-compliance cases noted in relation to relevant health and safety law and regulations during the Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B. SOCIAL – *continued*

B3 Development and Training

Employee Development and Training

We acknowledge the importance of training for the development of our employees as well as the Group. We encourage and support our employees in personal and professional training, through providing in-house training programmes, orientation programme, seminars, workshops and conferences, regular sharing sessions, peer learning and on-the-job coaching. We also sponsor our staff to attend special trainings, such as dangerous goods training, to enhance their competencies in performing their jobs effectively and efficiently. We believe that this is a mutually beneficial practice for achieving both personal and corporate goals as a whole.

B4 Labor Standards

Anti-child and Forced Labor

Our Group prohibits the engagement of any child and forced labour in any of our operations and services. Children under the legal working age should not be employed, as they reserve the right to pursue education in their childhood. We formally require all job applicants to present their identity cards when they are invited to attend interviews. In addition, labour who is forced to work by means of physical punishment, abuse, involuntary servitude, peonage or trafficking is strictly forbidden. Furthermore, we avoid engaging suppliers and contractors that are known to employ child or forced labour in their products or services.

There were no non-compliance issues noted regarding labour standards as required by related laws and regulations during the Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B. SOCIAL – *continued*

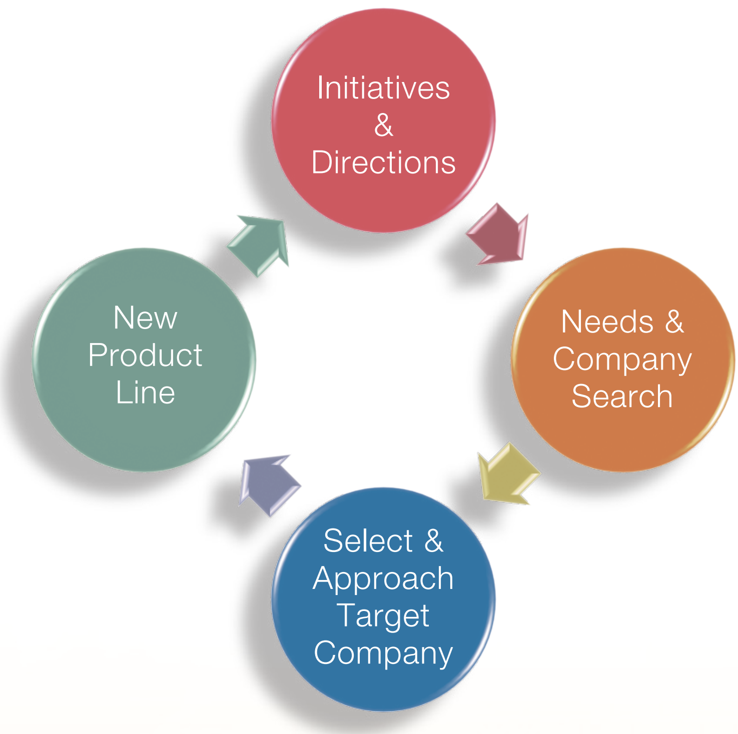
B5 Supply Chain Management

Responsible Procurement

Our Group is committed to comply with all applicable laws and regulations by managing the supply chain effectively.

During the new supplier selection process, our Group pays great attention and care during its procurement activities. Factors including statutory qualifications, reputation, previous track record and satisfaction of past cooperation and environmental standard compliance are considered.

Sourcing Cycle – New Product Lines



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B. SOCIAL – *continued*

Our Group deals with its business partners with the utmost integrity and sincerity, aiming to build and maintain a solid and positive relationship with its suppliers.

We have established the Principal Performance Evaluation scorecard for existing key suppliers since 2013. Our Marketing Department performs the evaluation for our key suppliers twice a year, based on the suppliers' service, business terms and quality performance.

Our suppliers are ultimately selected based on their flexibility, competitiveness and continuous ability to guarantee satisfactory products quantity and quality.

Our Group also identifies the Quality Standard of our key suppliers including ROHS, REACH, Halogen Free, AEC Q100/Q200, ISO9001/14001 and TS16949. The checklist is reviewed and updated by our Marketing Department periodically.

B6 Product Responsibility

Products and Services Responsibility & Customer Services

Our Group aims to take care of both the local and the wider community on sustainable development. We believe service excellence is of utmost importance and we strive to deliver premium value-added services to our customers.

Our group established Product Technical Support & Services in major cities in China. We also conduct seminars to establish a one-stop platform for different suppliers and customers to exchange technical discussions with each other. Thus suppliers can bring out the product features and uniqueness, and customers can obtain innovative concepts of product design and optimize the competitiveness of products.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B. SOCIAL – *continued*

By delivering premium value-added services, we aim to create a win-win situation with our suppliers and customers.

With regard to the business ethics, daily operation and long-term sustainable development strategies, our Group keeps investing to explore more "green" operations. We invest in Electronic Data Interchange (EDI) system with suppliers and also make use of a secured and advanced electronic platform for sending documents to customers in order to reduce the use of paper and enhance the efficiency in communications. We aim to continuously lead the industry to develop a long-term sustainable environment.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B. SOCIAL – *continued*

Data Privacy

Our Group ensures strict compliance with the statutory requirements to fully meet a high standard of security and confidentiality of personal data privacy protection.

We highly respect personal data privacy and are firmly committed to preserving the data protection principles as follows:

- We only collect personal data that we believe to be relevant and required to conduct our business.
- We will use personal data only for the purpose for which data is collected or for a directly related purpose unless consent with a new purpose is obtained.
- We will not transfer or disclose personal data to any entity that is not a member of our Group without consent unless it is required by law or it was previously notified.
- We maintain appropriate security systems and measures designed to prevent unauthorized access to personal data.
- We have included the confidentiality clauses in the employee contracts, and agreements with customers and suppliers.

There were no non-compliance issues noted regarding product responsibility or data privacy-related laws and regulations during the Reporting Period.

B7 Anti-corruption

Anti-corruption and Money Laundering

Our Group is committed to achieving and maintaining the highest standards of openness, uprightness and accountability. All staff is expected to observe the highest standards of ethical, personal and professional conduct. We do not tolerate corruption, bribery, extortion, money-laundering and other fraudulent activities in connection with any of our business operations.

In addition to the Staff Code of Conduct on anti-bribery and anti-corruption, our Group has issued relevant whistle-blowing procedures which provide a private communication channel to all staff to report suspicious fraudulent actions to the Group's management directly. Ongoing review of the effectiveness of the internal control systems is also conducted on a regular basis in preventing the occurrence of corruption activities.

There were no confirmed corruption-related incidents noted during the Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B. SOCIAL – *continued*

B8 Community Investment

Community Programmes, Employee Volunteering and Donation

In respect of the Community Investment, our Group's mission is to be a supportive part of our communities, and to serve and contribute by promoting corporate social responsibility.

Our community engagements include participation in volunteering and fundraising activities, including donations, sponsorships, charitable contributions and voluntary commitments that underpin our community investment attributes to the marketplace, society and environment as a whole.

In evaluating donation requests or community programmes, we assess the vision and background of the charity. Charities with unclear financial position and conflict of interest with our corporation/individual will not be considered, in order to ensure the community investment goes to the hands of needy.

During the Reporting Period, we sponsored staff to participate in the Standard Chartered Marathon.

REPORT OF THE DIRECTORS

The directors (the "Directors") of Willas-Array Electronics (Holdings) Limited (the "Company") present their report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively the "Group") including the statement of financial position and the statement of changes in equity of the Company for the financial year ended March 31, 2018 (the "Year").

1. PRINCIPAL ACTIVITIES

During the Year, the Company acted as an investment holding company and the principal activities of its subsidiaries were the distribution of electronic components in mainland China, Hong Kong and Taiwan.

2. BUSINESS REVIEW

A fair review of the business of the Group as well as a discussion on the Group's future business development and an analysis of the Group's performance during the Year and the material factors underlying its financial performance and financial position can be found in the "Chairman's Statement" and "Management Discussion and Analysis" set out on pages 8 to 10 and pages 11 to 17 of this annual report, respectively. An analysis of the Group's financial risk management is provided in note 44 to the consolidated financial statements.

An analysis of the Group's performance during the Year using financial key performance indicators is provided in the "Financial Highlights" on pages 4 and 5 of this annual report.

The Group recognises its responsibility to protect the environment from its business activities. The Group continually seeks to identify and manage environmental impacts attributable to its operational activities in order to minimise these impacts, if possible. The Group aims to maximise energy conservation in its offices by promoting an efficient use of the resources and adopting green technologies. For instance, the Group continues to upgrade the communication equipment such as video conference system to minimise carbon dioxide emissions and lessen the need to travel to offices located in various geographical locations.

During the Year, the Group has been in compliance with all the laws and regulations applicable to the business operations of the Group, including but not limited to the Rules Governing the Listing of Securities (the "HK Listing Rules") on The Stock Exchange of Hong Kong Limited (the "SEHK") and the applicable laws in Bermuda in which the Company is incorporated.

2. BUSINESS REVIEW – *continued*

The Group's success depends on, amongst other matters, the support from key stakeholders which comprise employees, shareholders, customers and suppliers. Employees are regarded as the most important and valuable assets of the Group. The objective of the Group's human resource management is to reward and recognise performing staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives, and to promote career development and progression by appropriate training and providing opportunities within the Group for career advancement. One of the corporate goals of the Group is to enhance corporate value to shareholders. The Group is poised to foster business developments for improving the Group's financial performance and rewarding shareholders by stable dividend pay-outs in the foreseeable future when sustainable earnings growth can be achieved, taking into account the capital adequacy levels, liquidity positions and business expansion needs of the Group. The Group aims to maintain not only good and sustainable relationship with its customers and suppliers in order to achieve stable growth in sales, but also a stable supplier chain. The Group has an experienced and stable management team and its senior managers have an average of over 10 years of management experience.

Further discussion of the environmental policies and performance is set out in the "Environmental, Social and Governance Report" on pages 46 to 59 of this annual report.

The Group had no important events after the year end date of March 31, 2018.

3. RESULTS AND DIVIDEND

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 85 and 86 of this annual report.

The board of Directors (the "Board") has recommended the payment of a final dividend of HK$0.42 (the "Final Dividend") (2017: HK$0.31) per ordinary share of HK$1.00 each (the "Share") for the Year to those shareholders of the Company (the "Shareholders") whose names appear on the register of members of the Company (the "Register of Members") at the close of business on August 10, 2018. The Final Dividend is payable on August 28, 2018, subject to the Shareholders' approval at the forthcoming 2018 annual general meeting of the Company to be held on July 27, 2018 (the "2018 AGM").

REPORT OF THE DIRECTORS

4. BONUS ISSUE OF SHARES

The Board has proposed to make a bonus issue of one new share (collectively, the "Bonus Shares") for every ten existing shares held by the qualifying Shareholders whose names appear on the Register of Members at the close of business on August 10, 2018. The relevant resolution will be proposed at the 2018 AGM.

The Bonus Shares will be credited as fully paid-up at par by way of capitalisation of an amount equal to the total par value of the Bonus Shares standing to the credit of the share premium account of the Company. Upon issue, the Bonus Shares will rank *pari passu* in all respects with the then existing shares of the Company, including the entitlement of any dividends, rights, allotments or other distributions the record date for which falls on or after the date of allotment and issue of the Bonus Shares. For the avoidance of doubt, the Bonus Shares shall not be entitled to the Final Dividend.

5. CLOSURE OF REGISTER OF MEMBERS

(1) For determining the entitlement to attend and vote at the 2018 AGM

For the purpose of determining the entitlement of the Shareholders to attend and vote at the 2018 AGM, for Hong Kong Shareholders, the Hong Kong branch register of members (the "Hong Kong Branch Register") will be closed from Tuesday, July 24, 2018 to Friday, July 27, 2018, both days inclusive. During this period, no transfer of Shares will be registered. In order to qualify for attending and voting at the 2018 AGM, the non-registered Hong Kong Shareholders must lodge all transfer documents accompanied by the relevant share certificates for registration with the Company's Hong Kong branch share registrar and transfer office (the "Hong Kong Branch Registrar"), Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Monday, July 23, 2018.

For Singapore Shareholders, the share transfer books and Singapore branch register of members (the "Singapore Branch Register") will be closed at 5:00 p.m. on Monday, July 23, 2018. Duly completed registrable transfers of Shares received by the Company's share transfer agent in Singapore (the "Singapore Share Transfer Agent"), Intertrust Singapore Corporate Services Pte. Ltd. at 77 Robinson Road, #13-00 Robinson 77, Singapore 068896, up to 5:00 p.m. on Monday, July 23, 2018 will be registered to determine Singapore Shareholders' entitlements to attend and vote at the 2018 AGM.

Any transfer of the Shares between the Hong Kong Branch Register and the Singapore Branch Register by way of deregistration from one branch Register of Members and registration on the other branch Register of Members has to be made not later than 4:30 p.m. on Friday, July 13, 2018 for Hong Kong Shareholders and not later than 5:00 p.m. on Friday, July 13, 2018 for Singapore Shareholders.

5. CLOSURE OF REGISTER OF MEMBERS – *continued*

(2) For determining the entitlement to the Final Dividend

For the purpose of determining the entitlement of the Shareholders to the Final Dividend, for Hong Kong Shareholders, the Hong Kong Branch Register will be closed from Monday, August 13, 2018 to Wednesday, August 15, 2018, both days inclusive. During this period, no transfer of Shares will be registered. In order to qualify for the Final Dividend, the non-registered Hong Kong Shareholders must lodge all transfer documents accompanied by the relevant share certificates for registration with the Hong Kong Branch Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Friday, August 10, 2018.

For Singapore Shareholders, the share transfer books and the Singapore Branch Register will be closed at 5:00 p.m. on Friday, August 10, 2018. Duly completed registrable transfers of Shares received by the Singapore Share Transfer Agent, Intertrust Singapore Corporate Services Pte. Ltd. at 77 Robinson Road, #13-00 Robinson 77, Singapore 068896, up to 5:00 p.m. on Friday, August 10, 2018 will be registered to determine Singapore Shareholders' entitlements to the proposed Final Dividend. Singapore Shareholders whose securities accounts with The Central Depository (Pte) Limited ("CDP") are credited with shares as at 5:00 p.m. on Friday, August 10, 2018 will be entitled to the proposed Final Dividend.

Any transfer of the Shares between the Hong Kong Branch Register and the Singapore Branch Register by way of deregistration from one branch Register of Members and registration on the other branch Register of Members has to be made not later than 4:30 p.m. on Thursday, August 2, 2018 for Hong Kong Shareholders and not later than 5:00 p.m. on Thursday, August 2, 2018 for Singapore Shareholders.

Shareholders who hold their Shares on the Hong Kong Branch Register will receive their Final Dividend payment in Hong Kong dollars; while Shareholders who hold their Shares on the Singapore Branch Register or whose securities accounts are with the CDP will receive their Final Dividend payment in Singapore dollars.

(3) For determining the entitlement to the Bonus Shares

For the purpose of determining the entitlement of the qualifying Shareholders to the Bonus Shares, for Hong Kong Shareholders, the Hong Kong Branch Register will be closed from Monday, August 13, 2018 to Wednesday, August 15, 2018, both days inclusive. During this period, no transfer of Shares will be registered. In order to qualify for the Bonus Shares, the non-registered Hong Kong Shareholders must lodge all transfer documents accompanied by the relevant share certificates for registration with the Hong Kong Branch Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Friday, August 10, 2018.

REPORT OF THE DIRECTORS

5. CLOSURE OF REGISTER OF MEMBERS – *continued*

(3) For determining the entitlement to the Bonus Shares – *continued*

For Singapore Shareholders, the share transfer books and the Singapore Branch Register will be closed at 5:00 p.m. on Friday, August 10, 2018. Duly completed registrable transfers of Shares received by the Singapore Share Transfer Agent, Intertrust Singapore Corporate Services Pte. Ltd. at 77 Robinson Road, #13-00 Robinson 77, Singapore 068896, up to 5:00 p.m. on Friday, August 10, 2018 will be registered to determine the entitlements of Singapore Shareholders whose Shares are not deposited with CDP to the Bonus Shares. The entitlements of Singapore Shareholders whose Shares are deposited with CDP will be determined based on the number of Shares standing to the credit of their respective securities accounts as at 5:00 p.m. on Friday, August 10, 2018.

Any transfer of the Shares between the Hong Kong Branch Register and the Singapore Branch Register by way of deregistration from one branch Register of Members and registration on the other branch Register of Members has to be made not later than 4:30 p.m. on Thursday, August 2, 2018 for Hong Kong Shareholders and not later than 5:00 p.m. on Thursday, August 2, 2018 for Singapore Shareholders.

6. FIVE-YEAR FINANCIAL SUMMARY

A summary of the results as well as the assets and liabilities of the Group for the past five financial years is set out on pages 6 and 7 of this annual report.

7. PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements.

8. RESERVES

Details of movements in the reserves of the Group during the Year are set out in note 37 to the consolidated financial statements and in the consolidated statement of changes in equity.

9. DISTRIBUTABLE RESERVES OF THE COMPANY

In addition to the retained profits, under the Companies Act 1981 of Bermuda, the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend or make a distribution out of contributed surplus if:

(1) it is, or would after the payment be, unable to pay its liabilities as they become due; or

(2) the realizable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

In the opinion of the Directors, the reserves of the Company which were available for distribution to Shareholders as at March 31, 2018 were approximately HK$163,744,000 (2017: HK$142,815,000).

10. SUBSIDIARIES AND AN ASSOCIATE

Details of the principal subsidiaries and an associate of the Company as at March 31, 2018 are set out in notes 30 and 21 to the consolidated financial statements, respectively.

11. SHARE CAPITAL

Details of movements in the share capital of the Company during the Year are set out in note 36 to the consolidated financial statements.

