

# 2019

ANNUAL REPORT



GOLDEN RESOURCES  
DEVELOPMENT INTERNATIONAL LIMITED

Stock code: 677

Incorporated in Bermuda with Limited Liability

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# Corporate Information

## **BOARD OF DIRECTORS**

### **Executive Directors**

Laurent LAM Kwing Chee (*Chairman*)

Anthony LAM Sai Ho (*Vice Chairman and  
Chief Executive Officer*)

LAM Sai Mann

Morna YUEN Mai-tong

TSANG Siu Hung

### **Non-executive Director**

Dennis LAM Saihong

### **Independent Non-executive Directors**

Joseph LAM Yuen To

Michael YU Tat Chi

Ronald YAN Mou Keung

## **COMPANY SECRETARY**

LEUNG Chi Keung

## **AUDITOR**

HLM CPA Limited

Certified Public Accountants

## **PRINCIPAL BANKER**

The Hongkong & Shanghai Banking  
Corporation Limited

## **REGISTERED OFFICE**

Clarendon House, 2 Church Street  
Hamilton HM11, Bermuda

## **PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA**

Estera Management (Bermuda) Limited

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10, Bermuda

## **BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG**

Tricor Standard Limited

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

## **HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS**

Golden Resources Centre

2-12 Cheung Tat Road

Tsing Yi Island, New Territories

Hong Kong

## **COMPANY WEBSITE**

<http://www.grdil.com>

## **STOCK CODE**

The Stock Exchange of Hong Kong Limited:  
677

# 金象米

## 用心製造

香港嚴格包裝 安全衛生

全港銷量第一\* 米中極品



\*根據Nielsen 2015年1月-2016年12月全港包裝米零售調查報告 © 2017年The Nielsen Company版權所有



ISO9001 • HACCP • ISO22000

# Chairman Statement



## NOTES ON FUTURE GROWTH

### Dear Shareholders

I am delighted to report that 2018 marked a monumental year for the development and growth of the Group. Over the course of the year, the Group reinforced its ambitious growth strategy by advancing its Businesses through the adherence to five key sources of value: strategic partnership, market expansion, digital transformation, talent acquisition and community service.

### Strategic Partnership

In mid April 2019, the Group signed a Joint Venture Agreement with S.F. Holding Co., Ltd., a company listed on the Shenzhen Stock Exchange, in relation to the formation of a joint venture company to provide a Total Logistics Solution in Vietnam. The purposes of this joint venture were to enhance the logistics capabilities of the Group's rapidly expanding Circle K business in Vietnam and to capitalize on the dynamic growth opportunities in the overall manufacturing, retail and e-commerce business sectors in Vietnam. In addition, the existing international trade tensions led us to believe this joint venture to enable the Group to expand its business scope in Vietnam, increase its profitability and bring long term value to the Group.

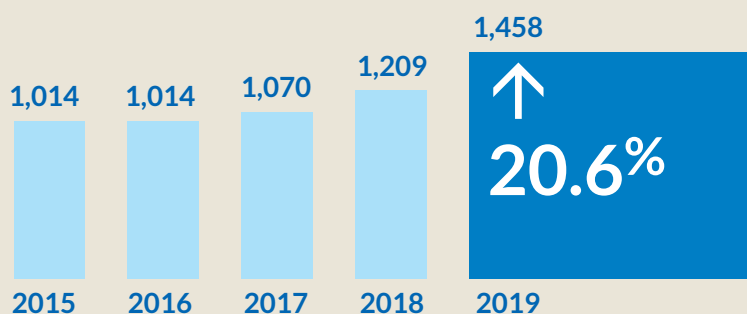
## Market Expansion

In 2018/2019, the Group recorded a 20.6% increase in total revenue across all Businesses. This growth was attributed to double-digit revenue growths in both the Rice and Circle K Convenience Store Businesses. Looking forward, the Group is encouraged by its year-on-year performances and is committed to continuous innovation and operation at the highest level to maximize shareholder value.

### Revenue - Group Total

For the year ended 31 March 2019  
HK\$ million

Revenue change over 5-years period



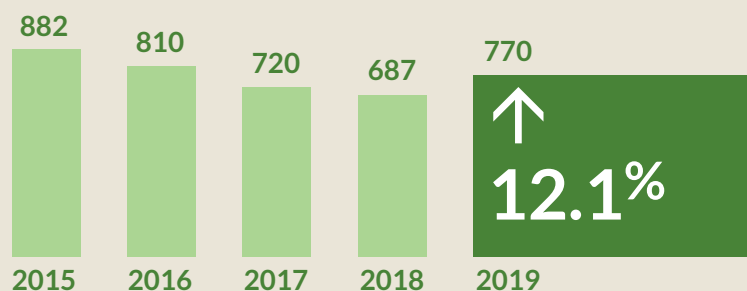
### Rice (Hong Kong)

In Hong Kong, the rice operating business environment remained competitive and challenging. The revenue for the Group's rice business rose 12.1% from 687 million HKD in 2017/2018 to 770 million HKD in 2018/2019. Over the course of the year, the international premium rice price rose significantly and this gave pressure to our profit margin. To counter these challenges, the Group continued to revamp cost control measures, enhance operational efficiency and strengthen consumer relationships and knowledge. To meet the evolving consumer behaviors in the modern market, we broadened our product spectrum by introducing the Kangaroo Brand Low Glycemic Index Rice and the Golden Elephant Brand Microwavable Cooked Thai Jasmine Rice. The former featured health conscious properties and the latter offered high-quality convenience. Both products shown positive reception and results in the market.

### Revenue - Rice Operation

For the year ended 31 March 2019  
HK\$ million

Revenue change over 5-years period



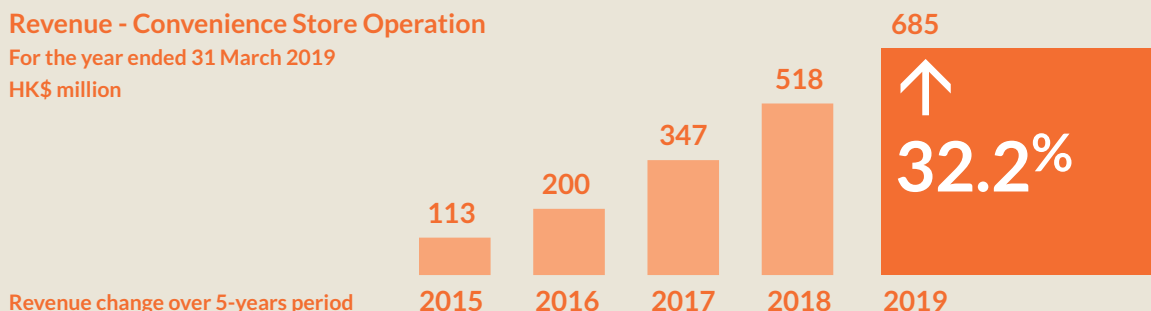
# Chairman Statement

## Circle K Convenience Stores (Vietnam)

In Vietnam, the Group currently owns and operates 320 Circle K convenience stores, spreading through four major cities and provinces in Ho Chi Minh City, Hanoi, Vung Tau and Binh Duong Province. The business performance for the Circle K business last year was encouraging: Revenue rose 32.2% from 518 million HKD in 2017/2018 to 685 million HKD in 2018/2019. This robust revenue growth was attributed to the integration of increasing O2O (online-to-offline) businesses leveraged on the expanding geographical real estate coverage of the stores, gains in customer count and ticket sizes, and enhancement of our supply chain management. The Group believes the Circle K business to be a sustainable business platform for the Group's long-term growth prospect in Vietnam.