12. DIRECTORS

The Directors during the Year and up to the date of this annual report are named as follows:

Executive Directors:

Mr. Leung Chun Wah *(Chairman)*
Mr. Kwok Chan Cheung *(Deputy Chairman)*
Mr. Hon Kar Chun *(Managing Director)*
Mr. Leung Hon Shing

Independent Non-Executive Directors (the "INEDs"):

Mr. Jovenal R. Santiago
Mr. Wong Kwan Seng, Robert
Mr. Iu Po Chan, Eugene

In accordance with bye-law 104 of the Company's Bye-Laws (the "Bye-Laws"), Mr. Leung Hon Shing and Mr. Jovenal R. Santiago will retire from office by rotation and, being eligible for re-election at the 2018 AGM, have offered themselves for re-election.

At all times during the Year, the Company had met the requirements under Rules 3.10 and 3.10A of the HK Listing Rules relating to the appointment of not less than three INEDs, representing at least one-third of the Board and with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each of the INEDs an annual written confirmation of his independence pursuant to Rule 3.13 of the HK Listing Rules as well as the provisions of the Code of Corporate Governance 2012 of Singapore and the Company considers that all INEDs are independent.

REPORT OF THE DIRECTORS

13. DIRECTORS' SERVICE CONTRACTS

Mr. Leung Hon Shing has entered into a renewal service agreement with the Company on February 5, 2018 for his appointment as an executive Director, for a term of two years commencing from April 1, 2018. He is entitled to a basic annual salary of HK$1,495,000 (previous service agreement of HK$1,469,000 per annum), a discretionary bonus and an incentive payment by reference to the amount of the net profit after taxation of the Group, which is reviewed annually by the Board with the recommendation of the remuneration committee of the Board (the "Remuneration Committee") by reference to his duties and responsibilities in the Company, the Company's performance and the prevailing market situation.

None of the Directors proposed for re-election at the 2018 AGM has or is proposed to have an unexpired service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

14. DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or any entity connected with them had a material interest in any business, apart from the business of the Group, which competed or was likely to compete, either directly or indirectly, with the business of the Group during the Year.

15. DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

None of the Directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance in relation to the business of the Group to which the Company or its holding company or any of its subsidiaries or fellow subsidiaries was a party during the Year.

16. CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

None of the controlling Shareholders or any of its subsidiaries had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance in relation to the business of the Group to which the Company or its holding company or any of its subsidiaries or fellow subsidiaries was a party during the Year.

17. ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Neither at the end of the Year nor at any time during the Year did there subsist any arrangement (to which the Company or any of its holding companies, fellow subsidiaries or subsidiaries was a party) whose object was to enable the Directors to acquire benefits by means of the acquisition of shares or debt securities (including debentures) of the Company or any other body corporate except for the options mentioned in paragraphs 23 and 24 of this report.

REPORT OF THE DIRECTORS

18. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The Directors holding office at the end of the Year had no interests in the share capital and debentures of the Company and related corporations except as follows:

	Shareholdings registered in the name of Director		Shareholdings in which Director was deemed to have an interest	
	At beginning of the Year	At end of the Year	At beginning of the Year	At end of the Year
The Company				
Mr. Leung Chun Wah	820,300	1,118,300	18,831,770	18,831,770
Mr. Kwok Chan Cheung	34,000	34,000	7,895,554	7,895,554
Mr. Hon Kar Chun	292,800	292,800	–	–
Mr. Leung Hon Shing	249,840	249,840	–	–

The Directors' interests as at April 21, 2018 were the same as those at the end of the Year.

19. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at March 31, 2018, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")), which were required: (i) to be notified to the Company and the SEHK pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) to be notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the HK Listing Rules (the "HK Model Code"), were as follows:

REPORT OF THE DIRECTORS

19. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS – *continued*

Long position in the Shares

Name of Directors/ Chief Executive	Number of Shares Held Beneficial owner	Interest of spouse	Beneficiary of a trust	Interest in a controlled corporation	Total	Approximate Percentage of Total Shareholding in the Company[3] (%)
Leung Chun Wah [1] ("Mr. Leung")	1,118,300	731,940	18,099,830	–	19,950,070	26.13
Kwok Chan Cheung [2] ("Mr. Kwok")	34,000	–	–	7,895,554	7,929,554	10.39
Hon Kar Chun	292,800	–	–	–	292,800	0.38
Leung Hon Shing	249,840	–	–	–	249,840	0.33

Notes:

(1) Mr. Leung, being the chairman of the Board (the "Chairman") and an Executive Director, is deemed to be interested in the 731,940 Shares held by his wife, Ms. Cheng Wai Yin, Susana ("Ms. Cheng"), by virtue of the SFO. He and his family members are the ultimate beneficiaries of a discretionary trust, of which HSBC International Trustee Limited ("HSBC Trustee") is the trustee. The 18,099,830 Shares are held by Max Power Assets Limited ("Max Power"), with HSBC (Singapore) Nominees Pte Limited ("HSBC Nominees") as its nominee. The entire issued share capital of Max Power is held by HSBC Trustee in its capacity as trustee of the discretionary trust. The trustee is required to obtain the consent of Mr. Leung in any disposal and acquisition of Shares by Max Power except under certain exceptional conditions as stipulated in the trust deed. By virtue of the SFO, Mr. Leung is deemed to be interested in all of the Shares held by Max Power.

(2) Global Success International Limited ("Global Success"), which is wholly owned by Mr. Kwok, the Deputy Chairman and an Executive Director, is the beneficial owner of 7,895,554 Shares. By virtue of the SFO, Mr. Kwok is deemed to be interested in all of the Shares held by Global Success.

(3) The percentage represents the total number of the Shares interested divided by the number of issued Shares as at March 31, 2018 (i.e. 76,340,960 Shares).

Save as disclosed above, as at March 31, 2018, none of the Directors or the chief executive of the Company had any interests or 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), which were required: (i) to be notified to the Company and the SEHK pursuant to Divisions 7 and 8 of Part XV of the SFO; or (ii) to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or (iii) to be notified to the Company and the SEHK pursuant to the HK Model Code.

20. SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS OR SHORT POSITIONS IN THE SHARES OR UNDERLYING SHARES OF THE COMPANY

As at March 31, 2018, so far as the Directors are aware, without taking into account the Shares which may be issued pursuant to the exercise of the options which have been granted under ESOS II (as defined below), the following persons or corporations (other than a Director or the chief executive of the Company) who/which had or deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to section 336 of the SFO, to be entered in the register referred to therein, were as follows:

Long position in the Shares

Name of Shareholders	Number of Shares Held: Beneficial owner	Interest of spouse	Trustee	Interest of controlled corporations	Total	Approximate Percentage of Total Shareholding in the Company[7] (%)
Ms. Cheng [1]	731,940	19,218,130	–	–	19,950,070	26.13
Max Power [2]	18,099,830	–	–	–	18,099,830	23.71
HSBC Trustee [2]	–	–	18,099,830	–	18,099,830	23.71
Global Success [3]	7,895,554	–	–	–	7,895,554	10.34
Yeo Seng Chong [4] ("Mr. Yeo")	300,000	500,000	–	6,449,904	7,249,904	9.50
Lim Mee Hwa [4] ("Ms. Lim")	500,000	300,000	–	6,449,904	7,249,904	9.50
Yeoman Capital Management Pte Ltd ("YCMPL") [5]	75,000	–	–	6,374,904	6,449,904	8.45
Yeoman 3-Rights Value Asia Fund ("Yeoman 3-Rights") [6]	6,249,904	–	–	–	6,249,904	8.19
Hung Yuk Choy	5,286,918	–	–	–	5,286,918	6.93

REPORT OF THE DIRECTORS

20. SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS OR SHORT POSITIONS IN THE SHARES OR UNDERLYING SHARES OF THE COMPANY – *continued*

Notes:

(1) Ms. Cheng, the wife of Mr. Leung, the Chairman and an Executive Director, is deemed under the SFO to be interested in the Shares held beneficially and deemed to be held by Mr. Leung. The 18,099,830 Shares are held by Max Power, with HSBC Nominees as its nominee. The entire issued share capital of Max Power is held by HSBC Trustee in its capacity as trustee of the discretionary trust. By virtue of the SFO, HSBC Trustee is deemed to be interested in all of the Shares held by Max Power. Mr. Leung and his family members are the ultimate beneficiaries of the discretionary trust. The trustee is required to obtain the consent of Mr. Leung in any disposal and acquisition of Shares by Max Power except under certain exceptional conditions as stipulated in the trust deed.

(2) The 18,099,830 Shares are held by Max Power, with HSBC Nominees as its nominee. The entire issued share capital of Max Power is held by HSBC Trustee in its capacity as trustee of the discretionary trust. By virtue of the SFO, HSBC Trustee is deemed to be interested in all of the Shares held by Max Power. Mr. Leung and his family members are the ultimate beneficiaries of the discretionary trust. The trustee is required to obtain the consent of Mr. Leung in any disposal and acquisition of Shares by Max Power except under certain exceptional conditions as stipulated in the trust deed.

(3) Global Success, which is wholly owned by Mr. Kwok, the Deputy Chairman and an Executive Director, is the beneficial owner of 7,895,554 Shares. By virtue of the SFO, Mr. Kwok is deemed to be interested in all of the Shares held by Global Success.

(4) Mr. Yeo owns 300,000 Shares directly in his own name and his wife Ms. Lim owns 500,000 Shares directly in her own name. Both own equally YCMPL, a fund manager and therefore control YCMPL. YCMPL in turns has its own direct shareholding in the Company as well as its deemed interests through its clients' direct shareholdings in the Company. Each of Mr. Yeo and Ms. Lim is deemed under the SFO to be interested in all of the Shares held beneficially and deemed to be held by the other.

(5) YCMPL owns 75,000 Shares directly in its own name and also has deemed interests through its clients' direct shareholdings in the Company. The clients of YCMPL are Yeoman 3-Rights and Yeoman Client 1 which directly own 6,249,904 Shares and 125,000 Shares, respectively.

(6) Yeoman 3-Rights owns 6,249,904 Shares directly in its own name.

(7) The percentage represents the total number of the Shares interested divided by the number of issued Shares as at March 31, 2018 (i.e. 76,340,960 Shares).

Save as disclosed above, as at March 31, 2018, the Directors are not aware of any persons (other than a Director or the chief executive of the Company) or corporations who/which had or were deemed or taken to have interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or were required to be entered in the register kept by the Company pursuant to section 336 of the SFO.

REPORT OF THE DIRECTORS

21. DIRECTORS' RECEIPT OF AND ENTITLEMENT TO CONTRACTUAL BENEFITS

During the Year, none of the Directors has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the Director or a firm of which he is a member, or with a company in which he has a substantial financial interest except for salaries, bonuses and other benefits as disclosed in the attached consolidated financial statements.

22. BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management of the Group are set out on pages 18 to 22 of this annual report.

23. OPTIONS TO TAKE UP UNISSUED SHARES

The Company had on June 11, 2001 adopted the Willas-Array Electronics Employee Share Option Scheme II ("ESOS II") and on July 30, 2013 adopted the Willas-Array Electronics Employee Share Option Scheme III ("ESOS III") (collectively, the "Share Option Schemes") to grant share options to eligible employees, including the executive directors of the Company for the purpose of providing incentives or rewards for their contribution to the Company.

ESOS II

During the Year, share options holders under ESOS II exercised part of their share options and subscribed for 204,000 Shares, 483,000 Shares and 148,000 Shares at an exercise price of Singapore dollar 0.335 per Share on June 19, 2017, June 28, 2017 and July 11, 2017, respectively. The weighted average closing price of the Shares immediately before the dates on which the options were exercised was Singapore dollar 0.758 per Share.

Fair values of the share options under ESOS II were calculated using the Black-Scholes option pricing model.

The vesting period of ESOS II is two years from and including the date of grant.

ESOS II expired on June 10, 2011 and the unexercised options granted under ESOS II will continue to be valid and exercisable subject to the provisions of ESOS II within their respective exercise periods.

REPORT OF THE DIRECTORS

23. OPTIONS TO TAKE UP UNISSUED SHARES – *continued*

ESOS II – *continued*

Particulars of the share options outstanding under ESOS II during the Year and the share options granted, exercised, lapsed and cancelled during the Year were as follows:

		Number of underlying Shares comprised in share options							
Name or Category of participants	Date of grant	Balance as at April 1, 2017	Granted during the Year	Exercised during the Year	Lapsed during the Year	Cancelled during the Year	Balance as at March 31, 2018	Exercise price per Share	Exercise period
Employees in aggregate	October 2, 2009	836,600	–	(835,000)	–	–	1,600	S$0.335	October 2, 2011 to October 1, 2019

At the date of this annual report, the Company had 1,600 share options outstanding under the ESOS II, which represented approximately 0.002% of the issued Shares as at that date.

None of the holders of outstanding share options granted under ESOS II (i) are Directors, the chief executive or substantial shareholders (as defined in the HK Listing Rules) of the Company, or their respective associates; and (ii) was granted any option entitling him/her to subscribe for Shares exceeding the respective percentage of the total number of the issued Shares in the 12-month period up to and including the date of grant.

ESOS III

On July 17, 2017, the Company granted share options exercisable for 3,165,000 Shares to certain eligible employees under ESOS III with an exercise price of HK$4.30 per Share. The closing price of the Shares immediately before the date on which the options were granted was HK$4.07 per Share. The period for the exercise of an option will commence after the first anniversary of the date of grant and expiring on the tenth anniversary of such date of grant. Fair values of the share options under ESOS III were calculated using the Binomial option pricing model.

The grant of share options shall be accepted within 30 days from the date of grant, accompanied by payment of HK$1.00 as consideration by the grantee.

The vesting period of ESOS III is one year from and including the date of grant.

ESOS III was adopted by an ordinary resolution of the Shareholders at the special general meeting of the Company held on July 30, 2013. ESOS III will expire on July 29, 2023.

REPORT OF THE DIRECTORS

23. OPTIONS TO TAKE UP UNISSUED SHARES – *continued*

ESOS III – *continued*

Particulars of the share options outstanding under ESOS III during the Year and the share options granted, exercised, lapsed and cancelled during the Year were as follows:

		Number of underlying Shares comprised in share options							
Name or Category of participants	Date of grant	Balance as at April 1, 2017	Granted during the Year	Exercised during the Year	Lapsed during the Year	Cancelled during the Year	Balance as at March 31, 2018	Exercise price per Share	Exercise period
Employees in aggregate	July 17, 2017	–	3,165,000	–	–	(85,000)	3,080,000	HK$4.30	July 18, 2018 to July 17, 2027

At the date of this annual report, the Company had 3,080,000 share options outstanding under the ESOS III, which represented approximately 4.03% of the issued Shares as at that date.

None of the holders of outstanding share options granted under ESOS III (i) are Directors, the chief executive or substantial shareholders (as defined in the HK Listing Rules) of the Company, or their respective associates; and (ii) was granted any option entitling him/her to subscribe for Shares exceeding the respective percentage of the total number of the issued Shares in the 12-month period up to and including the date of grant.

No participants to the above share options schemes has received options representing 5% or more of the total number of the underlying Shares comprised in the share options available for issue under the above schemes.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to these persons in the 12-month period up to and including the date of grant, in aggregate over 0.1% of the issued Shares and with an aggregate value (based on the closing price of the Shares at the date of grant) in excess of HK$5 million, must be approved by the Shareholders in a general meeting.

No Executive Directors and employees of the Group have been granted options entitling them to subscribe for more than 1% of the total issued Shares in the 12-month period up to and including the date of grant.

Each option grants the holder the right to subscribe for one Share. The options may be exercised in full or in part thereof. The holders do not have the right to participate by virtue of the options in any share issue of the other member corporations in the Group. Options granted will be cancelled when the holder is no longer a full-time employee of the Company or any member corporation in the Group subject to certain exceptions at the discretion of the Company.

There were no participants to the above share option schemes, who are controlling shareholders (as defined in the HK Listing Rules and the Main Board rules of the listing manual (the "SGX-ST Listing Manual") of Singapore Exchange Securities Trading Limited (the "SGX-ST") of the Company and their associates.

REPORT OF THE DIRECTORS

24. OPTIONS EXERCISED

During the Year, 835,000 Shares have been issued by virtue of the exercise of an option under ESOS II to take up any unissued Shares.

25. UNISSUED SHARES UNDER OPTION AND EQUITY-LINKED AGREEMENTS

At the end of the Year, there were no unissued shares of the Company or any member corporations in the Group under option, except for the share option schemes disclosed in paragraph 23 above.

Save as the share options granted, no equity-linked agreements that (i) will or may result in the Company issuing Shares or (ii) require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the Year or subsisted at the end of the Year, except for the unexercised share options disclosed in paragraph 23 above.

26. PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-Laws or the laws of Bermuda, which would oblige the Company to offer new Shares on a pro-rata basis to the existing Shareholders.

27. SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the issued Shares have been held by the public (i.e. the prescribed minimum public float applicable to the Company under the HK Listing Rules) during the Year and thereafter up to the date of this annual report.

28. MAJOR CUSTOMERS AND SUPPLIERS

During the Year,

(1) sales to the Group's five largest customers accounted for approximately 19.4% of the total sales for the Year and the single largest customer accounted for approximately 5.0%; and

(2) purchases from the Group's five largest suppliers accounted for approximately 88.0% of the total purchases for the Year and the single largest supplier accounted for approximately 45.4%.

None of the Directors or any of their close associates (as defined in the HK Listing Rules) or any Shareholders (who, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interests in the Group's five largest customers and suppliers.

29. EMOLUMENT POLICY

The Remuneration Committee reviews and determines the remuneration and compensation packages of the Directors and senior management by reference to the salaries paid by comparable companies, the time commitment and responsibilities of the Directors and senior management and the performance of the Group.

Details of the emoluments of the Directors and the five individuals of the Group with the highest emoluments for the Year are set out in note 13 to the consolidated financial statements.

Employees of the Group are selected, remunerated and promoted on the basis of their merit, qualification, competence and contribution to the Group.