### Revenue - Convenience Store Operation

For the year ended 31 March 2019  
HK\$ million



## Digital Transformation

Over the course of the year, the Group recognized the importance of integrating innovative technology to effectively capture the demands of the modern market and consumer. The Group pledged capital to revamp existing IT infrastructures and to utilize forefront data technology to upgrade customer experience, boost sales efficiency and make more data-driven decisions across all fronts of the Group. Looking forward, the Group sees technology integration as assets and influential drivers of the Businesses.

## Talent Acquisition

In all fronts of the Businesses, the Group managed to recruit and retain high performing and well-credentialed management executives to the team. The group recognized the importance of putting the right people in the right positions at every level across the Group, and providing them with the knowledge and resources they need to deliver exceptional performances. Upholding healthy corporate culture is paramount to the Group's success and this can be exemplified by the "Caring, Sharing and Learning" initiative fostered at the inception of the Circle K business in Vietnam.

This year, the Group's senior management was strengthened with the additions of two experienced executives to the newly established Panel of Advisors. The purpose of the Panel was to share expertise, experience and best practices across the Group to maximize value creation.

Mr. Alex, Yu-Chun Chow, former Chief Financial Officer of New World Group of Hong Kong. Mr. Chow has 38 years of experience in the areas of corporate finance and investment management. Mr. Chow is a Fellow of the Association of Chartered Certified Accountants from the United Kingdom.

Mr. David, Tai-Wai Kuk, former Executive Director of Sims Logistics Services Limited and former Managing Director of Dah Chong Hong Logistics Company Limited. Mr. Kuk has 30 years of experience in logistics operations in Hong Kong and China, and is a Member of the Hong Kong Logistics Development Council.

### Community Services

The Group pledged to operate the Businesses in a caring and environmentally friendly manner for the well being of the community. The Group is determined to encourage staffs and business partners to reduce wastages and continue to promote environmental awareness.

As a participant of the Caring Company Program, the Group committed to give back to society and to enrich the community: In Hong Kong, we initiated our "Rice at Cost" program to different charity groups and made special donations to various charities such as Psychiatric Rehabilitation Association and the HK Parkinson's Disease Foundation. In Vietnam, the Group engaged in "Fun Run" event for supporting and raising funds for local charities.

The Group will continue to sustain its key commitments to society and maintain high levels of integrity in growing the Businesses.

In summary, I would like to thank the shareholders for their continuous support throughout the years and for their confidence moving forward. The group enters 2019/2020 in excellent shape with strong growth momentum.



# Chairman Statement

## **FINAL DIVIDEND**

The Directors have resolved to recommend the payment of a final dividend of HK1.2 cents per share (2018: HK1.2 cents per share) for the year ended 31st March, 2019 to the shareholders on the Register of Members of the Company at the close of business on Tuesday, 3rd September, 2019. Together with the interim dividend of HK1.1 cents per share paid on Wednesday, 9th January, 2019, the total dividends for the year ended 31st March, 2019 will be HK2.3 cents per share (2018: HK2.4 cents per share).

Subject to the approval of shareholders at the forthcoming annual general meeting, the final dividend will be paid to the shareholders on or about Monday, 16th September, 2019.

## **CLOSURE OF REGISTER OF MEMBERS FOR THE ENTITLEMENT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING**

For the purpose of determining the entitlement of the shareholders to attend and vote at the forthcoming annual general meeting, the Register of Members of the Company will be closed from Thursday, 22nd August, 2019 to Wednesday, 28th August, 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the Register of Members of the Company at the close of business on Wednesday, 21st August, 2019 will be entitled to attend and vote at the forthcoming annual general meeting. All transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 21st August, 2019.

## **LAST DAY FOR TRADING AND RECORD DATE FOR THE ENTITLEMENT TO FINAL DIVIDEND**

The last day for trading in the Company's shares with entitlement to the final dividend will be on Friday, 30th August, 2019. The Company's shares will be traded ex-entitlement on Monday, 2nd September, 2019.

The record date for the entitlement to the final dividend is at 4:30 p.m. (Hong Kong time) on Tuesday, 3rd September, 2019. In order to qualify for the final dividend, if approved, all transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30p.m. (Hong Kong time) on Tuesday, 3rd September, 2019. The final dividend will be paid on or about Monday, 16th September, 2019.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares for the year ended 31st March, 2019.

On behalf of the Board

**Laurent LAM Kwing Chee**

*Chairman*

Hong Kong, 28th June, 2019

## Our Company

# Our Vision

We want our company to be the first and only choice in all our current and new businesses in the selected markets.

# Our Mission

Our purpose is to deliver respected products to our customers with professionalism and integrity in all aspects of our operations and business conduct.

We strive shareholder value by making Golden Resources Group a truly sustainable company, a company we all take pride to work with.

# Report of the Directors

The Directors present their annual report and the audited consolidated financial statements for the year ended 31st March, 2019.

## **PRINCIPAL ACTIVITIES**

The Company acts as an investment holding company and its subsidiaries are engaged in the business of sourcing, importing, wholesaling, processing, packaging, marketing and distribution of rice, operation of convenience stores, securities investment, property investment and investment holding.

Analyses of the Group's revenue and segment results by operating segment and geographical segment are set out in note 6 to the financial statements.

## **BUSINESS REVIEW**

Review and outlook of the business of the Group as required by Schedule 5 to the Hong Kong Companies Ordinance are disclosed in the Chairman Statement, Notes to the Financial Statements and Group Financial Summary of this annual report, which form part of this report.

## **KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS**

The Directors are of the view that employees, customers and business partners are the keys to the sustainable development of the Group. Our Directors believe that we maintain good working relations with our employees and business partners and we endeavor to improve the quality of services to the customers.

The Group offers competitive wages, bonuses and other benefits to full time employees. The Group ensures all staff are reasonably remunerated and regularly reviews the employment policies on remuneration and other benefits. The Group was awarded for three consecutive years 2014- 2015, 2015-2016 and 2016-2017 the "Good MPF Employer" by the Mandatory Provident Fund Schemes Authority. The Group was also awarded "Caring Company" Logo for 2017-2018 by The Hong Kong Council of Social Service.

The Group maintains good relationship with its customers and suppliers. The Group maintains close contacts with the customers and regularly reviews the customers' requirements and suggestions.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

The Group recognises the importance of compliance with regulatory requirements and risks of non-compliance with such requirements. The Group has conducted on-going review of the new enacted laws and regulations affecting the operations of the Group. For the year ended 31st March, 2019, the Group was not aware of any material non-compliance with the laws and regulations that have significant impact on the business of the Group.

# Report of the Directors

## **PERMITTED INDEMNITY PROVISION**

Pursuant to the Bye-Laws of the Company, the Directors and other officers for the time being of the Company acting in relation to the affairs 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 they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duties or supposed duties in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default, fraud and dishonesty respectively.

The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group to protect the Directors and officers of the Group against any potential liability arising from the Group's activities which such Directors and officers may be held liable.

## **CORPORATE SOCIAL RESPONSIBILITY**

### **Environmental Policies and Performance**

The Group recognises its responsibility to protect the environment from its business activities. The Group aims to maximize energy conservation in its offices by promoting efficient use of resources and adopting green technologies. For instance, the Group seeks to upgrade equipment such as lighting by installing LED lighting at the whole building; optimally controlling the thermostat settings of air conditioning systems and switching off unnecessary electric power in order to reduce costs and increase overall operating efficiency. To identify energy efficiency opportunities, the Group measures and records the energy consumption intensity from time to time. To minimize the noise pollution during production, the Group seeks to upgrade its production machines and install noise absorption material to prevent noise leaked to the nearby environment. The Group strives to reduce plastic waste by launching Hong Kong's first environmentally friendly rice bag which is comprised of substance that complied with European Union's packaging standard, enabling the plastic rice package to become degradable after discarding. We continually seek to identify and manage environmental impacts attributable to our operational activities in order to minimize these impacts if possible.

### **Social Contribution Activities**

The Group is committed to making a positive contribution to the communities by supporting a wide range of activities, social programs and charity initiatives. During the year, the Group had worked with charity organisations such as Annual Fun Fair held by the Hong Kong Sheng Kung Hui (Anglican Church), Affordable Rice Campaign held by Goods Co-Share, Hong Kong Parkinson's Disease Foundation, New Life Psychiatric Rehabilitation Association, Hong Kong Blood Cancer Foundation and other social services establishments to support our community. From time to time, the Group also supports different religious institutions, schools and community initiatives such as Cherish Angel Charity and the Road Safety Campaign Committee. The Group will continue to support new partners to serve the local communities and beyond.

## DIRECTORS

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

### Executive Directors:

Mr. Laurent LAM Kwing Chee (*Chairman*)

Mr. Anthony LAM Sai Ho (*Vice Chairman and Chief Executive Officer*)

Madam LAM Sai Mann

Ms. Morna YUEN Mai-tong

Mr. TSANG Siu Hung

### Non-executive Director:

Mr. Dennis LAM Saihong

### Independent Non-executive Directors:

Mr. Joseph LAM Yuen To

Mr. Michael YU Tat Chi

Mr. Ronald YAN Mou Keung

In accordance with bye-law 99(A) of the Company's Bye-Laws, Mr. Anthony LAM Sai Ho, Mr. Dennis LAM Saihong and Mr. Joseph LAM Yuen To, will retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Each of the Independent Non-executive Directors confirmed his independence with the Company pursuant to rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules"). The Company considered all the Independent Non-executive Directors are independent.

The term of office of each Executive Director and Non-executive Director is the period up to his retirement by rotation in accordance with the Company's Bye-Laws.

The term of appointment of the Independent Non-executive Directors, Mr. Joseph LAM Yuen To, Mr. Michael YU Tat Chi and Mr. Ronald YAN Mou Keung will be renewable automatically for each year commencing from the next day after the expiry of the current term of appointment to the next annual general meeting subsequently held, unless terminated by not less than one month's notice in writing served by either party or the other. All of the Independent Non-executive Directors are subject to retirement by rotation once every three years and are subject to re-election.

## SERVICE CONTRACTS OF DIRECTORS

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

# Report of the Directors

## BIOGRAPHICAL DETAILS OF DIRECTORS, SENIOR MANAGEMENT STAFF AND PANEL OF ADVISORS

### 1. Directors

The biographical details of the Directors of the Company are as follows:

Laurent LAM Kwing Chee, aged 72, Chairman of the Company. Mr. Lam graduated from the Eastern Illinois University, U.S.A. with a bachelor degree in Economics and History. After graduation in 1971, Mr. Lam established a company to manufacture fiberglass products and a direct marketing businesses in Hong Kong. Mr. Lam joined the Group in 1982 with responsibility in Product Marketing Strategy and Business Development. He has extensive business experience in the property development and investment in Hong Kong, North America and Asian countries. Mr. Lam was the co-founder of the Golden Resources Group, listed in The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 1991. After election as the Chairman of the Board in 2016, he took the integral part to oversee and renew strategic plan to strengthen the Group rice business and continue driving the expansion of Circle K convenience stores in Vietnam. Currently Circle K is the market leader of convenience stores in Vietnam in terms of store number and brand awareness. When he is not managing his business and supporting his Chief Executive Officer, he is engaging in local charity boards and spending time with his family. Mr. Lam is married with 2 children. Mr. Lam is the uncle of Mr. Anthony LAM Sai Ho, Madam LAM Sai Mann, Mr. Dennis LAM Saihong and Ms. Morna YUEN Mai-tong.

Anthony LAM Sai Ho, aged 52, Vice Chairman and Chief Executive Officer of the Company. He graduated from the University of Sydney in Australia, majoring in Economics and Psychology. After graduation, Mr. Lam joined the Merchant Banking Division of the State Bank of New South Wales, and had been extensively involved in the corporate financing and the securitization of assets and mortgages. Mr. Lam returned to Hong Kong and joined the Group in 1991 and has been appointed in several key senior management positions in Hong Kong and other Asian countries including Vietnam and Thailand. Mr. Lam holds an Executive Master of Business Administration degree from the City University of Hong Kong. Mr. Lam is an Executive Committee Member of the Customer Liaison Group for Rice under the Trade and Industry Department in Hong Kong, and the Executive Committee Member of the Federation of Hong Kong Industries (The Food, Beverages & Tobacco Group). He had been awarded the Ap Bac Medal from the Vietnam Government in recognition of his contribution to the rice industry in Vietnam. Apart from being active members in different business chambers and associations around the world, Mr. Lam is also a regular speaker in major international conferences. Mr. Lam is the nephew of Mr. Laurent LAM Kwing Chee, and the cousin of Madam LAM Sai Mann, Mr. Dennis LAM Saihong and Ms. Morna YUEN Mai-tong.