30. RETIREMENT BENEFIT SCHEMES/PENSION SCHEMES

The Group's employees in Hong Kong and Taiwan are required to participate in the mandatory provident fund scheme and a defined contribution pension scheme respectively, whereby the Group is required to pay contributions for such employees at a certain rate of the wages determined by the relevant authorities in Hong Kong and Taiwan respectively. The Group is also required to make contributions to various government sponsored employee-benefit funds, including social insurance fund, housing fund, basic pension insurance fund and unemployment, maternity and work-related insurance funds for its employees in China in accordance with the applicable laws and regulations of China.

The Group has no other material obligation for payment of retirement benefits or pension to its employees beyond the contributions described above. Details of the Group's retirement benefits scheme/pension schemes are set out in note 41 to the consolidated financial statements.

31. TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares.

If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising any rights in relation to, the Shares, they are advised to consult a professional in taxation.

32. MANAGEMENT CONTRACT

No contracts, other than employment contracts and directors' contract of service, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

REPORT OF THE DIRECTORS

33. PERMITTED INDEMNITIES

Pursuant to the Bye-Laws, the Directors, company secretary and other officers and every auditor of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses, which the Directors or any of them shall or may incur or sustain by or by reason of any act done, concurred or omitted in or about the execution of their duty, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the said persons.

In addition, the Directors and key officers of the Group are under appropriate insurance cover on Directors' and key officers' liabilities in respect of their risks arising from the business of the Group. The scope of coverage of the insurance is subject to review annually.

The indemnity provision was in force during the course of the Year and are remained in force as of the date of this annual report.

34. CHARITABLE DONATION

During the Year, charitable donations made by the Group amounted to HK$7,000 (2017: HK$10,000).

35. REVIEW OF FINAL RESULTS BY AUDIT COMMITTEE

The Company has established an audit committee of the Board (the "Audit Committee") with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 to the HK Listing Rules and the SGX-ST Listing Manual and the Audit Committee has performed the functions as detailed in the Corporate Governance Report contained in this annual report. The Audit Committee comprises all the three INEDs, namely Mr. Joveal R. Santiago (committee chairman), Mr. Wong Kwan Seng, Robert and Mr. Iu Po Chan, Eugene. The Group's audited consolidated results for the Year have been reviewed by the Audit Committee.

36. CORPORATE GOVERNANCE

Details of the corporate governance practices adopted by the Company are set out in the "Corporate Governance Report" on pages 23 to 45 of this annual report.

37. PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Year, the Company or its subsidiaries did not redeem any of its Shares listed on the Main Board of the SEHK and the SGX-ST nor did the Company or any of its subsidiaries purchased or sell any of such Shares.

38. RELATED COMPANY TRANSACTIONS

Related company transactions of the Group during the Year are disclosed in note 40 to the consolidated financial statements. None of these related company transactions constituted connected transaction and/or continuing connected transaction (as the case may be) as defined under Chapter 14A of the HK Listing Rules, which are required to comply with the disclosure requirements in accordance with Chapter 14A of the HK Listing Rules.

39. INDEPENDENT AUDITOR

The Board, which concurs with the Audit Committee's recommendation, has proposed the nomination of Deloitte Touche Tohmatsu ("Deloitte") for re-appointment as the independent auditor at the 2018 AGM.

Deloitte has expressed their willingness to accept the re-appointment.

Save as disclosed above, there have been no changes of the independent auditor for the preceding three years.

On behalf of the Board

Mr. Leung Chun Wah
Chairman

Mr. Kwok Chan Cheung
Deputy Chairman

May 30, 2018

STATEMENT OF DIRECTORS

In the opinion of the board of directors (the “Board”) of Willas-Array Electronics (Holdings) Limited (the “Company”), the consolidated financial statements of the Company and its subsidiaries (collectively the “Group”), including the statement of financial position and the statement of changes in equity of the Company as set out on pages 85 to 192 of this annual report are drawn up so as to give a true and fair view of the state of affairs of the Group and the Company as at March 31, 2018, and of the results, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended and at the date of this statement, and there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

On behalf of the Board

Mr. Leung Chun Wah
Chairman

Mr. Kwok Chan Cheung
Deputy Chairman

May 30, 2018

INDEPENDENT AUDITOR'S REPORT

Deloitte. 德勤

TO THE SHAREHOLDERS OF
WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED
(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Willas-Array Electronics (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 85 to 192, which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at March 31, 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at March 31, 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs") issued by the IASB. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS – *continued*

Key audit matter	How our audit addressed the key audit matter
Allowance for inventories obsolescence	
We identified the allowance for inventories obsolescence as a key audit matter as the Group operates in a fast evolving industry where inventories comprise of electronic components and are subject to obsolescence due to rapid technological changes and product obsolescence. As such, significant management estimates and judgements are involved in determining the allowance for inventories. The Group makes allowance for inventories based on an assessment of the net realisable value of inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than cost. The management of the Group reviewed the inventory aging report at the end of the reporting period to identify inventories that are obsolete and estimated the net realisable value for those items based on latest selling price. As disclosed in note 24 to the consolidated financial statements, as at March 31, 2018, the carrying amount of the Group's inventories was approximately HK$690,950,000, net of allowance for inventories of HK$34,690,000.	Our audit procedures in relation to the allowance for inventories obsolescence included: • Understanding and evaluating the basis of how slow-moving or obsolete inventories are identified by the management, and their assessment of net realisable value and allowance for inventories; • Engaging our internal information technology ("IT") specialists to perform a computer assisted audit techniques exercise to test the accuracy of the inventories aging listed in the system generated report, and assessing whether allowance was properly provided for aged inventories after taking into account subsequent sales; • Testing the net realisable values of inventories by reference to latest sales margin report to identify inventories that are obsolete or selling at loss and assessing whether the allowance was properly provided for the relevant inventories; and • Assessing the historical accuracy of allowance for inventories to evaluate the appropriateness of the basis made by the management in the current year.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS – *continued*

Key audit matter	How our audit addressed the key audit matter
Recoverability of trade receivables	
We identified the recoverability of the Group's trade receivables as a key audit matter due to its significant balance and the estimation uncertainty involved in determining the recoverability of trade receivables. Allowances are applied to trade receivables where events or changes in circumstances indicate that the balances may not be recoverable. The Group takes into consideration the aging categories, subsequent settlements of the receivables, repayment history and credit worthiness of debtors in determining the recoverability of trade receivables and the amount of allowance for doubtful debts. As described in note 25 to the consolidated financial statements, as at March 31, 2018, the carrying amount of the Group's trade receivables was approximately HK$878,576,000, net of allowance for doubtful debts of HK$4,450,000.	Our audit procedures in relation to the recoverability of trade receivables included: • Understanding and evaluating the basis of how allowance for doubtful debts is estimated by the management; • Engaging our internal IT specialists to perform a computer assisted audit techniques exercise to test the accuracy of the trade receivables aging listed in the system generated report, and assessing whether allowance for doubtful debts was properly provided for after taking into account subsequent settlements; • Testing settlements received in respect of the trade receivables subsequent to the year end, on a sample basis, against the source documents; and • Assessing the historical accuracy of allowance for doubtful debts to evaluate the appropriateness of the basis made by the management in the current year.

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the financial highlights, chairman's statement, management discussion and analysis, corporate governance report, report of the directors, statement of directors and environmental, social and governance report, but does not include the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the shareholders' information, which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS – *continued*

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS – *continued*

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Au Chun Hing.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
May 30, 2018

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED MARCH 31, 2018

	NOTES	2018 HK$'000	2017 HK$'000
Continuing operations			
Revenue	5	**4,556,390**	3,883,140
Cost of sales		**(4,160,985)**	(3,566,364)
Gross profit		**395,405**	316,776
Other operating income	7	**1,708**	4,067
Distribution costs		**(60,427)**	(50,473)
Administrative expenses		**(211,549)**	(190,390)
Other gains and losses	8	**37,705**	(7,240)
Finance costs	9	**(30,867)**	(24,521)
Gain on disposal of subsidiaries	12	**–**	12
Profit before tax		**131,975**	48,231
Income tax expense	10	**(20,019)**	(9,389)
Profit for the year from continuing operations	11	**111,956**	38,842
Discontinued operations			
Loss for the year from discontinued operations	12	**–**	(1,841)
Profit for the year		**111,956**	37,001
Other comprehensive income (expense):			
Items that will not be reclassified to profit or loss:			
– Gain on revaluation of properties		**27,416**	–
– Income tax relating to gain recognised in other comprehensive income		**(4,958)**	–
		22,458	–
Item that may be reclassified subsequently to profit or loss:			
– Exchange differences on translation of foreign operations		**23,187**	(11,342)
Other comprehensive income (expense) for the year, net of tax		**45,645**	(11,342)
Total comprehensive income for the year		**157,601**	25,659

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED MARCH 31, 2018

	NOTE	2018 HK$'000	2017 HK$'000
Profit (loss) for the year attributable to owners of the Company:			
– from continuing operations		**111,956**	39,355
– from discontinued operations		**–**	(1,841)
Profit for the year attributable to owners of the Company		**111,956**	37,514
Loss for the year attributable to non-controlling interests from continuing operations		**–**	(513)
		111,956	37,001
Total comprehensive income (expense) for the year attributable to:			
Owners of the Company		**157,601**	26,172
Non-controlling interests		**–**	(513)
		157,601	25,659
Earnings per share	15		
From continuing and discontinued operations			
– Basic (HK dollars)		**1.47**	0.50
– Diluted (HK dollars)		**1.46**	0.49
From continuing operations			
– Basic (HK dollars)		**1.47**	0.52
– Diluted (HK dollars)		**1.46**	0.51

See accompanying notes to financial statements.

STATEMENT OF FINANCIAL POSITION

AT MARCH 31, 2018

	NOTES	THE GROUP 2018 HK$'000	THE GROUP 2017 HK$'000	THE COMPANY 2018 HK$'000	THE COMPANY 2017 HK$'000
ASSETS					
Non-current assets					
Property, plant and equipment	16	267,864	232,774	–	–
Prepaid lease payments – non-current	17	556	569	–	–
Goodwill	18	–	–	–	–
Other intangible assets	19	–	–	–	–
Club debentures	20	2,001	2,001	–	–
Interest in an associate	21	–	–	–	–
Available-for-sale investments	22	–	–	–	–
Long-term deposits	23	3,049	335	–	–
Deferred tax assets	35	84	168	–	–
Investments in subsidiaries	30	–	–	117,470	117,470
Restricted bank deposits	29	2,500	2,260	–	–
Total non-current assets		276,054	238,107	117,470	117,470
Current assets					
Inventories	24	690,950	591,741	–	–
Trade and bills receivables	25	955,926	766,000	–	–
Other receivables and prepayments	27	11,032	8,338	253,518	228,646
Prepaid lease payments – current	17	12	12	–	–
Income tax recoverable		–	576	–	–
Derivative financial instruments	28	49	62	–	–
Cash and cash equivalents	29	327,050	331,255	1,997	2,657
Total current assets		1,985,019	1,697,984	255,515	231,303
Total assets		2,261,073	1,936,091	372,985	348,773
LIABILITIES AND EQUITY					
Current liabilities					
Trade and bills payables	31	397,467	418,615	–	–
Other payables	32	60,879	36,513	10,007	10,968
Income tax payable		6,031	1,916	169	17
Trust receipt loans	33	818,378	668,554	–	–
Bank borrowings	34	231,343	209,354	–	–
Derivative financial instruments	28	23	2	–	–
Total current liabilities		1,514,121	1,334,954	10,176	10,985

See accompanying notes to financial statements.

STATEMENT OF FINANCIAL POSITION

AT MARCH 31, 2018

		THE GROUP		THE COMPANY	
	NOTES	**2018 HK$'000**	2017 HK$'000	**2018 HK$'000**	2017 HK$'000
Net current assets		**470,898**	363,030	**245,339**	220,318
Total assets less current liabilities		**746,952**	601,137	**362,809**	337,788
Capital and reserves					
Share capital	36	**76,341**	75,506	**76,341**	75,506
Reserves		**639,717**	502,366	**286,468**	262,282
Equity attributable to owners of the Company		**716,058**	577,872	**362,809**	337,788
Non-current liabilities					
Deferred tax liabilities	35	**30,894**	23,005	**–**	–
Derivative financial instruments	28	**–**	260	**–**	–
Total non-current liabilities		**30,894**	23,265	**–**	–
Total liabilities and equity		**2,261,073**	1,936,091	**372,985**	348,773

The financial statements on pages 85 to 192 were approved and authorised for issue by the Board of Directors on May 30, 2018 and are signed on its behalf by:

Mr. Leung Chun Wah
Director

Mr. Kwok Chan Cheung
Director

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2018

	Share capital HK$'000	Capital reserves HK$'000 (Note 37)	Statutory reserve HK$'000 (Note i)	Property revaluation reserve HK$'000 (Note 16)	Currency translation reserve HK$'000	Other reserve HK$'000 (Note ii)	Accumulated profits HK$'000	Attributable to owners of the Company HK$'000	Non-controlling interests HK$'000	Total HK$'000
THE GROUP										
At April 1, 2016	75,506	194,378	16,525	93,271	9,124	–	166,457	555,261	(3,048)	552,213
Total comprehensive income (expense) for the year:										
Profit (loss) for the year	–	–	–	–	–	–	37,514	37,514	(513)	37,001
Other comprehensive expense for the year, net of income tax	–	–	–	–	(11,342)	–	–	(11,342)	–	(11,342)
Total	–	–	–	–	(11,342)	–	37,514	26,172	(513)	25,659
Transactions with owners, recognised directly in equity:										
Acquisition of additional interest in subsidiaries *(Note 12)*	–	–	–	–	–	(3,561)	–	(3,561)	3,561	–
Transfer from property revaluation reserve	–	–	–	(3,349)	–	–	3,349	–	–	–
Total	–	–	–	(3,349)	–	(3,561)	3,349	(3,561)	3,561	–
At March 31, 2017	75,506	194,378	16,525	89,922	(2,218)	(3,561)	207,320	577,872	–	577,872
Total comprehensive income for the year:										
Profit for the year	–	–	–	–	–	–	111,956	111,956	–	111,956
Other comprehensive income for the year, net of income tax	–	–	–	22,458	23,187	–	–	45,645	–	45,645
Total	–	–	–	22,458	23,187	–	111,956	157,601	–	157,601
Transactions with owners, recognised directly in equity:										
Exercise of share options	835	740	–	–	–	–	–	1,575	–	1,575
Recognition of equity-settled share-based payments	–	2,676	–	–	–	–	–	2,676	–	2,676
Dividend paid *(Note 14)*	–	–	–	–	–	–	(23,666)	(23,666)	–	(23,666)
Transfer from property revaluation reserve	–	–	–	(3,348)	–	–	3,348	–	–	–
Transfer of statutory reserve	–	–	1,609	–	–	–	(1,609)	–	–	–
Total	835	3,416	1,609	(3,348)	–	–	(21,927)	(19,415)	–	(19,415)
At March 31, 2018	**76,341**	**197,794**	**18,134**	**109,032**	**20,969**	**(3,561)**	**297,349**	**716,058**	**-**	**716,058**

Notes:

(i) The statutory reserve is non-distributable and was appropriated from profit after tax of the Company's subsidiaries in the People's Republic of China (the "PRC") and Taiwan under the laws and regulations of the PRC and Taiwan.

(ii) Other reserve comprises a debit amount of HK$3,561,000 and represents the difference between the fair value of the consideration paid and the carrying amount of the net assets attributable to the additional interest in Noblehigh Enterprises Inc. ("NEI") and its subsidiaries (together defined as "NEI Group") acquired during the year ended March 31, 2017 (as detailed in Note 12).

See accompanying notes to financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2018

	Share capital HK$'000	Capital reserves HK$'000 *(Note 37)*	Accumulated profits HK$'000	Total HK$'000
THE COMPANY				
At April 1, 2016	75,506	194,378	34,530	304,414
Profit for the year, representing total comprehensive income for the year	–	–	33,374	33,374
At March 31, 2017	75,506	194,378	67,904	337,788
Profit for the year, representing total comprehensive income for the year	–	–	44,436	44,436
Transactions with owners, recognised directly in equity:				
Exercise of share options	835	740	–	1,575
Recognition of equity-settled share-based payments	–	2,676	–	2,676
Dividend paid *(Note 14)*	–	–	(23,666)	(23,666)
Total	835	3,416	(23,666)	(19,415)
At March 31, 2018	**76,341**	**197,794**	**88,674**	**362,809**

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2018

	2018 HK$'000	2017 HK$'000
Operating activities		
Profit before tax	131,975	46,391
Adjustments for:		
Depreciation	10,772	11,749
Amortisation of prepaid lease payments	13	12
Interest expense	30,867	24,526
Share-based payment expense	2,676	–
Allowance for inventories	15,375	14,811
Reversal of allowance for doubtful trade receivables	(4,053)	(7,666)
Loss (gain) on disposal of property, plant and equipment	19	(60)
Gain on disposal of subsidiaries	–	(12)
Net (gain) loss on fair value changes of derivative financial instruments	(226)	186
Impairment loss on amount due from an associate	–	532
Unrealised exchange (gain) loss	(19,964)	6,758
Interest income	(635)	(835)
Operating cash flows before movements in working capital	166,819	96,392
Increase in inventories	(108,423)	(73,549)
Increase in trade and bills receivables	(151,610)	(183,527)
Increase in other receivables and prepayments	(2,677)	(2,832)
(Decrease) increase in trade and bills payables	(38,886)	53,816
Increase in other payables	22,160	1,324
(Increase) decrease in long-term deposits	(2,690)	1,358
Increase in amount due from an associate	–	(532)
Cash used in operations	(115,307)	(107,550)
Income tax paid	(13,567)	(10,357)
Interest paid	(30,224)	(24,227)
Interest received	635	835
Net cash used in operating activities	(158,463)	(141,299)

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2018

	2018 HK$'000	2017 HK$'000
Investing activities		
Purchase of property, plant and equipment	(2,451)	(2,386)
Withdrawal of restricted bank deposits	–	2,395
Placement of restricted bank deposits	–	(2,260)
Proceeds from disposal of property, plant and equipment	339	61
Net cash outflow on disposal of subsidiaries *(Note 12)*	–	(94)
Proceeds from disposal of subsidiaries *(Note 12)*	300	–
Net cash used in investing activities	(1,812)	(2,284)
Financing activities		
Dividend paid to shareholders	(23,666)	–
Proceeds from exercise of share options	1,575	–
Repayment of advance from an associate	–	(42,414)
Repayment of trust receipt loans	(2,855,470)	(2,361,537)
Proceeds from trust receipt loans	3,005,294	2,440,606
Repayment of bank borrowings	(752,152)	(748,787)
Proceeds from bank borrowings	773,996	707,184
Net cash generated from (used in) financing activities	149,577	(4,948)
Net decrease in cash and cash equivalents	(10,698)	(148,531)
Cash and cash equivalents at beginning of the year	331,255	482,601
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	6,493	(2,815)
Cash and cash equivalents at end of the year	327,050	331,255

See accompanying notes to financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

1. GENERAL

Willas-Array Electronics (Holdings) Limited (the "Company") was incorporated in Bermuda on August 3, 2000 as an exempted company with limited liability under the Companies Act 1981 of Bermuda with its registered office at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda. Its principal place of business is located at 24/F, Wyler Centre Phase 2, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong. The issued ordinary shares of the Company are listed and traded on the Main Board of Singapore Exchange Securities Trading Limited (the "SGX-ST") and the Main Board of The Stock Exchange of Hong Kong Limited (the "SEHK"). The consolidated financial statements are presented in Hong Kong dollars ("HK$") which is also the functional currency of the Company.