LAM Sai Mann, aged 44, Executive Director of the Company. She graduated from Macquarie University in Australia with a Bachelor of Commerce degree and holds a Master of Commerce degree from the University of Sydney in Australia. Madam Lam has extensive professional experience in operation and management of catering business. Madam Lam is the niece of Mr. Laurent LAM Kwing Chee, the sister of Mr. Dennis LAM Saihong, and the cousin of Mr. Anthony LAM Sai Ho and Ms. Morna YUEN Mai-tong.

## **BIOGRAPHICAL DETAILS OF DIRECTORS, SENIOR MANAGEMENT STAFF AND PANEL OF ADVISORS** *(Continued)*

### **1. Directors** *(Continued)*

Morna YUEN Mai-tong, aged 40, Executive Director of the Company. She graduated from the University of Western Ontario with a Bachelor of Administrative and Commercial Studies and received dual degrees in Master of Science in Accounting and Master of Business Administration from Northeastern University. Ms. Yuen is a member of the Hong Kong Institute of Certified Public Accountants. She joined the Group since 2010 and currently holds the position of General Manager of Procurement and Shipping Division of the Group. Prior to joining the Group, Ms. Yuen worked at BNP Paribas Wealth Management and Ernst & Young. Ms. Yuen has over 15 years of working experience in finance and assurance advisory. Ms. Yuen is the niece of Mr. Laurent LAM Kwing Chee, and the cousin of Mr. Anthony LAM Sai Ho, Madam LAM Sai Mann and Mr. Dennis LAM Saihong.

TSANG Siu Hung, aged 64, Executive Director of the Company and Finance Director of the Group. He holds a bachelor degree in Accountancy and is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He joined the Group in 1985. Mr. Tsang has extensive professional experience in finance, accounting and auditing fields.

Dennis LAM Saihong, aged 39, Non-executive Director of the Company. He is currently a Director at the Chief Investment Office of UBS Wealth Management. Mr. Lam has over 17 years of experience in asset management and corporate finance. He previously held investment research and portfolio management responsibilities at Franklin Templeton Investments, Schroders and PineBridge Investments (Asia) Limited. Mr. Lam is currently a CFA charterholder and a certified Financial Risk Manager (FRM). Mr. Lam graduated summa cum laude from Boston University with a B.A. (with Distinction) in Economics and Mathematics and received a Master of Arts degree in Statistics from Harvard University. Mr. Lam is the nephew of Mr. Laurent LAM Kwing Chee, the cousin of Mr. Anthony LAM Sai Ho and Ms. Morna YUEN Mai-tong, and the brother of Madam LAM Sai Mann.

Joseph LAM Yuen To, aged 53, Independent Non-executive Director of the Company. He graduated from University of New South Wales, Australia with a Bachelor's degree in Commerce (with Merit) and University of London, United Kingdom with Bachelor's degree in Law (Hons). Mr. Lam is a member of the Australian Society of Certified Public Accountants and member of the Hong Kong Institute of Certified Public Accountants. Mr. Lam has extensive experience in tax field audits, handling tax dispute cases in Hong Kong and PRC cross-border tax issues. He also provides services in Hong Kong and PRC tax health check on merger and acquisition assignments and initial public offering assignments.



# Report of the Directors

## **BIOGRAPHICAL DETAILS OF DIRECTORS, SENIOR MANAGEMENT STAFF AND PANEL OF ADVISORS** *(Continued)*

### **1. Directors** *(Continued)*

Michael YU Tat Chi, aged 54, Independent Non-executive Director of the Company. He holds a bachelor of commerce degree from the University of New South Wales, Australia. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yu is also a founding member of The Hong Kong Independent Non-Executive Director Association. Mr. Yu has many years of experience in accounting, corporate finance and asset management. He had held senior management positions in listed companies in Hong Kong. Mr. Yu was appointed as an Independent Non-executive Director of EVOG Intelligent Technology Company Limited (a listed company in Hong Kong, stock code: 2308) on 30th May, 2016 and Applied Development Holdings Limited (a listed company in Hong Kong, stock code: 519) on 14th September, 2016 respectively. He was appointed as an Independent Non-executive Director of China Netcom Technology Holdings Limited (a listed company in Hong Kong, stock code: 8071) on 31st August, 2017 and Lerado Financial Group Company Limited (a listed company in Hong Kong, stock code: 1225) on 6th February, 2018 respectively.

Ronald YAN Mou Keung, aged 64, Independent Non-executive Director of the Company. He has more than 27 years of experience in running retail fashions and had been an executive director and an operations director of a men's fashion retail chain. He had extensive experience in developing and promoting of brands, marketing and apparel distribution in fashion business. Mr. Yan is the Vice Chairman of Yau Tsim Mong "No-drug" Alliance Steering Committee, Chairman of Yau Tsim Mong South Area Committee and observer of Independent Police Complaints Council. Mr. Yan was awarded the Chief Executive's Commendation for Community Service on 1st July, 2016.

### **2. Senior Management**

The five Directors of the Company holding executive offices above are directly responsible for the various businesses of the Group. They are regarded as the members of the senior management of the Group.

### **3. Panel of Advisors**

The biographical details of the Panel of Advisors of the Company are as follows:

Mr. Alex CHOW Yu Chun, aged 72, former Chief Financial Officer of New World Group of Hong Kong. Mr. Chow has 38 years of experience in the areas of corporate finance and investment management. Mr. Chow is a Fellow of the Association of Chartered Certified Accountants from the United Kingdom.

Mr. David KUK Tai Wai, aged 68, former Executive Director of Sims Logistics Services Limited and former Managing Director of Dah Chong Hong Logistics Company Limited. Mr. Kuk has 30 years of experience in logistics operations in Hong Kong and China, and is a member of the Hong Kong Logistics Development Council.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31st March, 2019, the interests and short positions of the Directors and their associates in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, were as follows:

### Long positions

#### (a) Ordinary shares of the Company

Name of director	Number of ordinary shares beneficially held in the Company			Approximate percentage of the issued share capital of the Company
	Personal interests	Corporate interests	Total interests	
Mr. Laurent LAM Kwing Chee	—	14,700,000	14,700,000 (Note 1)	0.86%
Mr. Anthony LAM Sai Ho	—	22,050,000	22,050,000 (Note 2)	1.29%
Madam LAM Sai Mann	6,250,000	82,771,000	89,021,000 (Note 3)	5.24%
Mr. Dennis LAM Saihong	25,250,000	50,000,000	75,250,000 (Note 4)	4.43%
Mr. TSANG Siu Hung	2,500,000	—	2,500,000	0.14%

#### Notes:

- These 14,700,000 shares are held by Elite Solution Investments Limited, a company which is 50% owned by Mr. Laurent LAM Kwing Chee, a Director of the Company.
- These 22,050,000 shares are held by Mr. Anthony LAM Sai Ho, a Director of the Company as corporate interests: (i) 7,350,000 shares are held by Great Avenue Group Limited, a company which is 40% owned by Mr. Anthony LAM Sai Ho; and (ii) 14,700,000 shares are held by Elite Solution Investments Limited, a company which is 50% owned by Mr. Anthony LAM Sai Ho.
- These 89,021,000 shares are held by Madam LAM Sai Mann, a Director of the Company as beneficial owner in respect of 6,250,000 shares and as corporate interest in respect of 82,771,000 shares held by Joint Success Limited, a company which is wholly-owned by Madam LAM Sai Mann.
- These 75,250,000 shares are held by Mr. Dennis LAM Saihong, a Director of the Company as beneficial owner in respect of 25,250,000 shares and as corporate interest in respect of 50,000,000 shares held by Cheerful Group Holdings Limited, a company which is wholly-owned by Mr. Dennis LAM Saihong.