The principal activity of the Company is investment holding.

The principal activities of the subsidiaries are disclosed in Note 30. The Group was also engaged in trading and designing integrated circuits which was discontinued during the year ended March 31, 2017 as disclosed in Note 12.

The consolidated financial statements of the Group, the statement of financial position and statement of changes in equity of the Company for the year ended March 31, 2018 were authorised for issue by the Board of Directors on May 30, 2018.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

Amendments to IFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to International Accounting Standards ("IAS") and International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") for the first time in the current year:

Amendments to IAS 7	Disclosure Initiative
Amendments to IAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to IFRS 12	As part of the Annual Improvements to IFRSs 2014 – 2016 Cycle

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS – *continued*

Amendments to IFRSs that are mandatorily effective for the current year – *continued*

Amendments to IAS 7 *Disclosure Initiative*

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in Note 45. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in Note 45, the application of these amendments has had no impact on the Group's consolidated financial statements.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS – *continued*

New and revised IFRSs and interpretations in issue but not yet effective

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

IFRS 9	Financial Instruments[1]
IFRS 15	Revenue from Contracts with Customers and the related Amendments[1]
IFRS 16	Leases[2]
IFRS 17	Insurance Contracts[4]
IFRIC 22	Foreign Currency Transactions and Advance Consideration[1]
IFRIC 23	Uncertainty over Income Tax Treatments[2]
Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions[1]
Amendments to IFRS 4	Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts[1]
Amendments to IFRS 9	Prepayment Features with Negative Compensation[2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement[2]
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures[2]
Amendments to IAS 28	As part of the Annual Improvements to IFRSs 2014 – 2016 Cycle[1]
Amendments to IAS 40	Transfers of Investment Property[1]
Amendments to IFRSs	Annual Improvements to IFRSs 2015 – 2017 Cycle[2]

1 Effective for annual periods beginning on or after January 1, 2018
2 Effective for annual periods beginning on or after January 1, 2019
3 Effective for annual periods beginning on or after a date to be determined
4 Effective for annual periods beginning on or after January 1, 2021

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS – *continued*

IFRS 9 *Financial Instruments*

IFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of IFRS 9 which are relevant to the Group are:

- all recognised financial assets that are within the scope of IFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest ("SPPI") on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are SPPI on the principal amount outstanding, are generally measured at fair value through other comprehensive income ("FVTOCI"). All other financial assets are measured at their fair value at subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

- with regard to the measurement of financial liabilities designated as at fair value through profit or loss ("FVTPL"), IFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under IAS 39 Financial Instruments: Recognition and Measurement, the entire amount of the change in the fair value of the financial liability designated as FVTPL is presented in profit or loss.

- in relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS – *continued*

IFRS 9 *Financial Instruments* – *continued*

Based on the Group's financial instruments and risk management policies as at March 31, 2018, the directors of the Company anticipate the following potential impact on initial application of IFRS 9:

Classification and measurement:

- Financial assets classified as loans and receivables carried at amortised cost as disclosed in Note 44(a): these are held within a business model whose objective is to collect the contractual cash flows that are SPPI. Accordingly, these financial assets will continue to be subsequently measured at amortised cost upon the application of IFRS 9;

- Equity securities classified as available-for-sale investments carried at cost less impairment as disclosed in Note 22: these securities qualified for designation as measured at FVTOCI under IFRS 9 and the Group will measure these securities at fair value at the end of subsequent reporting periods with fair value gains or losses to be recognised as other comprehensive income and accumulated in the investment revaluation reserve. Upon initial application of IFRS 9, the impairment loss relating to these securities amounting to HK$16,448,000 would be adjusted to investment revaluation reserve as at April 1, 2018; and

- Except for financial assets which are subject to expected credit loss model upon application of IFRS 9, all other financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under IAS 39.

Impairment

For financial assets originally categorised as loans and receivables under IAS 39 which continue to be measured at amortised cost under IFRS 9 from April 1, 2018, the provision for doubtful debts for these financial assets will be determined based on whether their credit risk is low at each reporting date, and, if so, by recognising a 12-month expected losses amount. If the financial asset is not of low credit risk and the credit risk has significantly increased, the corresponding provision for doubtful debts will be recognised as equal to lifetime expected losses. For trade and other receivables, the Group will apply the simplified approach to provide for expected credit losses prescribed by IFRS 9, which requires the use of the lifetime expected losses provision. Based on the assessment by the directors of the Company, if the expected credit loss model were to be applied by the Group, the accumulated amount of impairment loss to be recognised by the Group as at April 1, 2018 would be slightly increased as compared to the accumulated amount recognised under IAS 39 mainly attributable to expected credit losses provision on trade receivables and other receivables. Such further impairment recognised under expected credit loss model would reduce the opening accumulated profits and increase the deferred tax assets at April 1, 2018.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS – *continued*

IFRS 15 *Revenue from Contracts with Customers*

IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts and related interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

In 2016, the IASB issued clarifications to IFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The directors of the Company have assessed the impact on application of IFRS 15 in respect of the Group's sales contracts, particularly, on the determination and timing of recognition of consideration from customers, and anticipated that the application of IFRS 15 in the future may result in more disclosure and change in presentation, but its application is not likely to have a material impact on the timing and amounts recognised in respective periods.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS – *continued*

IFRS 16 *Leases*

IFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS 16 will supersede IAS 17 Leases and the related interpretations when it becomes effective.

IFRS 16 distinguishes leases and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use while other operating lease payments are presented as operating cash flows. Upon application of IFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

Under IAS 17, the Group has already recognised prepaid lease payments for leasehold lands where the Group is a lessee. The application of IFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS – *continued*

IFRS 16 *Leases* – *continued*

Furthermore, extensive disclosures are required by IFRS 16.

As at March 31, 2018, the Group has non-cancellable operating lease commitments of approximately HK$35,087,000 as disclosed in Note 42. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of IFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of approximately HK$5,473,000 as rights under leases to which IAS 17 applies. Based on the definition of lease payments under IFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would be included in the carrying amount of right-of-use assets.

Furthermore, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above.

Upon application of IFRS 16, the directors of the Company will consider the measurement model to be applied to the Group's leases under IFRS 16, specifically, the potential election of revaluation model to certain right-of-use assets that relate to the class of property, plant and equipment in which the Group currently applies revaluation model. A reasonable estimate of the financial effect, if any, will be provided upon completion of a detailed review by the directors of the Company.

Except as set out above, the directors of the Company expect that there is no impact on the consolidated financial statements in the foreseeable future upon application of the other new and revised IFRSs and interpretations.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the SEHK and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

The principal accounting policies are set out below.

Basis of consolidation

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

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

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

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

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

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

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Changes in the Group's ownership interests in subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

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

Investments in subsidiaries

Investments in subsidiaries included in the Company's statement of financial position are carried at cost less any impairment loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Business combinations

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Business combinations – *continued*

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

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

Goodwill

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

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating unit) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating unit).

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is or the portion so classified is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Any retained portion of an investment in an associate that has not been classified as held for sale shall be accounted for using the equity method. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Appropriate adjustments have been made to conform the associate's accounting policies to those of the Group. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Investments in associates – *continued*

The requirements of IAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss.

When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of IAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate, and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal of the relevant associate.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with its associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed.

Management fee and other services income is recognised when management and other services are provided.

Interest income is accrued on a time apportionment basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Property, plant and equipment

Property, plant and equipment including buildings and leasehold land (classified as financial leases) for use in the supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost or relevant amount less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their estimated useful lives on the following bases:

Leasehold land and buildings	Over the shorter of lease term or 50 years, straight-line method
Motor vehicles	20%, straight-line method
Plant and equipment	20%, straight-line method
Computer equipment, furniture and fixtures	20% to $33^1/_3$%, straight-line method

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Property, plant and equipment – *continued*

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the profit or loss.

Since March 31, 2015, leasehold land and buildings are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of each reporting period.

Any revaluation increase arising on the revaluation of such leasehold land and buildings is recognised in other comprehensive income and accumulated in property revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on the revaluation of such leasehold land and buildings is recognised in profit or loss to the extent that it exceeds the balance, if any, on the property revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to accumulated profits.

Prepaid lease payments

Payments for obtaining land use rights are accounted for as prepaid lease payments and are charged to profit or loss on a straight-line basis over the lease terms as stated in the relevant land use right certificates granted for usage by the Group in the PRC. Prepaid lease payments which are to be charged to profit or loss in the next twelve months are classified as current assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Leasing

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

The Group as lessee

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as expenses on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Continent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Leasehold land and buildings

When the Group makes payments for a property interest which includes both leasehold land and buildings elements, the Group assesses the classification of each element separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and the buildings elements in proportion to the relative fair values of the leasehold interests in the land element and buildings element at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the payments cannot be allocated reliably between the leasehold land and buildings elements, the entire property is generally classified as if the leasehold land is under finance lease.

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in the associate.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of currency translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Borrowing costs

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

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

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

Retirement benefit costs

Payments to defined contribution retirement benefit plans, state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme in Hong Kong (the "MPF") are recognised as an expense when employees have rendered the services entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another IFRS requires or permits their inclusion in the cost of an asset.

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Taxation – *continued*

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Intangible assets (including club debentures)

Intangible assets (including club debentures) acquired separately

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Intangible assets – *continued*

Internally-generated intangible assets - research and development expenditure

Expenditure on research activities is recognised as an expense in the year in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Intangible assets – *continued*

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

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

Impairment of tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Impairment of tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) – *continued*

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs necessary to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Financial instruments – *continued*

Financial assets

The Group's financial assets are classified into the following specified categories: financial assets at FVTPL, loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments.

Financial assets at FVTPL

Financial assets are classified as FVTPL when financial asset is (i) either held for trading or (ii) it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Financial instruments – *continued*

Financial assets – *continued*

Financial assets at FVTPL – continued

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising from remeasurement recognised directly in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in the 'other gains and losses' line item. Fair value is determined in the manner described in Note 44.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including cash and cash equivalents, restricted bank deposits, trade and bills receivables, other receivables and long-term deposits) are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment loss on financial assets below).

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Financial instruments – *continued*

Financial assets – *continued*

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (i) loans and receivables; (ii) held-to-maturity investments; or (iii) financial assets at FVTPL.

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period (see the accounting policy in respect of impairment loss on financial assets below).

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Financial instruments – *continued*

Financial assets – *continued*

Impairment of financial assets – continued

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods (see the accounting policy below).

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to the allowance account.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. In respect of available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Financial instruments – *continued*

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) either held for trading or (ii) it is designated as at FVTPL on initial recognition.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Financial instruments – *continued*

Financial liabilities and equity instruments – *continued*

Financial liabilities at FVTPL – continued

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

- it forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any interest paid on the financial liabilities and is included in the other gains and losses line item. Fair value is determined in a manner described in Note 44.

Financial liabilities at amortised cost

Financial liabilities including trust receipt loans, trade and bills payables, others payables, and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Derivative financial instruments

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Financial instruments – *continued*

Financial liabilities and equity instruments – *continued*

Financial guarantee contracts

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

Financial guarantee contracts issued by the Group are initially measured at their fair value and if not designated as at FVTPL, are subsequently measured at the higher of: (i) the amount of obligation under the contract, as determined in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and (ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognise its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Share-based payment arrangements

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 38.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to accumulated profits. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will continue to be held in share options reserve.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

4. KEY SOURCES OF ESTIMATION UNCERTAINTY – *continued*

Allowance for doubtful debts

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition, where applicable). Where the actual future cash flows are less than expected, or being revised downward due to changes in facts and circumstances a material impairment loss/further impairment loss may arise. The carrying amount of the Group's trade receivables at March 31, 2018 was approximately HK$878,576,000 (2017: HK$726,728,000), net of allowance for doubtful debts of HK$4,450,000 (2017: HK$8,162,000).

Allowance for inventories obsolescence

The Group operates in the electronics industry which is subject to rapid technological changes and product obsolescence. The Group's policy for allowance for inventories obsolescence is based on management's judgement on the realisability of the inventories which takes into account the aging, latest selling prices and historical loss incurred of relevant inventories. At the end of each reporting period, management is of the opinion that the allowance for inventories obsolescence is adequate but not excessive. The carrying amount of the Group's inventories at March 31, 2018 was approximately HK$690,950,000 (2017: HK$591,741,000), net of allowance for inventories of HK$34,690,000 (2017: HK$30,998,000).

Impairment of investments in subsidiaries

Management exercises their judgement on estimating recoverable amounts of the subsidiaries of the Company.

The recoverable amounts of the investments are reviewed at the end of each reporting period to determine whether there is any indication that those investments have suffered an impairment loss (if any). Recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, management needs to estimate the future cash flows expected from the cash-generating units and an appropriate discount rate in order to calculate the present value of the future cash flows.

The carrying amount of investments in subsidiaries of the Company as at March 31, 2018 was HK$117,470,000 (2017: HK$117,470,000).

4. KEY SOURCES OF ESTIMATION UNCERTAINTY – *continued*

Useful lives, impairment assessment and revaluation of property, plant and equipment

Leasehold land and buildings is stated in the statements of financial position at revalued amounts less accumulated depreciation and identified impairment losses. Motor vehicles, plant and equipment and computer equipment, furniture and fixtures are stated in the statements of financial position at cost less accumulated depreciation and identified impairment losses. The estimation of their useful lives impacts the level of annual depreciation expense recorded. Property, plant and equipment are evaluated for possible impairment on a specific asset basis or in groups of similar assets, as applicable. This process requires management's estimate of future cash flows generated by each asset or group of assets. For any instance where this evaluation process indicates impairment, the appropriate assets' carrying values are written down to the recoverable amounts and the amount of the write-down is charged to profit or loss. Leasehold land and buildings are revalued to fair value and management determines the appropriate techniques and inputs for fair value measurement. The carrying amount of property, plant and equipment at March 31, 2018 was approximately HK$267,864,000 (2017: HK$232,774,000).

5. REVENUE

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Continuing operations		
Sales of electronic components	**4,556,390**	3,883,140

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

6. SEGMENT INFORMATION

The Group is engaged in the trading of electronic components. Information reported to the board of directors, being the Group's chief operating decision maker (the "CODM") for the purposes of resource allocation and assessment of performance is based on geographical locations as follows:

– Southern China Region;

– Northern China Region; and

– Taiwan

In addition, the CODM also reviews revenue by customers' market industries.

During the current year, the CODM focuses on reportable segment profit which is gross profit earned by each segment. Other operating income, distribution costs, administrative expenses, other gains and losses, finance costs and gain on disposal of subsidiaries are excluded from segment results and accordingly, the comparative figures have been represented.

No operating segments have been aggregated in arriving at the reportable segments of the Group.

The operating segment regarding trading and designing integrated circuits was discontinued during the year ended March 31, 2017. The segment information reported below does not include any amounts for these discontinued operations, which are described in more detail in Note 12.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

6. SEGMENT INFORMATION – *continued*

The following is the analysis of the Group's revenue and results by reportable and operating segments:

Year ended March 31, 2018

Continuing operations

	Trading of electronic components					
	Southern China Region HK$'000	Northern China Region HK$'000	Taiwan HK$'000	Sub-total HK$'000	Elimination HK$'000	Continuing operations HK$'000
Revenue						
Sales – external	2,266,315	2,185,033	105,042	4,556,390	–	4,556,390
Sales – inter-company	574,999	390,477	672	966,148	(966,148)	–
Net sales	2,841,314	2,575,510	105,714	5,522,538	(966,148)	4,556,390
Cost of sales	2,629,996	2,402,136	95,064	5,127,196	(966,211)	4,160,985
Gross profit/segment results	211,318	173,374	10,650	395,342	63	395,405
Other operating income						1,708
Distribution costs						(60,427)
Administrative expenses						(211,549)
Other gains and losses						37,705
Finance costs						(30,867)
Profit before tax						131,975
Income tax expense						(20,019)
Profit attributable to owners of the Company						111,956

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

6. SEGMENT INFORMATION – *continued*

Year ended March 31, 2017 (Restated)

Continuing operations

	Trading of electronic components					
	Southern China Region HK$'000	Northern China Region HK$'000	Taiwan HK$'000	Sub-total HK$'000	Elimination HK$'000	Continuing operations HK$'000
Revenue						
Sales – external	2,052,865	1,754,915	75,360	3,883,140	–	3,883,140
Sales – inter-company	445,392	264,013	1,012	710,417	(710,417)	–
Net sales	2,498,257	2,018,928	76,372	4,593,557	(710,417)	3,883,140
Cost of sales	2,329,802	1,878,846	69,122	4,277,770	(711,406)	3,566,364
Gross profit/segment results	168,455	140,082	7,250	315,787	989	316,776
Other operating income						4,067
Distribution costs						(50,473)
Administrative expenses						(190,390)
Other gains and losses						(7,240)
Finance costs						(24,521)
Gain on disposal of subsidiaries						12
Profit before tax						48,231
Income tax expense						(9,389)
Profit for the year						38,842
Loss for the year attributable to non-controlling interests						513
Profit attributable to owners of the Company						39,355

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3.