## Report of the Directors

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES *(Continued)*

#### Long positions *(Continued)*

#### *(b) Non-voting deferred shares of wholly-owned subsidiaries of the Company*

Name of director	Name of subsidiary	Capacity	Number of non-voting deferred shares beneficially held
Mr. Anthony LAM Sai Ho	Golden Resources Development Limited	Interest in controlled corporation	260,000 <i>(Note)</i>
Mr. Anthony LAM Sai Ho	Yuen Loong & Company Limited	Interest in controlled corporation	13,000 <i>(Note)</i>

*Note:* These shares are held by Marvel City Holdings Limited, a company which is 40% owned by Mr. Anthony LAM Sai Ho, a Director of the Company.

#### *(c) Ordinary shares of associate of the Company*

Name of director	Name of associate	Capacity	Number of ordinary shares held through corporation
Mr. Laurent LAM Kwing Chee	Starland Century Limited	Interest in controlled corporation	300 <i>(Note)</i>

*Note:* These shares are held by L.K.C. Company Limited, a company which is wholly-owned by Mr. Laurent LAM Kwing Chee, a Director of the Company.

Save as disclosed above, as at 31st March, 2019, none of the Directors nor their associates of the Company had or was deemed to have any interest or short positions in the shares or underlying shares of the Company or any of its associated corporations as recorded in the register that required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

# Report of the Directors

## SHARE OPTIONS GRANTED TO DIRECTORS AND EMPLOYEES

Particulars of the Company's share option scheme adopted by the Company on 26th August, 2008 (the "Old Share Option Scheme") are set out in note 27 to the financial statements.

During the year ended 31st March, 2019, details of share options granted to the Directors and employees under the Old Share Option Scheme of the Company were as follows:

	Grant date	Validity period	Exercise price for one share (Note 1) HK\$	Balance outstanding at 1st April, 2018	Granted during the year	Exercised during the year	Lapsed during the year	Balance outstanding at 31st March, 2019
<b>Director</b>								
Mr. TSANG Siu Hung	13th October, 2011	13th October, 2011 — 25th August, 2018 (Note 2)	0.41	2,500,000	—	—	2,500,000	—
<b>Total</b>				2,500,000	—	—	2,500,000	—
<b>Employees</b>								
	13th October, 2011	13th October, 2011 — 25th August, 2018 (Note 3)	0.41	3,000,000	—	—	3,000,000	—
	21st December, 2011	21st December, 2011 — 25th August, 2018 (Note 3)	0.376	1,000,000	—	—	1,000,000	—
<b>Total</b>				4,000,000	—	—	4,000,000	—
<b>Grand total</b>				6,500,000	—	—	6,500,000	—

## Report of the Directors

### SHARE OPTIONS GRANTED TO DIRECTORS AND EMPLOYEES *(Continued)*

*Notes:*

1. The exercise price of the share options to subscribe for one ordinary share is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
2. The option to subscribe for ordinary share is exercisable during the validity period, subject to the vesting scale as follows:
  - (i) up to 50% or partial exercise of the 5,000,000 ordinary shares exercisable after the 2nd year of the date of acceptance of the option; and
  - (ii) up to 100% or partial exercise of the 5,000,000 ordinary shares exercisable after the 4th year of the date of acceptance of the option.
3. The option to subscribe for ordinary share is exercisable during the validity period, subject to the vesting scale as follows:
  - (i) up to 33.33% or partial exercise of the 6,000,000 ordinary shares exercisable after the 2nd year of the date of acceptance of the options; and
  - (ii) up to 66.67% or partial exercise of the 6,000,000 ordinary shares exercisable after the 3rd year of the date of acceptance of the options; and
  - (iii) up to 100% or partial exercise of the 6,000,000 ordinary shares exercisable after the 4th year of the date of acceptance of the options.

The Old Share Option Scheme had expired on 25th August, 2018. The Company has adopted a new share option scheme on 29th August, 2018 for the purpose of providing the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants and for such other purposes as the Board may approve from time to time. Pursuant to the new share option scheme, no option was granted, exercised, lapsed or cancelled during the year or remained outstanding as at 31st March, 2019. Particulars of the Company's new share option scheme are set out in note 27 to the financial statements.

Save as disclosed above, none of the Directors nor their spouses or children under 18 years of age were granted or had exercised any rights to subscribe for any securities of the Company or any of its associated corporations.

### DIRECTORS' RIGHTS TO ACQUIRE SHARE

Save as disclosed under the headings "Directors' Interests and Short Positions in the Shares and Underlying Shares" and "Share Options Granted to Directors and Employees" above and particulars of the Company's share option scheme as set out in note 27 to the financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate and neither the Directors nor the Chief Executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company.

# Report of the Directors

## SUBSIDIARIES AND ASSOCIATES

Details of the Company's principal subsidiaries and of the Group's principal associates at 31st March, 2019 are set out in notes 30 and 16 to the financial statements respectively.

## RESULTS AND APPROPRIATION

The results of the Group for the year ended 31st March, 2019 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 59 to 144.

An interim dividend of HK1.1 cents per share amounting to approximately HK\$18,671,000 was paid to the shareholders during the year. The Directors now recommend the payment of a final dividend of HK1.2 cents per share to the shareholders on the Register of Members on Tuesday, 3rd September, 2019 amounting to approximately HK\$20,369,000.

## SHARE PREMIUM AND RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 29 to the financial statements and the consolidated statement of changes in equity respectively.

## GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 146 of the annual report.

## INVESTMENT PROPERTIES

The Group revalued all of its investment properties at 31st March, 2019. The revaluation surplus of HK\$1,780,000 has been credited to the consolidated statement of profit or loss.

Details of movements during the year in the investment properties of the Group are set out in note 14 to the financial statements.

## Report of the Directors

### FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

As at 31st March, 2019, the Group held financial assets at fair value through profit or loss of approximately HK\$298,900,000 (the "Investments"), particulars of which are set out below:

#### The Investments

##### Equity securities

Stock Code	Name of investee company	Number of shares held	Percentage of share capital owned by the Group %	Investment cost (Note 1) HK\$'000	Market value as at 31st March, 2019 (Note 1) HK\$'000	Unrealized gain/(loss) on change in fair value for the year ended 31st March, 2019 (Note 1) HK\$'000	Realized gain on disposal for the year ended 31st March, 2019 (Note 1) HK\$'000	Dividend received for the year ended 31st March, 2019 HK\$'000
<b>Listed in Hong Kong</b>								
0001	CK Hutchison Holdings Limited	20,000	0.0005	2,016	1,649	(229)		59
0002	CLP Holdings Limited	50,000	0.0020	3,098	4,550	555		151
0005	HSBC Holdings PLC	93,200	0.0005	7,536	5,955	(942)		373
1038	CK Infrastructure Holdings Limited	15,000	0.0006	1,027	967	5		36
1299	AIA Group Limited	100,000	0.0008	3,039	7,815	1,175		103
1398	Industrial and Commercial Bank of China Limited	810,000	0.0002	4,545	4,658	(793)		211
2388	BOC Hong Kong (Holdings) Limited	250,000	0.0024	4,710	8,125	(1,425)		326
	Others						75	—
<b>Total listed in Hong Kong</b>				<b>25,971</b>	<b>33,719</b>	<b>(1,654)</b>	<b>75</b>	<b>1,259</b>
<b>Listed outside Hong Kong</b>								
159901.SZ	E Fund SZSE100 ETF	400,000	0.0330	1,477	2,139	(120)		—
2330.TW	Taiwan Semiconductor Manufacturing Co Ltd	10,000	0.0000	456	624	(1)		16
2360.TW	Chroma ATE Inc.	16,000	0.0039	672	596	(53)		15
4938.TW	Pegatron Corporation	15,000	0.0006	312	203	(76)		12
4966.TWO	Parade Technologies Ltd	4,000	0.0052	310	526	(61)		12
GOOGL.O	Alphabet Inc Class A	75	0.0000	515	693	82		—
MSFT.OQ	Microsoft Corporation	1,670	0.0000	1,025	1,546	349		16
GS.N	The Goldman Sachs Group	234	0.0001	410	353	(59)		—
	Others						41	—
<b>Total listed outside Hong Kong</b>				<b>5,177</b>	<b>6,680</b>	<b>61</b>	<b>41</b>	<b>71</b>
<b>Total listed</b>				<b>31,148</b>	<b>40,399</b>	<b>(1,593)</b>	<b>116</b>	<b>1,330</b>
<b>Unlisted</b>				<b>37,795</b>	<b>39,691</b>	<b>1,896</b>		<b>—</b>
<b>Total equity securities</b>				<b>68,943</b>	<b>80,090</b>	<b>303</b>	<b>116</b>	<b>1,330</b>

#### Notes:

- The investment cost, market value as at 31st March, 2019, unrealized gain/(loss) on change in fair value and realized gain on disposal of the Investments in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

## FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

### The Investments (Continued)

#### Debt securities

Name of investee company	Investment cost HK\$'000	Market value as at 31st March, 2019 HK\$'000	Unrealized gain/(loss) on change in fair value for the year ended 31st March, 2019 HK\$'000	Realized loss on disposal for the year ended 31st March, 2019 HK\$'000
<b>Listed in Hong Kong</b>				
China Construction Bank (Asia) Corporation Limited	7,835	7,889	6	
Bank of China Limited	1,550	1,662	42	
Lenovo Group Limited	3,187	3,142	(50)	
ICBCIL Finance Co. Ltd.	4,293	4,238	63	
Others				(102)
<b>Total listed in Hong Kong</b>	<b>16,865</b>	<b>16,931</b>	<b>61</b>	<b>(102)</b>
<b>Listed outside Hong Kong</b>				
The Bank of East Asia, Limited	3,100	3,226	(118)	
Wells Fargo & Company	4,274	3,954	63	
ICBC Sydney Branch	3,148	3,141	(7)	
Sumitomo Mitsui Financial Group, Inc.	4,527	4,590	119	
Others				(47)
<b>Total listed outside Hong Kong</b>	<b>15,049</b>	<b>14,911</b>	<b>57</b>	<b>(47)</b>
<b>Total debt securities</b>	<b>31,914</b>	<b>31,842</b>	<b>118</b>	<b>(149)</b>



## Report of the Directors

### FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

#### The Investments (Continued)

##### Other securities

Name of investee company	Investment cost HK\$'000	Market value as at 31st March, 2019 HK\$'000	Unrealized gain/(loss) on change in fair value for the year ended 31st March, 2019 HK\$'000	Realized gain on disposal for the year ended 31st March, 2019 HK\$'000
ArchiTech Capital Feeder Fund Ltd.	2,715	2,582	(122)	
Goldman Sachs (Asia) L.L.C. (Note 2)	69,794	89,691	2,661	
Morgan Stanley & Co. International plc (Note 3)	46,542	52,729	184	
Equity-Linked Notes	391	390	(3)	
Wealth Management Products	40,799	41,576	84	
Others				69
<b>Total other securities</b>	<b>160,241</b>	<b>186,968</b>	<b>2,804</b>	<b>69</b>

#### Notes:

- The portfolio is managed by Goldman Sachs (Asia) L.L.C. (the "manager") for Billion Trade Development Limited, a wholly-owned subsidiary of the Company. The investments in the portfolio are selected based on a bespoke, global, multi-asset class discretionary separate account strategy of the manager. In this strategy, the manager utilizes its proprietary asset allocation model when setting the long term strategic asset allocation with a focus on diversification across asset classes and regions. With respect to implementation, the manager draws from a spectrum of solutions to construct a bespoke portfolio with investments in mutual funds and exchange traded funds.

As of 31st March, 2019, the portfolio was comprised of cash and cash equivalents (0.8%), in addition to mutual funds and exchange traded funds invested in fixed income (44.8%), equities (46.4%) and other investments (8.0%). The portfolio is long term in nature, but in the short and medium term, the manager may tactically deviate from the strategic allocation when dislocations from long term historical valuations in certain asset classes arise. For the fiscal year ended 31st March, 2019, the 12-month period portfolio volatility was 7.32%.

As the portfolio is a diversified multi-asset class portfolio, future risks include most risks that various asset classes face, including market, credit, interest rate, inflation, emerging market, liquidity, FX, real estate, derivatives and counter-party risks.

## FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

### The Investments (Continued)

### Other securities (Continued)

#### Notes: (Continued)

In 2019, the manager expects economic activity to slow but remain around trend in the US, Euro Area, UK and Japan. Specifically, the manager believes US real GDP growth will mildly decelerate in 2019 compared to 2018 while the manager's base case for Euro Zone 2019 GDP growth is wider than usual in order to reflect noise in recent data and political uncertainties. In Japan, the manager believes the country's GDP growth will increase modestly compared to 2018.