Inter-segment sales are charged at prevailing market rates.

6. SEGMENT INFORMATION – *continued*

The management monitors the Group's assets and liabilities in one pool, which is more efficient and effective. Accordingly, no segment assets and liabilities information was presented to the CODM.

Information about major customers

No single external customer amounts to more than 10% of the Group's revenue for each of the reporting period.

Geographical information

The Group's operations are substantially based in the PRC (including Hong Kong) and substantially all non-current assets of the Group are located in the PRC (including Hong Kong) and more than 95% of all the Group's revenue from continuing operation is generated from sales to external customers located in the PRC (including Hong Kong). Therefore, no further analysis of geographical information is presented.

7. OTHER OPERATING INCOME

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Continuing operations		
Interest income from bank deposits	**635**	835
Management fee income from an associate	**–**	515
Government grant *(Note)*	**596**	782
Service income from an associate	**–**	150
Sales of scrapped stock	**123**	390
Credit insurance proceeds for bad debts	**8**	800
Service income	**–**	233
Others	**346**	362
	1,708	4,067

Note: The government grant related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the year in which they become receivable.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

8. OTHER GAINS AND LOSSES

	THE GROUP	
	2018 HK$'000	2017 HK$'000
Continuing operations		
Net foreign exchange gain (loss)	33,445	(14,248)
Net gain (loss) on fair value changes of derivative financial instruments	226	(186)
Reversal of allowance for doubtful trade receivables	4,053	7,666
Impairment loss on amount due from an associate	–	(532)
(Loss) gain on disposal of property, plant and equipment	(19)	60
	37,705	(7,240)

9. FINANCE COSTS

	THE GROUP	
	2018 HK$'000	2017 HK$'000
Continuing operations		
Interest on:		
Bank borrowings and trust receipt loans	30,867	24,521

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

10. INCOME TAX EXPENSE

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Continuing operations		
The income tax charge comprises:		
Current tax:		
Hong Kong	**14,040**	9,108
PRC Enterprise Income Tax (the "EIT")	**2,724**	756
Taiwan	**697**	400
Taiwan withholding tax on dividends	**580**	295
	18,041	10,559
Under (over) provision in prior year:		
Hong Kong	**(106)**	(98)
PRC EIT	**280**	(35)
Taiwan	**(1)**	15
	173	(118)
Deferred tax:		
Current year *(Note 35)*	**1,805**	(1,052)
	20,019	9,389

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%. The tax rate of the Taiwan subsidiary is 17%.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

10. INCOME TAX EXPENSE – *continued*

Income taxes for overseas subsidiaries are calculated at the rates prevailing in the relevant jurisdictions.

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Continuing operations		
Profit before tax	**131,975**	48,231
Tax at Hong Kong Profits Tax rate of 16.5% *(Note)*	**21,776**	7,958
Tax effect of expenses not deductible for tax purpose	**1,827**	2,714
Tax effect of income not taxable for tax purpose	**(2,718)**	(3,271)
Under (over) provision in respect of prior year	**173**	(118)
Tax effect of deferred tax benefits not recognised	**930**	2,263
Utilisation of deferred tax benefits previously not recognised	**(6,371)**	(205)
Effect of different tax rates of subsidiaries operating in other jurisdictions	**1,487**	676
Tax effect of (reversal of) deferred tax liabilities arising on undistributed earnings	**2,529**	(362)
Taiwan withholding tax on dividends	**580**	295
Others	**(194)**	(561)
	20,019	9,389

Note: The Hong Kong Profits Tax rate is used at it is the domestic tax in the jurisdiction where the operation of the Group is substantially based.

Income tax recognised in other comprehensive income

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Deferred tax:		
Arising on income and expenses recognised in other comprehensive income:		
– Gain on revaluation of properties	**(4,958)**	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

11. PROFIT FOR THE YEAR

Profit for the year from continuing operations has been arrived at or after charging (crediting):

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Continuing operations		
Amortisation of prepaid lease payments	**13**	12
Cost of inventories recognised as expenses *(Note i)*	**4,160,985**	3,566,364
Depreciation	**10,772**	11,710
Directors' fees	**1,041**	1,030
Directors' remuneration *(Note ii)*	**12,406**	10,677
Loss (gain) on disposal of property, plant and equipment	**19**	(60)
Audit fees paid to auditors		
Auditor of the Company	**2,034**	1,965
Other auditors	**250**	162
Non-audit fees paid to auditors:		
Auditor of the Company	**616**	1,006
Staff costs (excluding directors' remuneration) *(Note ii)*	**157,100**	129,435

Notes:

(i) During the years ended March 31, 2018 and 2017, the amount included allowance for inventories amounting to approximately HK$15,375,000 and HK$13,838,000 respectively.

(ii) During the years ended March 31, 2018 and 2017, there were cost of defined contribution plans amounting to approximately HK$17,630,000 and HK$15,920,000 respectively, included in staff costs and directors' remuneration.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

12. DISCONTINUED OPERATIONS

In July 2016, the management of the Group resolved to dispose of its interests in NEI Group which operated trading and designing integrated circuits segment. Negotiations with interested parties had subsequently taken place and as part of the disposal plan, the Group entered into a sale and purchase agreement, pursuant to which Willas-Array Investments Limited, a wholly-owned subsidiary of the Company, agreed to acquire a 40% interest in NEI, its existing 60%-owned subsidiary, from a third party, Success Advance Limited, at a nominal cash consideration of HK$1 on August 9, 2016. Immediately after the completion of the acquisition, NEI became a wholly-owned subsidiary of the Company and the difference between the carrying amount of non-controlling interests and the fair value of consideration paid was recognised directly in "other reserve". Subsequent to the completion of the acquisition, negotiations with interested parties had taken place. On November 4, 2016, the Group entered into a sale and purchase agreement to dispose of its entire interest in the NEI Group at a cash consideration of HK$900,000 to a third party (the "Disposal"). The Disposal was completed on November 4, 2016, on which date control of the NEI Group was passed to the acquirer. The reason for the Disposal was to enable the Group to focus on core segments with more potential to grow.

The loss for the year ended March 31, 2017 from the discontinued trading and designing integrated circuits operations is set out below.

	2017 HK$'000
Loss of trading and designing integrated circuits operations for the year	(1,841)
Gain on disposal of trading and designing integrated circuits operations	12
	(1,829)

12. DISCONTINUED OPERATIONS – *continued*

The results of the discontinued trading and designing integrated circuits operations for the period from April 1, 2016 to November 4, 2016, which were included in the consolidated statement of profit or loss and other comprehensive income, were as follows:

	From April 1 to November 4, 2016 HK$'000
Revenue	411
Cost of sales	(1,201)
Distribution costs	(98)
Administrative expenses	(935)
Other gains and losses	(12)
Finance costs	(5)
Loss before tax	(1,840)
Income tax expense	(1)
Loss for the year from discontinued operations	(1,841)

Loss for the period from April 1, 2016 to November 4, 2016 from discontinued operations includes the following:

	From April 1 to November 4, 2016 HK$'000
Cost of inventories recognised as expenses *(Note i)*	1,201
Depreciation	39
Directors' remuneration	2
Audit fees paid to auditors	108
Staff costs (excluding directors' remuneration) *(Note ii)*	476
Net foreign exchange loss	12

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FOR THE YEAR ENDED MARCH 31, 2018

12. DISCONTINUED OPERATIONS – *continued*

Loss for the period from April 1, 2016 to November 4, 2016 from discontinued operations includes the following: – *continued*

Notes:

(i) During the year ended March 31, 2017, the amount included allowance for inventories amounting to approximately HK$973,000.

(ii) During the year ended March 31, 2017, there was cost of defined contribution plans amounting to approximately HK$48,000, included in staff costs.

Cash flows from discontinued operations are summarised as follows:

	From April 1 to November 4, 2016 HK$'000
Net cash inflow (outflow) from:	
Operating activities	257
Investing activities	(17)
Financing activities	(2,000)
Net cash outflow	(1,760)

The carrying amounts of the assets and liabilities of the NEI Group at the date of the Disposal are disclosed below.

The Group discontinued its trading and designing integrated circuits operations at the time of the Disposal. The net assets of the NEI Group at the date of the Disposal were as follows:

	HK$'000
Consideration received:	
Cash received	600
Deferred cash consideration *(Note)*	300
Total consideration received	900

Note: The deferred consideration was settled in cash by the acquirer during the year ended March 31, 2018.

12. DISCONTINUED OPERATIONS – *continued*

	As at November 4, 2016 HK$'000
Analysis of assets and liabilities over which control was lost:	
Property, plant and equipment	200
Inventories	1,178
Trade receivables	130
Other receivables and prepayments	966
Income tax recoverable	5
Deferred tax assets	31
Cash and cash equivalents	694
Trade and other payables	(2,316)
Net assets disposed of	888
Gain on disposal of subsidiaries:	
Consideration received and receivable	900
Net assets disposed of	(888)
Gain on disposal	12
Net cash outflow arising on disposal:	
Cash consideration	900
Amount not received and included in other receivables	(300)
Cash and cash equivalents disposed of	(694)
	(94)

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FOR THE YEAR ENDED MARCH 31, 2018

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable to the directors of the Company for each of the reporting period were as follows:

Year ended March 31, 2018

	Fees HK$'000	Salaries and other benefits HK$'000	Contribution to retirement benefit schemes HK$'000	Performance related incentive payment HK$'000 *(Note i)*	Total emoluments HK$'000
Chairman and Executive Director:					
Leung Chun Wah *(Note ii)*	–	3,550	258	–	3,808
Executive Directors:					
Kwok Chan Cheung	–	2,730	202	–	2,932
Hon Kar Chun	–	1,725	156	1,557	3,438
Leung Hon Shing	–	1,462	136	630	2,228
Independent Non-executive Directors:					
Jovenal R. Santiago	348	–	–	–	348
Wong Kwan Seng, Robert	346	–	–	–	346
Iu Po Chan, Eugene	347	–	–	–	347
Total	1,041	9,467	752	2,187	13,447

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS – *continued*

(a) Directors' emoluments – *continued*

Year ended March 31, 2017

	Fees HK$'000	Salaries and other benefits HK$'000	Contribution to retirement benefit schemes HK$'000	Performance related incentive payment HK$'000 *(Note i)*	Total emoluments HK$'000
Chairman and Executive Director:					
Leung Chun Wah *(Note ii)*	–	3,553	258	–	3,811
Executive Directors:					
Kwok Chan Cheung	–	2,731	202	–	2,933
Hon Kar Chun	–	1,710	156	330	2,196
Leung Hon Shing	–	1,464	136	139	1,739
Independent Non-executive Directors:					
Jovenal R. Santiago	343	–	–	–	343
Wong Kwan Seng, Robert	343	–	–	–	343
Iu Po Chan, Eugene	344	–	–	–	344
Total	1,030	9,458	752	469	11,709

Notes:

(i) The performance related incentive payment is determined based on the market practice, performance of the Group and performance of the individual.

(ii) Mr. Leung Chun Wah also acts as the Chief Executive of the Company.

No emoluments were paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year.

No directors of the Company waived any emoluments in the years ended March 31, 2018 and 2017.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS – *continued*

(b) Employees' Emoluments

The five highest paid individuals of the Group included three directors for the years ended March 31, 2018 and 2017. The emolument of the remaining two individuals for the years ended March 31, 2018 and 2017 were as follows:

	2018 HK$'000	2017 HK$'000
Salaries and other benefits	3,014	3,323
Contributions to retirement benefits scheme	276	219
Performance related incentive payments	1,469	546
	4,759	4,088

The total emoluments of the remaining two individuals for the years ended March 31, 2018 and 2017 were within the following bands:

	Number of individuals	
	2018	2017
HK$1,500,001 to HK$2,000,000	–	1
HK$2,000,001 to HK$2,500,000	2	1
	2	2

14. DIVIDEND

	2018 HK$'000	2017 HK$'000
Dividend recognised as distribution during the year:		
2016 – Nil	–	–
2017 – Final HK$0.31 per share	23,666	–
	23,666	–

On August 25, 2017, a dividend of HK$0.31 per share (total dividend of approximately HK$23,666,000) was paid to shareholders in respect of the financial year ended March 31, 2017.

In respect of the year ended March 31, 2018, the Board has proposed that a dividend of HK$0.42 per share will be paid to shareholders on August 28, 2018. This dividend is subject to the approval of the shareholders at the forthcoming annual general meeting of the Company and has not been included as a liability in these financial statements. The proposed dividend is payable to those shareholders whose names appear on the register of members of the Company at the close of business on August 10, 2018. The estimated total dividend to be paid is approximately HK$32,063,000.

15. EARNINGS PER SHARE

From continuing and discontinued operations

The calculation of the basic and diluted earnings per share from continuing and discontinued operations attributable to owners of the Company is based on the following data:

Earnings

	2018 HK$'000	2017 HK$'000
Earnings for the purposes of basic and diluted earnings per share (profit for the year attributable to owners of the Company)	111,956	37,514

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FOR THE YEAR ENDED MARCH 31, 2018

15. EARNINGS PER SHARE – *continued*

Number of shares

	2018 '000	2017 '000
Weighted average number of ordinary shares for the purposes of basic earnings per share	76,139	75,506
Effect of dilutive potential ordinary shares: Options	484	353
Weighted average number of ordinary shares for the purposes of diluted earnings per share	76,623	75,859

From continuing operations

The calculation of the basic and diluted earnings per share from continuing operations attributable to the owners of the Company is based on the following data:

Earnings figures are calculated as follows:

	2018 HK$'000	2017 HK$'000
Profit for the year attributable to owners of the Company	111,956	37,514
Less: loss for the year from discontinued operations	–	1,841
Earnings for the purposes of basic and diluted earnings per share from continuing operations	111,956	39,355

From discontinued operations

There is no basic earnings (loss) per share or diluted earnings (loss) per share from the discontinued operations for the current year. For the year ended March 31, 2017, basic and diluted loss per share from the discontinued operations were HK$0.02 per share, based on the loss for that year from discontinued operations attributable to owners of the Company of approximately HK$1,841,000 and the denominators detailed above for both basic and diluted loss per share.

16. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings HK$'000	Motor vehicles HK$'000	Plant and equipment HK$'000	Computer equipment, furniture and fixtures HK$'000	Total HK$'000
THE GROUP					
COST OR VALUATION					
At April 1, 2016	251,147	6,699	2,861	62,711	323,418
Exchange difference	(9,828)	(43)	19	(1,130)	(10,982)
Additions	–	983	79	1,324	2,386
Disposals	–	(344)	(108)	(1,095)	(1,547)
Derecognised on disposal of subsidiaries *(Note 12)*	–	–	–	(2,488)	(2,488)
At March 31, 2017	241,319	7,295	2,851	59,322	310,787
Exchange difference	17,438	87	8	2,239	19,772
Additions	–	1,235	66	1,150	2,451
Disposals	–	(946)	(1)	(534)	(1,481)
Gain on revaluation	3,068	–	–	–	3,068
At March 31, 2018	**261,825**	**7,671**	**2,924**	**62,177**	**334,597**
At March 31, 2018 Comprising:					
Cost	–	7,671	2,924	62,177	72,772
Valuation	261,825	–	–	–	261,825
	261,825	7,671	2,924	62,177	334,597
ACCUMULATED DEPRECIATION					
At April 1, 2016	7,900	3,220	2,311	58,120	71,551
Exchange difference	(386)	(33)	12	(1,046)	(1,453)
Depreciation for the year	7,730	1,191	175	2,653	11,749
Disposals	–	(344)	(107)	(1,095)	(1,546)
Eliminated on disposal of subsidiaries *(Note 12)*	–	–	–	(2,288)	(2,288)
At March 31, 2017	15,244	4,034	2,391	56,344	78,013
Exchange difference	1,319	25	5	2,070	3,419
Depreciation for the year	7,785	1,365	144	1,478	10,772
Disposals	–	(746)	(1)	(376)	(1,123)
Eliminated on revaluation	(24,348)	–	–	–	(24,348)
At March 31, 2018	**–**	**4,678**	**2,539**	**59,516**	**66,733**
CARRYING AMOUNT					
At March 31, 2018	**261,825**	**2,993**	**385**	**2,661**	**267,864**
At March 31, 2017	226,075	3,261	460	2,978	232,774

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

16. PROPERTY, PLANT AND EQUIPMENT – *continued*

Details of the leasehold properties held by the Group as at March 31, 2018 are set out below:

Description and location	Gross area (sq.ft.)	Tenure	Use
24/F and parking space Nos. P16 and P23 on 2/F of Wyler Centre Phase 2 200 Tai Lin Pai Road, Kwai Chung New Territories, Hong Kong	25,618	99 years commencing from July 1, 1898 *(Note)*	Storage, office and car park
Parking space No. 42 on 2/F of Wyler Centre Phase 2, 200 Tai Lin Pai Road Kwai Chung, New Territories, Hong Kong	N/A	99 years commencing from July 1, 1898 *(Note)*	Car park
Portion of Unit H, Level 6 and car parking space No.108, Maple Court, Shang-Mira Garden, Hongqiao Road, Shanghai, the PRC	1,408	60 years commencing from July 19, 2002	Residential and car park
14/F Jinyun Century Buildings, 6033 Shennan Main Road, Futian District, Shenzhen, the PRC	18,542	50 years commencing from February 28, 1997	Office
33/F International Corporate City, 3000 North Zhongshan Road, Putuo District, Shanghai, the PRC	19,108	50 years commencing from July 30, 2004	Office

Note: Pursuant to the Sino-British Joint Declaration, the term of the Crown lease was extended to June 30, 2047.