In the manager's view, recession risk has risen slightly from 2018 but remains low in the US and Euro area as core inflation is likely to remain stable or rise gradually in the major developed markets in 2019. Hence the manager expects the Fed to increase interest rates at a slower rate in 2019, as growth remains above-trend, unemployment low, and inflation near target. Further tightening of financial conditions or a sharper than expected slowdown in 2019 could even delay further hikes. The manager believes the Bank of England will raise rates slowly in 2019 while the ECB and Bank of Japan will likely remain on hold. The key political risks to the manager's views are rising trade frictions between the US and China and US domestic political tensions. Brexit and Italian politics also remain a source of uncertainty.

The manager believes equities will offer above-average returns in 2019 as US earnings continue to grow in 2019, albeit at a slower pace reflecting mid-single-digit revenue growth and virtually unchanged profit margins. Meanwhile, the manager expects returns across fixed income assets to likely be more modest. While the manager remains vigilant regarding the broad range of risks that could undermine this recovery and bull market, they believe US pre-eminence will continue to endure despite changes in policies regarding immigration and trade, shifting attitudes between isolationism and engagement, and disruptive challenges to its institutions. Hence, they continue to recommend clients stay invested in equities.

3. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the strategy with Morgan Stanley & Co. International plc (the "MS Strategy") is constructed based on a top-down approach that focuses on asset class, region/country, sector, investment's theme and style selection, as opposed to individual security selection. The MS Strategy's investment objective is to provide a global asset allocation that seeks to achieve long-term capital appreciation over time by gaining exposure to a diversified range of asset classes, geographical markets, sectors and investment styles, primary through funds, including exchanged traded funds, traditional funds and more sophisticated equity, fixed income, multi-asset class or alternative investment-linked funds.

As at 31st March, 2019, the MS Discretionary Strategy Target Allocation comprised 4% cash or cash equivalents, 18% fixed income funds, 57% equity funds (in the United States, Europe, Japan, Asia Pacific ex Japan and emerging markets) and the remaining 21% alternative strategies (which may, from time to time, include hedge funds, commodities, real estate). The year-to-date and 12-month period annualized portfolio volatility of the MS Strategy were 4.23% and 5.78% respectively. Portfolio volatility refers to volatility of the daily total returns over a certain time period, then annualized.

As for the investment outlook, equity and credit markets have rallied sharply on the back of the Fed's dovish pivot and valuations now appear full. In our view, the pivot does not ease the excesses in the US economy created by the imperfectly timed fiscal stimulus. Equity risks are elevated as companies may reduce guidance again and cut back on labor, capital spending and inventory.

Global equity markets are essentially flat year over year but have experienced significantly more volatility than what investors likely expected. The market moves during the past year were consistent with our call for a rolling bear market in the context of a secular bull market. We have often stated that this bear market would take the form of a consolidation and likely frustrate the bears as much as the bulls.

Indeed, last year's drawdown was approximately 21% for the MSCI All Country World Index with each regional market suffering the worst part of their individual bear markets at different times. Well-diversified portfolios were down only 5% to 10% at their worst last year, which is tolerable for most wealth owners. This is why the portfolio remained significantly overweight equities throughout this period even though there were reductions in our exposures near the highs in January and July last year.

## Report of the Directors

### **FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS** *(Continued)*

#### **The Investments** *(Continued)*

During the year ended 31st March, 2019, the Group recorded fair value gain on financial assets at fair value through profit or loss of approximately HK\$3,261,000 attributable to realized gain of approximately HK\$36,000 and unrealized gain of approximately HK\$3,225,000. Dividend income received from financial assets at fair value through profit or loss amounted to approximately HK\$1,330,000 during the year. The amounts of financial assets at fair value through profit or loss acquired and disposed during the year amounted to approximately HK\$123,163,000 and HK\$88,530,000 respectively.

### **PROPERTY, PLANT AND EQUIPMENT**

Details of movements during the year in the property, plant and equipment of the Group are set out in note 13 to the financial statements.

### **SHARE CAPITAL**

Details of movements during the year in the share capital of the Company are set out in note 26 to the financial statements.

### **DISTRIBUTABLE RESERVES**

As at 31st March, 2019, the Company's reserves available for distribution to shareholders, calculated in accordance with the provision of the Companies Act 1981 of Bermuda (as amended), amounted to approximately HK\$264,540,000.

### **PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Company's Bye-Laws or the law of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

# Report of the Directors

## RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group during the year are set out in note 34 to the financial statements.

## EVENT AFTER THE REPORTING PERIOD AND CONNECTED TRANSACTION

On 15th April, 2019, Affluent Woods Limited (“Affluent Woods”), an indirect wholly-owned subsidiary of the Company, entered into a joint venture agreement with S.F. Express (Overseas) Limited (“SF Overseas”) to establish a joint venture to provide Logistics Solutions in Vietnam (“JV Agreement”). A joint venture company (“JV Company”) was incorporated in the Republic of Singapore on 28th January, 2019 and was owned as to 61% by Affluent Woods and the remaining 39% by SF Overseas.

SF Overseas is a connected person of the Company at the subsidiary level by virtue of its 39% shareholding interests in the JV Company. Accordingly, the Transactions involving SF Overseas constitute connected transactions for the Company under Chapter 14A of the Listing Rules. The Transactions are on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole.

The business of the joint venture shall be to provide Logistics Solutions in Vietnam and, unless expressly refused by the board of directors of the JV Company, to participate in any other business which SF Overseas proposes to conduct within Vietnam.

In connection with the establishment of the joint venture, each joint venture Shareholder undertakes to contribute the respective cash contributions to the paid-up capital of the JV Company. Affluent Woods shall contribute Singapore dollar \$61 for initial cash contribution and Singapore dollar \$4,262,326 for first year cash contribution.

The JV Agreement is a joint venture agreement made pursuant to the non-legally binding memorandum of understanding dated 29th August, 2018 entered into between the Group and a wholly-owned subsidiary of S.F. Holding Co., Ltd. (“SF”) in relation to the proposed formation of a joint venture.

To the best of the Directors’ knowledge, information and belief having made reasonable enquiries, SF Overseas is an indirect wholly-owned subsidiary of SF, which is a leading comprehensive service provider of express logistics in the Mainland China.

The business strategy of the Company is to consider promising business and investment opportunities from time to time in order to increase the value of the Company. With the Company’s Circle K retail business being the market leading convenience store in Vietnam, the Company has witnessed dynamic growth in the overall retail and eCommerce sectors. By capitalizing on these expanding sectors and bolstering the Company’s Circle K business through providing first-rate logistics and supply chain solutions, the Board believes the joint venture in Vietnam will embody tremendous growth value. The formation of the joint venture will enable the Group to expand its business scope, increase its profitability and bring long term value to the Group.

The JV Company will be accounted for as a subsidiary of the Company and its financial performance will be consolidated into the Group.