The allocation of leasehold land and building elements cannot be made reliably, hence the leasehold interests in land is accounted for as property, plant and equipment.

Fair value measurement of the Group's leasehold land and buildings

The Group's leasehold land and buildings are stated at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The fair value measurements of the Group's leasehold land and buildings as at March 31, 2018 were performed by Assets Appraisal Limited (2017: Assets Appraisal Limited), independent valuer not connected with the Group, who have appropriate qualifications and recent experience in the fair value measurement of the properties in the relevant locations.

The fair value of the leasehold land and buildings was determined based on the direct comparison method that reflects recent transaction prices for similar properties, adjusted for differences in the location, view, floor area, lot size and age and condition of the properties under review.

16. PROPERTY, PLANT AND EQUIPMENT – *continued*

Fair value measurement of the Group's leasehold land and buildings – *continued*

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Category of property, plant and equipment	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable inputs	Relationship of unobservable inputs to fair value
	March 31, 2018	March 31, 2017				
Leasehold land and buildings	HK$261,825,000	HK$235,209,000	Level 3	Direct comparison method – The key input is the market price.	Direct comparison method – based on price per square foot, using market observable comparable prices of similar properties ranging from HK$2,006 to HK$5,500 (2017: HK$1,222 to HK$3,598) per sq.ft, and adjusted taking into account locations and other individual factors such as floor level, building age, size and conditions of the properties	A significant increase in the market price used would result in a significant increase in fair value and vice versa

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

If the leasehold land and buildings had not been revalued, they would have been included in these consolidated financial statements at historical cost less accumulated depreciation and their carrying amount would be approximately HK$125,935,000 (2017: HK$118,379,000).

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17. PREPAID LEASE PAYMENTS

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
COST		
At beginning and end of the year	**764**	764
AMORTISATION		
At beginning of the year	**183**	171
Charge to profit or loss during the year	**13**	12
At end of the year	**196**	183
CARRYING AMOUNT		
At end of the year	**568**	581
At beginning of the year	**581**	593
Represented by:		
Current portion	**12**	12
Non-current portion	**556**	569
Total	**568**	581

Prepaid lease payments represent land use rights for a plot of land with lease term of 62 years in the PRC.

18. GOODWILL

	THE GROUP	
	2018 HK$'000	2017 HK$'000
COST		
At beginning of the year	–	8,142
Eliminated on disposal of subsidiaries	–	(8,142)
At end of the year	–	–
IMPAIRMENT		
At beginning of the year	–	8,142
Eliminated on disposal of subsidiaries	–	(8,142)
At end of the year	–	–
CARRYING AMOUNT		
At beginning and end of the year	–	–

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ("CGUs") that are expected to benefit from that business combination. Goodwill of HK$8,142,000 has been allocated to ValenceTech Limited and its subsidiaries as a single CGU. ValenceTech Limited was a subsidiary of NEI Group and the goodwill was eliminated upon disposal of NEI Group during the year ended March 31, 2017, the information of which is set out in Note 12.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

19. OTHER INTANGIBLE ASSETS

	Contract-based workforce	Customer relationship and network	Proprietary technology	Capitalised development cost	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
THE GROUP					
COST					
At April 1, 2016	2,769	5,002	7,594	2,016	17,381
Disposals	(2,769)	(5,002)	(7,594)	(2,016)	(17,381)
At March 31, 2017 and at March 31, 2018	–	–	–	–	–
ACCUMULATED AMORTISATION AND IMPAIRMENT					
At April 1, 2016	2,769	5,002	7,594	2,016	17,381
Eliminated on disposals	(2,769)	(5,002)	(7,594)	(2,016)	(17,381)
At March 31, 2017 and at March 31, 2018	–	–	–	–	–
CARRYING AMOUNT					
At April 1, 2016, at March 31, 2017 and at March 31, 2018	–	–	–	–	–

The intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Contract-based workforce	3 years or shorter of contract terms
Customer relationship and network	5 years
Proprietary technology	5 years
Capitalised development cost	3 years

The other intangible assets were eliminated upon disposal of subsidiaries during the year ended March 31, 2017, the information of which is set out in Note 12.

20. CLUB DEBENTURES

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Balance at beginning and end of the year	**2,001**	2,001

The amount represents investments in club debentures, which have no limit on their term and the directors of the Company are of the opinion that the Group has the intention and ability to hold continuously. As a result, investments in club debentures are considered by the directors of the Company as having an indefinite useful life. The investments in club debentures will not be amortised until their useful life is determined to be finite. Instead they will be tested for impairment annually and whenever there is an indication that they may be impaired.

On March 31, 2018, management of the Group conducted impairment review on the investments in club debentures. The recoverable amounts of the investments in club debentures have been determined based on the market price of similar club debentures. Based on the assessment, management expects the carrying amount of the investments in club debentures to be recoverable and there is no impairment of the investments in club debentures.

The directors of the Company made certain reclassifications to the comparative figures as at March 31, 2017 to conform with current year's presentation.

21. INTEREST IN AN ASSOCIATE

	THE GROUP		THE COMPANY	
	2018	2017	**2018**	2017
	HK$'000	HK$'000	**HK$'000**	HK$'000
Cost of interest in an associate	**98,000**	98,000	**–**	–
Deemed capital contribution	**9,016**	9,016	**9,016**	9,016
Share of post-acquisition reserves:				
Post-acquisition profits	**(36,823)**	(36,823)	**–**	–
Translation reserve	**(113)**	(113)	**–**	–
	70,080	70,080	**9,016**	9,016
Impairment	**(70,080)**	(70,080)	**(9,016)**	(9,016)
	–	–	**–**	–

Deemed capital contribution represents the fair value of financial guarantee contracts granted to the associate at initial recognition in prior year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

21. INTEREST IN AN ASSOCIATE – *continued*

At the end of each reporting period, the Group had interests in the following associate:

Name of entity	Form of business structure	Place of incorporation	Principal place of operation	Class of share held	Proportion of ownership interest held by the Group		Proportion of voting power held by the Group		Principal activities
					2018	2017	**2018**	2017	
GW Electronics Company Limited	Incorporated	Hong Kong	Hong Kong	Ordinary	**49%**	49%	**49%**	49%	Under liquidation

During the year ended March 31, 2016, a winding-up petition is issued by a major supplier to GW Electronics Company Limited as a result of the termination of an authorised distributorship agreement. As at March 31, 2018 and 2017, GW Electronics Company Limited ceased its operation and is in the process of liquidation. The directors of the Company reviewed and assessed this circumstance to be an indication for non-recoverability of the investment in GW Electronics Company Limited. Accordingly, a full impairment loss of HK$70,080,000 was made on the investment in this associate.

No summarised financial information in respect of the Group's associate was presented as the associate was fully impaired in prior year and has not further shared any loss of associate thereafter.

22. AVAILABLE-FOR-SALE INVESTMENTS

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Unquoted equity shares, at cost	**16,448**	16,448
Less: Impairment on investments	**(16,448)**	(16,448)
	–	–

Movement for impairment provision

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Balance at beginning and end of the year	**16,448**	16,448

22. AVAILABLE-FOR-SALE INVESTMENTS – *continued*

The amount represents investments in unlisted equity securities issued by private entities incorporated in Hong Kong, the PRC, the United States of America and Korea. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

23. LONG-TERM DEPOSITS

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Refundable security deposits *(Note)*	**3,049**	335

Note: Refundable security deposits are mainly deposits placed with the landlords, repayable from July 31, 2019 to April 30, 2021 (2017: April 30, 2018 to March 31, 2019) and shown under non-current assets.

24. INVENTORIES

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Finished goods held for resale	**725,640**	622,739
Less: allowance for inventories	**(34,690)**	(30,998)
	690,950	591,741

Movement in the allowance for inventories

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Balance at beginning of the year	**30,998**	25,100
Increase in allowance recognised in profit or loss	**15,375**	14,811
Amounts written off during the year	**(12,412)**	(6,224)
Currency realignment	**729**	(93)
Eliminated on disposal of subsidiaries	**–**	(2,596)
Balance at end of the year	**34,690**	30,998

NOTES TO THE FINANCIAL STATEMENTS

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25. TRADE AND BILLS RECEIVABLES

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Trade receivables	**883,026**	734,890
Less: allowance for doubtful debts	**(4,450)**	(8,162)
Net trade receivables	**878,576**	726,728
Bills receivables	**77,350**	39,272
	955,926	766,000

Bills receivables represent bank drafts received from customers that are non-interest bearing and due within 180 days.

The Group allows an average credit period of 64 days (2017: 62 days) to its trade customers.

The following is an aging analysis of trade receivables net of allowance for doubtful debts, presented based on the invoice dates, at the end of the reporting period.

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Within 60 days	**531,520**	514,883
61 to 90 days	**162,503**	105,159
Over 90 days	**184,553**	106,686
	878,576	726,728

25. TRADE AND BILLS RECEIVABLES – *continued*

The aging analysis of bills receivable presented based on the issue date at the respective reporting dates:

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Within 60 days	**52,002**	25,537
61 to 180 days	**25,348**	13,735
	77,350	39,272

Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. 72% (2017: 78%) of the trade receivables that are neither past due nor impaired have the best credit scoring attributable under the internal credit scoring system used by the Group.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK$242,619,000 (2017: HK$151,698,000) which are past due as at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in credit quality and amounts are still considered recoverable based on historical experience. The Group does not hold any collateral over these balances.

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FOR THE YEAR ENDED MARCH 31, 2018

25. TRADE AND BILLS RECEIVABLES – *continued*

Aging of trade receivables which are past due but not impaired (classified based on payment due date)

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Within 90 days	**240,877**	151,698
91 to 180 days	**1,742**	–
	242,619	151,698

The Group determines whether the trade receivables balances were impaired based on objective evidence of impairment loss. In determining whether receivable balances past due have been impaired or not, the Group takes into consideration the estimated future cash inflows from such balances as determined by its experience with, and where appropriate, discussions with, its customers.

Movement in the allowance for doubtful debts

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Balance at beginning of the year	**8,162**	16,387
Reversal of allowance recognised in profit or loss	**(4,053)**	(7,666)
Amounts written off as uncollectible	**(50)**	(70)
Currency realignment	**391**	(489)
Balance at end of the year	**4,450**	8,162

26. TRANSFER OF FINANCIAL ASSETS

The following were the Group's trade receivables as at March 31, 2018 that were transferred to banks by discounting those trade receivables on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognise the full carrying amount of the receivables and has recognised the cash received on the transfer as a secured borrowing amounting to approximately HK$61,343,000 (2017: HK$19,354,000) (see Note 34). These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

Trade receivables discounted to banks with full recourse

	2018 **HK$'000**	2017 HK$'000
Carrying amount of transferred assets	**76,543**	24,193
Carrying amount of associated liabilities	**(61,343)**	(19,354)
Net position	**15,200**	4,839

The directors of the Company consider that the carrying amounts of the receivable approximate their fair values.

Finance costs recognised for trade receivables discounted to banks for the year ended March 31, 2018 is approximately HK$2,051,000 (2017: HK$1,410,000) which are included in interest on bank borrowings and trust receipt loans (Note 9).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

27. OTHER RECEIVABLES AND PREPAYMENTS

	THE GROUP		THE COMPANY	
	2018	2017	**2018**	2017
	HK$'000	HK$'000	**HK$'000**	HK$'000
Due from subsidiaries	**–**	–	**253,507**	228,388
Deposits	**8,077**	2,581	**11**	8
Prepayments	**2,453**	3,423	**–**	250
Other tax recoverable	**118**	1,591	**–**	–
Others	**384**	743	**–**	–
	11,032	8,338	**253,518**	228,646

The amounts due from subsidiaries are unsecured, interest-free, repayable on demand and in the opinion of the directors of the Company, they are expected to be settled in cash within the next twelve months from the end of the reporting period.

28. DERIVATIVE FINANCIAL INSTRUMENTS

THE GROUP

	2018		2017	
	Assets	**Liabilities**	Assets	Liabilities
	HK$'000	**HK$'000**	HK$'000	HK$'000
Foreign exchange forward contracts	**49**	**(23)**	62	(262)
Represented by:				
Current portion	**49**	**(23)**	62	(2)
Non-current portion	**–**	**–**	–	(260)
	49	**(23)**	62	(262)

28. DERIVATIVE FINANCIAL INSTRUMENTS – *continued*

Foreign exchange forward contracts

The following table details the foreign currency forward contracts outstanding at the end of the reporting period:

Outstanding contracts	Exchange rates		Amount in foreign currency		Total notional amount		Fair value	
	2018	2017	**2018 '000**	2017 '000	**2018 HK$'000**	2017 HK$'000	**2018 HK$'000**	2017 HK$'000
Buy YEN and sell HK$ Less than 3 months	**YEN1/ HK$0.0745**	YEN1/ HK$0.0692	**50,000**	105,000	**3,725**	7,261	**(23)**	32
Buy YEN and sell HK$ Less than 3 months	**YEN1/ HK$0.0733**	YEN1/ HK$0.0695	**75,000**	118,000	**5,498**	8,201	**49**	(2)
Buy USD and sell HK$ Over 1 year	**N/A**	USD1/ HK$7.7100	**N/A**	9,500	**N/A**	73,245	**N/A**	(186)
Buy USD and sell HK$ Less than 3 months	**N/A**	USD1/ HK$7.7100	**N/A**	500	**N/A**	3,855	**N/A**	29
Sell USD and buy HK$ Less than 3 months	**N/A**	USD1/ HK$7.7702	**N/A**	500	**N/A**	3,885	**N/A**	1
Buy USD and sell HK$ Over 1 year	**N/A**	USD1/ HK$7.7200	**N/A**	14,250	**N/A**	110,010	**N/A**	(74)

Note: The foreign currency forwards will be settled in gross on maturity of the contracts.

Fair value changes of derivative financial instruments have been recognised in profit or loss as part of other gains and losses during the financial years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

29. CASH AND CASH EQUIVALENTS AND RESTRICTED BANK DEPOSITS

	THE GROUP		THE COMPANY	
	2018	2017	**2018**	2017
	HK$'000	HK$'000	**HK$'000**	HK$'000
Cash at banks	**275,502**	330,785	**1,997**	2,657
Term deposits	**53,460**	2,260	**–**	–
Cash on hand	**588**	470	**–**	–
	329,550	333,515	**1,997**	2,657
Analysed as:				
Cash and cash equivalents *(Note i)*	**327,050**	331,255	**1,997**	2,657
Restricted bank deposits *(Note ii)*	**2,500**	2,260	**–**	–
	329,550	333,515	**1,997**	2,657

Notes:

(i) As at March 31, 2018, cash and cash equivalents comprise cash held by the Group of HK$276,090,000 (2017: HK$331,255,000) and short-term bank deposits with an original maturity of three months or less of HK$50,960,000 (2017: HK$nil). The carrying amounts of these assets approximate their fair values. As at March 31, 2018, bank balances carry interest at market interest rates, ranging from 0.01% to 0.35% (2017: 0.01% to 0.35%) per annum and the short-term deposits bear average effective interest of 1.6% per annum and for tenure of 5 days.

(ii) The balance is pledged to a bank to facilitate the customs' clearing process. As at March 31, 2018, the restricted bank deposits bear average effective interest of 2.75% (2017: 2.75%) per annum and for tenure of 1,094 days (2017: 1,094 days).

30. INVESTMENTS IN SUBSIDIARIES

	THE COMPANY	
	2018	2017
	HK$'000	HK$'000
Unquoted equity shares, at cost	**117,470**	117,470

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

30. INVESTMENTS IN SUBSIDIARIES – *continued*

Details of the Group's subsidiaries at March 31, 2018 are as follows:

Name of subsidiary	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Proportion of ownership and voting power held by the Company Directly		Indirectly		Principal activities
			2018 %	2017 %	2018 %	2017 %	
Cleverway Profits Limited	British Virgin Islands ("BVI")/ Hong Kong	US$7	100	100	–	–	Investment holding
Array Electronics (China) Limited (a), (b), (c)	Hong Kong/ PRC	HK$2	–	–	100	100	Trading of electronic components
Array Electronics Limited (b), (c)	Hong Kong	HK$2	–	–	100	100	Inactive
Bestime Corporation Limited (b), (c)	Hong Kong	HK$2	–	–	100	100	Investment holding
Brightway Transportation Limited (b), (c)	Hong Kong	HK$2	–	–	100	100	Provision of transportation services
Elite Vantage Limited (b), (c)	Hong Kong	HK$2	–	–	100	100	Trading of electronic components
Full Link Investment Limited (b), (c)	Hong Kong	HK$2	–	–	100	100	Investment holding
Joy Port Limited (b), (e)	Hong Kong	HK$2	–	–	100	100	Property holding

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

30. INVESTMENTS IN SUBSIDIARIES – *continued*

Name of subsidiary	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Proportion of ownership and voting power held by the Company Directly		Indirectly		Principal activities
			2018	2017	**2018**	2017	
			%	%	**%**	%	
Kind Faith Limited [(b), (c)]	Hong Kong	HK$2	**–**	–	**100**	100	Investment holding
Leader First Limited [(b), (c)]	BVI/Hong Kong	US$1	**–**	–	**100**	100	Investment holding
Pinerise Limited [(b), (c)]	BVI/PRC	US$1	**–**	–	**100**	100	Investment holding
Starling Pacific Limited [(b), (c)]	BVI/Hong Kong	US$1	**–**	–	**100**	100	Investment holding
Willas Company Limited [(b), (c)]	Hong Kong	HK$35,001,002	**–**	–	**100**	100	Inactive
Willas-Array Electronics (Hong Kong) Limited [(a), (b), (c)]	Hong Kong	HK$1,001,002	**–**	–	**100**	100	Trading of electronic components
Willas-Array Electronics (Shanghai) Limited [(a), (e), (f), (g)]	PRC	US$7,000,000	**–**	–	**100**	100	Trading of electronic components
Willas-Array Electronics (Shenzhen) Limited [(a), (d), (f), (g)]	PRC	US$5,500,000	**–**	–	**100**	100	Trading of electronic components
Willas-Array Electronics (Taiwan) Inc. [(a), (c), (g)]	Taiwan/ PRC	NT$1,000,000	**–**	–	**100**	100	Trading of electronic components
Willas-Array Electronics Management Limited [(a), (b), (c)]	Hong Kong	HK$2	**–**	–	**100**	100	Provision of management and consultancy services
Willas-Array Investments Limited [(b), (c)]	Hong Kong	HK$2	**–**	–	**100**	100	Investment holding

30. INVESTMENTS IN SUBSIDIARIES – *continued*

Notes:

(a) Audited by Deloitte Touche Tohmatsu, Hong Kong ("Deloitte Hong Kong") for consolidation purpose

(b) Statutory audit performed by Deloitte Hong Kong

(c) Subsidiaries directly held by Cleverway Profits Limited

(d) Subsidiary of Full Link Investment Limited

(e) Subsidiaries directly held by Kind Faith Limited

(f) Established in the PRC in the form of wholly foreign-owned enterprise

(g) Statutory audit performed by local practice in the PRC/Taiwan

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

Information about the composition of the Group at the end of the reporting period is as follows:

Principal activities	Place of incorporation/ establishment and operation	Number of wholly-owned subsidiaries	
		2018	2017
Investment holding	BVI/Hong Kong	**3**	3
	BVI/PRC	**1**	1
	Hong Kong	**4**	4
Trading	Hong Kong/PRC	**1**	1
	Hong Kong	**2**	2
	PRC	**2**	2
	Taiwan/PRC	**1**	1
Inactive	Hong Kong	**2**	2
Other	Hong Kong	**3**	3
		19	19

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

31. TRADE AND BILLS PAYABLES

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Trade payables	**387,650**	416,896
Bills payables	**9,817**	1,719
	397,467	418,615

Bills payables of the Group are aged within 30 days (2017: 30 days).

The following is an aging analysis of trade payables presented based on the invoice date at the end of the reporting period.

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Within 30 days	**270,200**	335,965
31 to 60 days	**117,180**	80,931
Over 60 days	**270**	–
	387,650	416,896

The average credit period on purchases of goods is 30 days (2017: 30 days). At the end of each reporting period, interest is charged at 2% per month by certain suppliers on any overdue trade payables.

32. OTHER PAYABLES

	THE GROUP		THE COMPANY	
	2018	2017	**2018**	2017
	HK$'000	HK$'000	**HK$'000**	HK$'000
Accrual for staff costs	**37,310**	18,663	**–**	–
Accrued expenses	**6,200**	4,345	**1,949**	1,154
Deposits from customers	**6,013**	5,929	**–**	–
Due to a subsidiary	**–**	–	**7,967**	9,266
Other tax payables	**5,399**	1,432	**–**	–
Interest payables	**4,040**	3,398	**–**	–
Others	**1,917**	2,746	**91**	548
	60,879	36,513	**10,007**	10,968

Amount due to a subsidiary is unsecured, interest-free and repayable on demand.

33. TRUST RECEIPT LOANS

The trust receipt loans are unsecured, bear effective interest ranging from 2.11% to 3.75% (2017: 2.38% to 3.20%) per annum and are repayable within one year.

At March 31, 2018 and 2017, the Group's trust receipt loans with carrying amount of approximately HK$324,629,000 and HK$66,717,000, respectively, are required to comply with certain loan covenants. The Group has complied with the loan covenants for both years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

34. BANK BORROWINGS

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Carrying amount of bank borrowings repayable:		
Within one year *(Note i)*	**231,343**	209,354
Analysed as:		
Secured *(Note ii)*	**61,343**	19,354
Unsecured	**170,000**	190,000
	231,343	209,354

Notes:

(i) The amounts due are based on scheduled repayment dates set out in the loan agreements and included in the balance is borrowings of approximately HK$192,266,000 (2017: HK$207,419,000) which contain repayment on demand clause.

(ii) Trade receivables are pledged as collateral to secure the bank borrowings. Details regarding the pledged assets are set out in Note 26.

At March 31, 2018, the Group's fixed-rate borrowings with carrying amount of approximately HK$170,000,000 (2017: HK$190,000,000) are due within one year.

In addition, the Group has variable-rate borrowings at March 31, 2018 with interest rates ranged from 0.4% to 1.25% (2017: 0.4% to 1.5%) per annum over respective bank's cost of fund, which are Hong Kong Interbank Offered Rate (HIBOR), London Interbank Offered Rate (LIBOR) or Taipei Forex (TAIFX3) for the floating rate loans, where appropriate.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

34. BANK BORROWINGS – *continued*

The weighted average effective interest rates (which are also equal to contracted interest rate) on the Group's borrowings are as follows:

	THE GROUP	
	2018	2017
Weighted average effective interest rate:		
– fixed-rate borrowings	**3.50%**	3.42%
– variable-rate borrowings	**3.26%**	2.41%

At the reporting date, the carrying amounts of the Group's bank borrowings denominated in currencies other than the respective group entities' functional currencies are as follows:

	2018	2017
	HK$'000	HK$'000
United States dollars	**55,255**	16,098

35. DEFERRED TAX

The following are major deferred tax assets (liabilities) recognised and movements thereon during the year:

	Revaluation of leasehold land and buildings	**Accelerated tax depreciation**	**Allowance**	**Undistributed profits of subsidiaries**	**Total**
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
THE GROUP					
At April 1, 2016	(23,228)	(1,056)	680	(963)	(24,567)
Credit (charge) to profit or loss	795	191	(296)	362	1,052
Currency realignment	709	–	–	–	709
Derecognised on disposal of subsidiaries *(Note 12)*	–	(12)	(19)	–	(31)
At March 31, 2017	(21,724)	(877)	365	(601)	(22,837)
Credit (charge) to profit or loss	797	92	(165)	(2,529)	(1,805)
Currency realignment	(1,210)	–	–	–	(1,210)
Charge to other comprehensive income	(4,958)	–	–	–	(4,958)
At March 31, 2018	**(27,095)**	**(785)**	**200**	**(3,130)**	**(30,810)**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

35. DEFERRED TAX – *continued*

Under the new enterprise income tax law in the PRC and implementation regulations issued by the State Council, withholding tax at 10% or a lower treaty rate is imposed on dividends declared in respect of profits earned by the PRC subsidiary from January 1, 2008 onwards.

Under the Income Tax Act prescribed by the Ministry of Finance of Taiwan, dividends paid to non-resident shareholders shall be subject to withholding tax at a rate of 21% from January 1, 2018 (2017: 20%). Also, a 10% surtax is imposed on any current year earnings that remain undistributed by the end of the following year. The surtax paid limited to 5% (2017: 5%) can be used as a tax credit to offset against the future withholding tax payable upon dividend distribution under calculations prescribed under Article 61-1 of Enforcement Rules of Income Tax Act. As at March 31, 2018, the Group has accrued 10% (2017: 10%) surtax on undistributed earnings from its Taiwan subsidiaries.

Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the accumulated profits of the PRC and Taiwan subsidiaries amounting to approximately HK$29,935,000 (2017: HK$7,943,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

For the purposes of statement of financial position presentation, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for statement of financial position purposes:

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Deferred tax assets	**84**	168
Deferred tax liabilities	**(30,894)**	(23,005)
	(30,810)	(22,837)

35. DEFERRED TAX – *continued*

Subject to the agreement by the tax authorities, at March 31, 2018, the Group has unutilised tax losses of approximately HK$9,031,000 (2017: HK$42,491,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unused tax losses are losses of HK$8,838,000 (2017: HK$8,424,000) that may be carried forward indefinitely subject to the conditions imposed by law including the retention of majority shareholders as defined. Other tax losses will be expired in the following years:

	2018 HK$'000	2017 HK$'000
2018	–	1,172
2019	–	2,871
2020	–	16,517
2021	193	13,507
	193	34,067

At March 31, 2018, the Group has other deductible temporary differences on allowance for doubtful debts and inventories of approximately HK$16,489,000 (2017: HK$10,230,000). No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that the deductible temporary differences can be utilised.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

36. SHARE CAPITAL

	THE GROUP AND THE COMPANY			
	Number of shares		Share capital	
	2018	2017	**2018**	2017
	'000	'000	**HK$'000**	HK$'000
Ordinary shares of HK$1.0 each				
Authorised:				
At beginning and at end of the year	**120,000**	120,000	**120,000**	120,000
Issued and paid up:				
At beginning of the year	**75,506**	75,506	**75,506**	75,506
Exercise of share options	**835**	–	**835**	–
At end of the year	**76,341**	75,506	**76,341**	75,506

Fully paid ordinary shares carry one vote per share and a right to dividends as and when declared by the Company.

Share options granted under the employee share option plan carry no rights to dividends and no voting rights. Further details of the employee share option plan are contained in Note 38.

37. CAPITAL RESERVES

	THE GROUP AND THE COMPANY			
	Share premium	Contributed surplus	Share options reserve	Total
	HK$'000	HK$'000	HK$'000	HK$'000
At April 1, 2016 and April 1, 2017	118,814	75,070	494	194,378
Exercise of share options	1,233	–	(493)	740
Recognition of equity-settled share-based payments	–	–	2,676	2,676
At March 31, 2018	**120,047**	**75,070**	**2,677**	**197,794**

Contributed surplus represents the difference between the underlying net tangible assets of the subsidiaries which were acquired by the Company at the date of a group re-organisation in 2001 and the nominal amount of the shares issued by the Company under the re-organisation.

The share options reserve arises on the grant of share options to employees under the employee share option plan. Further information about share-based payments to employees is set out in Note 38.

38. SHARE-BASED PAYMENTS

Equity-settled share option scheme

The Company adopted the Willas-Array Electronics Employee Share Option Scheme II ("ESOS II") on June 11, 2001 to grant share options to eligible employees, including the executive directors of the Company and its subsidiaries.

The Company also adopted the Willas-Array Electronics Employee Share Option Scheme III ("ESOS III") by an ordinary resolution of the shareholders in a special general meeting of the Company held on July 30, 2013.

The above share option schemes are administered by a committee ("ESOS Committee") which has been authorised to determine the terms and conditions of the grant of the options.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

38. SHARE-BASED PAYMENTS – *continued*

Equity-settled share option scheme – *continued*

The options under ESOS II grant the right to the holder to subscribe for new ordinary shares of the Company at a discount to market price of the share (subject to a maximum discount of 20%) or at a price equal to the average of the closing prices of the shares on the SGX-ST on the five trading days immediately preceding the date of the grant of the options. The number of shares in respect of which options may be granted under ESOS II, when aggregated with those granted under any other share option schemes of the Company and the time being in force, shall not exceed 15% of the issued share capital of the Company on the date preceding the date of the relevant grant.

Under ESOS II, the period for the exercise of an option will commence, except in certain special circumstances, after the first anniversary of the date of grant and will expire on the tenth anniversary of such date of grant in the case of an option granted with the exercise price set at the market price; and after the second anniversary of the date of grant and will expire on the tenth anniversary of such date of grant in the case of an option granted with the exercise price set at a discount to the market price.

The options under ESOS III grant the right to the holder to subscribe for new ordinary shares of the Company at the exercise price to be determined by the ESOS Committee, in its sole and absolute discretion, on the date of grant, which must be at least the higher of (i) the closing price of the shares as stated in the daily quotations sheet of the SEHK or the SGX-ST (whichever is higher) on the date of grant, which must be a business day; and (ii) the average closing prices of the shares as stated in the daily quotations sheet of the SEHK or the SGX-ST for the five consecutive business days immediately preceding the date of the grant of the option (whichever is higher). The number of shares in respect of which options may be granted under ESOS III, when aggregated with those granted under any other share option schemes of the Company and the time being in force, shall not exceed 15% of the issued share capital of the Company on the date preceding the date of the relevant grant.

Under ESOS III, the period for the exercise of an option will commence after the first anniversary of the date of grant and expiring on the tenth anniversary of such date of grant.

38. SHARE-BASED PAYMENTS – *continued*

Equity-settled share option scheme – *continued*

ESOS II

Details of the share options outstanding under ESOS II held by employees during the year are as follows:

	THE COMPANY			
	2018		2017	
	Number of share options	Weighted average exercise price S$	Number of share options	Weighted average exercise price S$
At the beginning of the year	836,600	0.335	836,600	0.335
Exercised during the year	(835,000)	0.335	–	–
At the end of the year	1,600	0.335	836,600	0.335
Exercisable at the end of the year	1,600		836,600	

The following share options granted under ESOS II were exercised during the current year:

Option type	Number exercised	Exercise date	Share price at exercise date S$
Granted on October 2, 2009	204,000	June 19, 2017	0.755
Granted on October 2, 2009	483,000	June 28, 2017	0.765
Granted on October 2, 2009	148,000	July 11, 2017	0.740

The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was Singapore dollar 0.758 per share.

The options outstanding under ESOS II at the end of the reporting period have a weighted average remaining contractual life of 1.5 years (2017: 2.5 years).

NOTES TO THE FINANCIAL STATEMENTS

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38. SHARE-BASED PAYMENTS – *continued*

Equity-settled share option scheme – *continued*

ESOS II – *continued*

The number of options held by employees under ESOS II at the end of the reporting period and their expiry dates are as follows:

Expiry on	Number of options 2018	Number of options 2017
October 1, 2019	1,600	836,600

ESOS III

On July 17, 2017, the Company granted share options exercisable for 3,165,000 ordinary shares of HK$1.00 each of the Company to certain eligible employees under ESOS III with an exercise price of HK$4.30 per share. The period for the exercise of the share options will commence after the first anniversary of the date of grant and expiring on the tenth anniversary of such date of grant. The total estimated fair value as at the date of grant was approximately HK$3,891,000.

Details of the share options outstanding under ESOS III held by employees during the year are as follows:

	THE COMPANY	
	2018	
	Number of share options	Weighted average exercise price HK$
At the beginning of the year	–	–
Granted during the year	3,165,000	4.30
Cancelled during the year	(85,000)	4.30
At the end of the year	3,080,000	4.30
Exercisable at the end of the year	–	

The options outstanding under ESOS III at the end of the reporting period have a weighted average remaining contractual life of 9.3 years.

38. SHARE-BASED PAYMENTS – *continued*

Equity-settled share option scheme – *continued*

ESOS III – *continued*

The number of options held by employees under ESOS III at the end of the reporting period and their expiry dates are as follows:

Expiry on	Number of options 2018
July 17, 2027	3,080,000

Fair values of the share options under ESOS III were calculated using the Binomial option pricing model. The inputs into the model were as follows:

Grant date	ESOS III July 17, 2017
Share price at valuation date	HK$4.07
Exercise price	HK$4.30
Expected volatility	48.41%
Risk-free rate	1.49%
Expected dividend yield	7.62%
Exercisable period	9 years
Vesting period	1 year
Fair value per option	HK$1.23

During the current year, share-based payment expense of approximately HK$2,676,000 (2017: HK$nil) have been recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

39. FINANCIAL GUARANTEE

The Company

The Company had given corporate guarantees (unsecured) to its banks in respect of banking facilities granted to its subsidiaries. At March 31, 2018, the aggregate banking facilities granted to the subsidiaries were approximately HK$1,455,750,000 (2017: HK$1,190,250,000) of which HK$1,002,126,000 (2017: HK$863,654,000) was utilised and guaranteed by the Company.

At March 31, 2018, the Company had also given guarantees to a supplier in relation to its subsidiaries' settlement of the respective payables. The aggregate amount payable to this supplier under guarantee was approximately HK$365,460,000 (2017: HK$327,078,000).

In the opinion of the directors of the Company, the fair values of the financial guarantee contracts of the Company are insignificant at initial recognition and at the end of the reporting period after taking into consideration the possibility of the default of the parties involved. Accordingly, no value has been recognised in the statement of financial position of the Company.

40. RELATED COMPANY TRANSACTIONS

The Company

Except for those disclosed elsewhere in the financial statements, some of the Company's transactions and arrangements are between members of the Group and the effects of these on the basis determined between the parties are reflected in these financial statements. The intercompany balances are unsecured, repayable on demand, interest-free and expected to be settled in cash unless otherwise stated.

Transactions between the Company and its subsidiaries, which are related companies of the Company, have been eliminated on consolidation and are not disclosed in this note.

(a) Transactions and balances with an associate

The Group

The Group entered into the following transactions with an associate:

	2018 HK$'000	2017 HK$'000
Continuing operations		
Other income	–	150
Management fee received	–	515

40. RELATED COMPANY TRANSACTIONS – *continued*

(a) ***Transactions and balances with an associate*** – *continued*

The Group – *continued*

At the end of the reporting period, the Group has the following balances with an associate:

	2018 HK$'000	2017 HK$'000
Associate		
– other receivables *(Note)*	532	532

Note: Amounts are unsecured, interest-free and repayable on demand. Full impairment on amount due from an associate of HK$532,000 (2017: HK$532,000) had been provided during the year ended March 31, 2017.

(b) ***Compensation of directors and key management personnel***

The remuneration of directors and other members of key management during the year was as follows:

	THE GROUP	
	2018 HK$'000	2017 HK$'000
Short-term benefits	21,866	18,353
Post-employment benefits	1,285	1,322
Other long-term benefits	1,245	1,245
Share-based payments	130	–
	24,526	20,920

The remuneration of directors and key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

41. RETIREMENT BENEFITS OBLIGATIONS

Defined Contribution Plans

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

Employees in Taiwan may choose a scheme where the rate of contribution by an employer should not be less than 6% of the employees' monthly salaries and the employees may also voluntarily contribute up to 6% of the monthly salaries to the provision fund account under the Labor Pension Act of Taiwan.

For the years ended March 31, 2018 and 2017, the total cost charged to profit or loss of approximately HK$17,630,000 and HK$15,920,000, respectively, represents contributions payable to these schemes by the Group.

At March 31, 2018 and 2017, the amount of forfeited contributions available to reduce contributions payable in the future years is insignificant.

42. OPERATING LEASE COMMITMENTS

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Minimum lease payments paid under operating leases during the year	**11,083**	11,382

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Within one year	**12,875**	7,106
In the second to fifth year inclusive	**22,212**	1,647
	35,087	8,753

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of 2 years and rentals are fixed for an average of 2 years.

43. CAPITAL COMMITMENTS

	THE GROUP	
	2018	2017
	HK$'000	HK$'000
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	**2,759**	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

(a) Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	THE GROUP		THE COMPANY	
	2018 HK$'000	2017 HK$'000	**2018 HK$'000**	2017 HK$'000
Financial assets				
Derivative financial instruments (FVTPL)	**49**	62	**–**	–
Loan and receivables (including cash and cash equivalents)	**1,292,545**	1,102,752	**255,505**	231,045
Financial liabilities				
Liabilities at amortised cost	**1,449,105**	1,299,269	**8,058**	9,814
Derivative financial instruments (FVTPL)	**23**	262	**–**	–

(b) Financial risk management policies and objectives

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include foreign currency risk, interest rate risk, credit risk and liquidity risk. The Board of Directors reviews and agrees policies and procedures for the management of these risks, which were executed by the treasury department. It is and has been throughout the year the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient.

The Group uses derivative financial instruments to manage its exposure to foreign currency risk and interest rate risk, including forward exchange contracts and interest rate swap contracts to reduce such exposures.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk.

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(i) *Foreign exchange risk management*

The Group transacts business in various foreign currencies, including United States dollars, Japanese yen ("YEN"), Chinese renminbi, Euro and Singapore dollars and therefore is exposed to foreign exchange risk.

At the end of the reporting period, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the respective group entities' functional currencies are as follows:

	THE GROUP			
	Assets		Liabilities	
	2018	2017	**2018**	2017
	HK$'000	HK$'000	**HK$'000**	HK$'000
United States dollars	**1,057,191**	934,991	**(730,385)**	(647,137)
HK$	**1,088**	2,037	**(129,180)**	(106,948)
YEN	**5,733**	3,843	**(11,387)**	(14,288)
Chinese renminbi	**2,883**	3,071	**(811)**	(811)
Euro	**10**	–	**–**	(33)
Singapore dollars	**1,636**	1,455	**(65)**	(30)

	THE COMPANY			
	Assets		Liabilities	
	2018	2017	**2018**	2017
	HK$'000	HK$'000	**HK$'000**	HK$'000
United States dollars	**39**	39	**–**	–
Singapore dollars	**1,634**	1,450	**(65)**	(30)

Certain companies in the Group use forward contracts to reduce the currency risk exposure. Further details on the forward exchange derivative instruments are set out in Note 28.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(i) ***Foreign exchange risk management*** – *continued*

Foreign currency sensitivity

The following table details the sensitivity to a 5% increase and decrease in the relevant foreign currencies against the functional currency of each Group entity. 5% is the sensitivities rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. The sensitivity analysis includes external loans where they gave rise to an impact on the Group's profit or loss.

If the relevant foreign currency weakens by 5% against the functional currency of each Group entity, post-tax profit for the year will increase (decrease) by:

	THE GROUP		THE COMPANY	
	2018 HK$'000	2017 HK$'000	**2018 HK$'000**	2017 HK$'000
United States dollars (i)	**8,991**	6,480	**–**	–
HK$	**5,060**	4,144	**–**	–
YEN (ii)	**223**	413	**–**	–
Chinese renminbi (iii)	**(82)**	(89)	**–**	–
Euro	**–**	1	**–**	–
Singapore dollars	**(62)**	(56)	**(65)**	(71)

If the relevant foreign currency strengthens by 5% against the functional currencies of each Group entity, there would be an equal and opposite impact on the profit after income tax.

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(i) Foreign exchange risk management – *continued*

Foreign currency sensitivity – continued

Notes:

(i) This is mainly attributable to the exposure on bank balances, trade receivables and payables as at year end. Since the HK$ remains closely pegged to United States dollar, the sensitivity analysis excludes the group entities with functional currencies denominated in HK$.

(ii) This is mainly attributable to the exposure on bank balances, trade receivables and payables denominated in YEN as at end of the reporting period.

(iii) This is mainly attributable to the exposure on bank balances denominated in Chinese renminbi as at end of the reporting period.

(ii) Interest rate risk management

Interest rate risk arises from the potential changes in interest rates that may have adverse effects on the Group's results. The interest rates and terms of repayment of the trust receipt loans and bank borrowings of the Group are disclosed in Notes 33 and 34 respectively.

The directors of the Company consider the Group's and Company's exposure on bank deposits is not significant as the interest rates have no material fluctuation during the year.

Interest rate sensitivity

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate bank borrowings and trust receipt loans at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2017: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points (2017: 50 basis points) higher or lower and all other variables were held constant, the Group's post-tax profit for the year ended March 31, 2018 would decrease or increase by HK$3,673,000 (2017: decrease or increase by HK$2,872,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(iii) Credit risk management

As at March 31, 2018 and 2017, the Group's and the Company's maximum exposures to credit risk which may cause a financial loss to the Group and the Company due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Company are arising from:

- the carrying amount of the respective recognised financial assets amounting to approximately HK$1,292,594,000 (2017: HK$1,102,814,000) as stated in the consolidated statement of financial position; and

- the amount of contingent liabilities in relation to financial guarantee issued by the Company as disclosed in Note 39.

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

The credit risk on liquid funds is limited because the counterparties are reputable banks.

Other than concentration of credit risk on liquid funds which are deposited with several reputable banks, the Group has concentration of credit risk as 6% and 5% of the total trade receivables were due from the Group's largest customer as at March 31, 2018 and 2017, respectively.

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(iv) Liquidity risk management

Liquidity risk is the risk that the Group will encounter difficulty in meeting its financial obligations due to shortage of funds. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of committed credit facilities. The committed unutilised banking facilities made available to the Group are approximately HK$458 million (2017: HK$330 million).

The Group manages liquidity risk by maintaining sufficient cash and the availability of adequate banking facilities to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

Liquidity and interest risk analyses

Non-derivative financial liabilities

The following tables detail the remaining contractual maturity for non-derivative financial liabilities for the Company and the Group. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company and the Group can be required to pay. Specifically, bank loans and trust receipt loans with a repayable on demand clause was included in the earliest time band regardless of the probability of banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(iv) Liquidity risk management – *continued*

Liquidity and interest risk analyses – continued

Non-derivative financial liabilities – *continued*

The table includes both interest and principal cash flows.

	Weighted average effective interest rate %	On demand or less than 3 months HK$'000	3 to 6 months HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
THE GROUP					
At March 31, 2018					
Trade and bills payables					
– non-interest bearing	–	397,467	–	397,467	397,467
Other payables					
– non-interest bearing	–	1,917	–	1,917	1,917
Trust receipt loans					
– variable interest rates	2.85	820,584	–	820,584	818,378
Bank borrowings					
– variable interest rates	3.26	61,203	410	61,613	61,343
– fixed interest rate	3.50	171,725	–	171,725	170,000
		1,452,896	410	1,453,306	1,449,105
At March 31, 2017					
Trade and bills payables					
– non-interest bearing	–	418,615	–	418,615	418,615
Other payables					
– non-interest bearing	–	2,746	–	2,746	2,746
Trust receipt loans					
– variable interest rates	2.74	670,244	–	670,244	668,554
Bank borrowings					
– variable interest rates	2.41	19,373	–	19,373	19,354
– fixed interest rate	3.42	191,690	–	191,690	190,000
		1,302,668	–	1,302,668	1,299,269

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(iv) Liquidity risk management – continued

Liquidity and interest risk analyses – continued

Non-derivative financial liabilities – *continued*

	Weighted average effective interest rate %	On demand or less than 3 months HK$'000	3 to 6 months HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
THE COMPANY					
At March 31, 2018					
Other payables					
– non-interest bearing	–	91	–	91	91
Amount due to a subsidiary					
– non-interest bearing	–	7,967	–	7,967	7,967
Financial guarantee contracts	–	1,821,210	–	1,821,210	–
		1,829,268	–	1,829,268	8,058
At March 31, 2017					
Other payables					
– non-interest bearing	–	548	–	548	548
Amount due to a subsidiary					
– non-interest bearing	–	9,266	–	9,266	9,266
Financial guarantee contracts	–	1,517,328	–	1,517,328	–
		1,527,142	–	1,527,142	9,814

Bank borrowings and trust receipt loans with a repayable on demand clause are included in the "on demand or less than 3 months" time band in the above maturity analysis. As at March 31, 2018 and 2017, the aggregate undiscounted principal amounts of all bank borrowings and trust receipt loans amounted to HK$231,343,000 and HK$818,378,000 respectively (2017: HK$209,354,000 and HK$668,554,000 respectively). Taking into account the Group's financial position, the management does not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. Management believes that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreement. At that time, the aggregate principal and interest cash outflow will amount to HK$1,058,872,000.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(iv) ***Liquidity risk management*** – *continued*

Liquidity and interest risk analyses – continued

Non-derivative financial liabilities – *continued*

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

Non-derivative financial assets

The Group and the Company's financial liabilities are to be met by the maturity of financial assets that are more than adequate to cover the financial liabilities. The non-derivative financial assets are all due and receivable within one year except for long-term deposits of the Group as disclosed in Note 23, and are all non-interest bearing except for cash and cash equivalents and restricted bank deposits which bear interest as disclosed in Note 29.

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(iv) Liquidity risk management – *continued*

Liquidity and interest risk analyses – continued

Derivative financial instruments – gross settlement

	Within 1 year HK$'000	Over 1 year HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
THE GROUP				
At March 31, 2018				
Foreign exchange forward contracts				
– inflow	**49**	**–**	**49**	**49**
– outflow	**(23)**	**–**	**(23)**	**(23)**
	26	**–**	**26**	**26**
At March 31, 2017				
Foreign exchange forward contracts				
– inflow	62	–	62	62
– outflow	(2)	(260)	(262)	(262)
	60	(260)	(200)	(200)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(v) Fair value measurements

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

The management of the Group reports the findings to the directors of the Company every half year to explain the cause of fluctuations in the fair value of the financial assets and financial liabilities.

Financial assets/ financial liabilities	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	March 31, 2018	March 31, 2017				
Foreign currency forward contracts (see Note 28)	**Assets – HK$49,000** **Liabilities – HK$23,000**	Assets – HK$62,000 Liabilities – HK$262,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counterparties.	N/A	N/A

There were no transfers between the different levels of the fair value hierarchy for the year.

44. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT – *continued*

(b) Financial risk management policies and objectives – *continued*

(v) Fair value measurements – *continued*

Fair value measurements and valuation process

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the management of the Company determines the fair value by reference to the valuation carried out as of the end of reporting period by banks and financial institutions for foreign currency forward contracts.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed above.

The directors of the Company consider that the carrying amounts of financial assets and liabilities recognised in the consolidated financial statements at amortised costs approximate their fair values.

(c) Capital management policies and objectives

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of net debt, which includes the trust receipt loans and bank borrowings disclosed in Notes 33 and 34, offset by cash and cash equivalents, restricted bank deposits and equity attributable to owners of the Company, comprising share capital, reserves and accumulated profits as disclosed in the notes. The Group is required to comply with bank covenants in loan agreements with banks.

The management reviews the capital structure on an ongoing basis. As a part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on the recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt. The Group's overall strategy remains unchanged throughout the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2018

45. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group' liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Dividend payable	**Trust receipt loans**	**Bank borrowings**	**Total**
	HK$'000	HK$'000	HK$'000	HK$'000
	(Note 14)	*(Note 33)*	*(Note 34)*	
At April 1, 2017	–	668,554	209,354	877,908
Financing cash flows	(23,666)	149,824	21,844	148,002
Dividends declared	23,666	–	–	23,666
Foreign exchange translation	–	–	145	145
At March 31, 2018	**–**	**818,378**	**231,343**	**1,049,721**

SHAREHOLDERS' INFORMATION

SHAREHOLDERS' INFORMATION AS AT JUNE 6, 2018

Authorised share capital	: HK$120,000,000
Issued share capital	: HK$76,340,960
Number of shares	: 76,340,960
Class of shares	: ordinary shares of HK$1.00
Voting rights	: one vote per share

Based on the information available to the Company as at June 6, 2018, approximately 46.35% of the issued ordinary shares of the Company is held by the public and, therefore, Rule 723 of the Listing Manual issued by Singapore Exchange Securities Trading Limited is complied with.

SHAREHOLDERS' DISTRIBUTION SCHEDULE

Size of	Shareholders		Shares Held	
Shareholdings	Number	Percentage	Number	Percentage
1 – 99	22	1.71%	218	0.00%
100 – 999	253	19.64%	130,600	0.17%
1,000 – 10,000	686	53.26%	3,268,314	4.28%
10,001 – 1,000,000	319	24.77%	16,489,931	21.60%
1,000,001 and above	8	0.62%	56,451,897	73.95%
	1,288	100%	76,340,960	100%

SHAREHOLDERS' INFORMATION

SUBSTANTIAL SHAREHOLDERS

As shown in the Register of Substantial Shareholders

Name of Shareholders		Number of Shares held Direct Interest	Deemed Interest
1	Global Success International Limited	7,895,554	–
2	Max Power Assets Limited	18,099,830	–
3	Cheng Wai Yin, Susana (i)	731,940	19,218,130
4	Leung Chun Wah (ii)	1,118,300	18,831,770
5	Kwok Chan Cheung (iii)	34,000	7,895,554
6	Hung Yuk Choy	5,286,918	–
7	Lee Woon Nin (iv)	–	18,099,830
8	HSBC International Trustee Limited (v)	–	18,099,830
9	HSBC International Trustee (Holdings) Pte. Limited (vi)	–	18,099,830
10	The Hongkong and Shanghai Banking Corporation Limited (vi)	–	18,099,830
11	HSBC Asia Holdings B. V. (vi)	–	18,099,830
12	HSBC Asia Holdings (UK) Limited (vi)	–	18,099,830
13	HSBC Holdings B.V. (vi)	–	18,099,830
14	HSBC Finance (Netherlands) (vi)	–	18,099,830
15	HSBC Holdings Plc (vi)	–	18,099,830
16	Yeo Seng Chong (vii)	300,000	6,949,904
17	Lim Mee Hwa (viii)	500,000	6,749,904
18	Yeoman Capital Management Pte Ltd (ix)	75,000	6,374,904
19	Yeoman 3-Rights Value Asia Fund	6,249,904	–

(i) Ms. Cheng Wai Yin, Susana

Deemed interest in shares held by her husband, Mr Leung Chun Wah directly and the shares held by Max Power Assets Limited through a trust structure of which Mr Leung is a beneficiary.

(ii) Mr. Leung Chun Wah

Deemed interest in the shares held by Max Power Assets Limited through a trust structure of which he is a beneficiary and shares held by his wife, Ms. Cheng Wai Yin, Susana.

(iii) Mr. Kwok Chan Cheung

Deemed interests in the shares held through Global Success International Limited.

SHAREHOLDERS' INFORMATION

(iv) **Ms. Lee Woon Nin**

Deemed interests in Max Power Assets Limited's direct interests.

(v) **HSBC International Trustee Limited**

Deemed interests in the shares held by Max Power Assets Limited in its capacity as trustee of a trust.

(vi) **HSBC International Trustee (Holdings) Pte. Limited, The Hongkong and Shanghai Banking Corporation Limited, HSBC Asia Holdings B.V., HSBC Asia Holdings (UK) Limited, HSBC Holdings B.V., HSBC Finance (Netherlands), HSBC Holdings Plc**

Deemed interests held through HSBC International Trustee Limited which is a wholly-owned subsidiary of HSBC International Trustee (Holdings) Pte. Limited, which is a wholly-owned subsidiary of The Hongkong and Shanghai Banking Corporation Limited, which is a wholly-owned subsidiary of HSBC Asia Holdings B.V., which is a wholly-owned subsidiary of HSBC Asia Holdings (UK) Limited, which is a wholly-owned subsidiary of HSBC Holdings B.V., which is a wholly-owned subsidiary of HSBC Finance (Netherlands), which is a wholly-owned subsidiary of HSBC Holdings Plc.

(vii) **Mr. Yeo Seng Chong**

Deemed interests held through Yeoman Capital Management Pte Ltd. and Yeoman 3-Rights Value Asia Fund.

(viii) **Ms. Lim Mee Hwa**

Deemed interests held through Yeoman Capital Management Pte Ltd. and Yeoman 3-Rights Value Asia Fund.

(ix) **Yeoman Capital Management Pte Ltd**

Deemed interests held through Yeoman 3-Rights Value Asia Fund and Yeoman Client 1.

SHAREHOLDERS' INFORMATION

TOP TWENTY SHAREHOLDERS AS AT JUNE 6, 2018

S/No.	Name	Shares Number	Shares Percentage
1	HKSCC NOMINEES LIMITED	19,977,634	26.17%
2	HSBC (SINGAPORE) NOMS PTE LTD	18,103,830	23.72%
3	GLOBAL SUCCESS INTERNATIONAL LIMITED	7,895,554	10.34%
4	DB NOMINEES (S) PTE LTD	3,036,804	3.98%
5	DBS NOMINEES PTE LTD	2,277,545	2.98%
6	LAM YEN YONG	1,940,000	2.54%
7	UOB KAY HIAN PTE LTD	1,888,710	2.47%
8	CITIBANK NOMS S'PORE PTE LTD	1,331,820	1.75%
9	CHENG WAI YIN, SUSANA	731,940	0.96%
10	NOMURA SINGAPORE LIMITED	679,620	0.89%
11	PHILLIP SECURITIES PTE LTD	547,980	0.72%
12	SEE BENG LIAN JANICE	507,760	0.67%
13	LAM LAI CHENG	500,000	0.65%
14	LIM MEE HWA	500,000	0.65%
15	CGS-CIMB SECURITIES (S) PL	456,681	0.60%
16	FSK INVESTMENT HOLDING PTE LTD	300,000	0.39%
17	KOH KEE BOON	300,000	0.39%
18	BNP PARIBAS NOMS S'PORE PL	294,300	0.39%
19	OCBC SECURITIES PRIVATE LTD	250,599	0.33%
20	ONG LAI SOON	237,200	0.31%
		61,757,977	80.90%

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