## Report of the Directors

### DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements and contracts in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### MANAGEMENT CONTRACTS

No contracts 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.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As of 31st March, 2019, none of the Directors, the substantial shareholders or their respective close associates (as defined under the Listing Rules) had held any position or had any interest in any businesses or companies that were or might be materially, either directly or indirectly, competing with the business of the Group, or gave rise to any concern regarding conflict of interests during the year ended 31st March, 2019.

### CORPORATE GOVERNANCE

The Company had complied with the code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the "Code") contained in Appendix 14 to the Listing Rules on the Stock Exchange during the year ended 31st March, 2019.

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 31 to 43 of this annual report.

### SUBSTANTIAL SHAREHOLDERS

As at 31st March, 2019, the following persons, other than Directors or Chief Executives of the Company, had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name of shareholder	Number of shares held (Note 1)	Approximate percentage of the issued share capital of the Company
Yuen Loong International Limited ("Yuen Loong")	548,052,026	32.28% (Note 2)
Chelsey Developments Ltd. ("Chelsey")	252,240,000	14.86% (Note 2)

# Report of the Directors

## SUBSTANTIAL SHAREHOLDERS (Continued)

Notes:

1. These shares represent long positions.
2. Mr. Laurent LAM Kwing Chee, a Director of the Company, is interested in approximately 18% of the issued share capital of each of Yuen Loong and Chelsey. Mr. Anthony LAM Sai Ho, a Director of the Company, is interested in 40% of the issued share capital of Marvel City Holdings Limited which in turn is interested in approximately 24% of the issued share capital of each of Yuen Loong and Chelsey. Madam LAM Sai Mann, a Director of the Company, is interested in 30% of the issued share capital of Elegant Investments Holdings Limited which in turn is interested in approximately 24% of the issued share capital of each of Yuen Loong and Chelsey. Mr. Dennis LAM Saihong, a Director of the Company, is interested in 30% of the issued share capital of Elegant Investments Holdings Limited which in turn is interested in approximately 24% of the issued share capital of each of Yuen Loong and Chelsey.

Save as disclosed above, as at 31st March, 2019, the Company had not been notified by any other person, other than Directors or Chief Executives of the Company, who had interests or short positions in the shares or underlying shares of the Company as recorded in the register that required to be kept by the Company pursuant to Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

## CHARITABLE DONATIONS

During the year, the Group made charitable donations amounting to approximately HK\$41,000.

## LIQUIDITY AND FINANCIAL RESOURCES

The Group had cash balance of approximately HK\$252 million as at 31st March, 2019.

With cash and other current assets of approximately HK\$821 million as at 31st March, 2019 as well as available banking facilities, the Group has sufficient financial resources to satisfy its commitments and working capital requirements.

The Group did not have any debt financing as at 31st March, 2019.

## NET ASSET VALUE

The net asset value of the Group as at 31st March, 2019 was HK\$0.74 per share based on 1,697,406,458 shares in issue as at that date.

## EMPLOYEES AND REMUNERATION POLICY

The total number of employees for the Group is about 3,074.

Remuneration packages are reviewed by the Group from time to time. In addition to salary payments, other fringe benefits for the staff include retirement benefits schemes and medical insurance scheme, as well as quarters and housing allowances for certain staff. The Group has taken out personal accident insurance for senior staff and the staff who frequently travel overseas on business trips.

## Report of the Directors

### MAJOR CUSTOMERS AND SUPPLIERS

For the financial year ended 31st March, 2019, the five largest customers of the Group accounted for approximately 31% by value of the Group's revenue and the five largest suppliers accounted for approximately 45% by value of the Group's total purchases. Approximately 13% of the Group's revenue and approximately 15% of the Group's total purchases were attributable to the Group's largest customer and supplier respectively.

Cousins of the Company's Director (Mr. Laurent LAM Kwing Chee) and uncles of the Company's Directors (Mr. Anthony LAM Sai Ho, Madam LAM Sai Mann, Mr. Dennis LAM Saihong and Ms. Morna YUEN Mai-tong) had beneficial interests in one of the Group's five largest suppliers. The Group held 40% beneficial interest in this supplier.

Save as disclosed above and as far as the Company's Directors are aware, none of the Directors of the Company or any of their other associates, or any shareholders (which, to the best knowledge of the Directors, owned more than 5% of the Company's issued share capital) had a beneficial interest in the Group's five largest customers and five largest suppliers.

### PUBLIC FLOAT

As at the date of this report, based on the information publicly available to the Company and within the knowledge of the Directors of the Company, over 25% of the issued share capital of the Company was held by the public as required under the Listing Rules.

### AUDITOR

A resolution will be submitted to the forthcoming annual general meeting to re-appoint HLM CPA Limited as the auditor of the Company.

On behalf of the Board

**Anthony LAM Sai Ho**

*Vice Chairman and Chief Executive Officer*

Hong Kong, 28th June, 2019

The Company is committed to maintaining good corporate governance standard and procedures to safeguard the interests of all shareholders and to enhance accountability and transparency.

## CORPORATE GOVERNANCE PRACTICES

The Company adopted all the code provisions in the Code as set out in Appendix 14 to the Listing Rules as its own code on corporate governance. The Company has complied with the Code throughout the year ended 31st March, 2019.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by Directors. All Directors have confirmed, following specific enquiry by the Company, that they fully complied with the required standard as set out in the Model Code throughout the year ended 31st March, 2019.

## THE BOARD

### Composition

The Board currently comprises nine Directors including five Executive Directors, one Non-executive Director and three Independent Non-executive Directors. The Independent Non-executive Directors possess appropriate academic and professional qualifications or related financial management expertise and have brought a wide range of business and financial experience and independent judgment to the Board.

The composition of the Board of the Company for the year ended 31st March, 2019 and up to the date of this report were:

### Executive Directors:

Mr. Laurent LAM Kwing Chee (*Chairman*)

Mr. Anthony LAM Sai Ho (*Vice Chairman and Chief Executive Officer*)

Madam LAM Sai Mann

Ms. Morna YUEN Mai-tong

Mr. TSANG Siu Hung

### Non-executive Director:

Mr. Dennis LAM Saihong

### Independent Non-executive Directors:

Mr. Joseph LAM Yuen To

Mr. Michael YU Tat Chi

Mr. Ronald YAN Mou Keung

Mr. Laurent LAM Kwing Chee, Chairman of the Company, is the uncle of Mr. Anthony LAM Sai Ho, Vice Chairman and Chief Executive Officer, Madam LAM Sai Mann and Ms. Morna YUEN Mai-tong, the Executive Directors of the Company, and Mr. Dennis LAM Saihong, the Non-executive Director of the Company. The biographical details and relationships among members of the Board are set out on pages 14 to 16 of this annual report. Save as disclosed above and in the



# Corporate Governance Report

“Biographical Details of Directors, Senior Management Staff and Panel of Advisors” section of this annual report, none of the Directors of the Company has any financial, business, family or other material/relevant relationships with one another.

During the year ended 31st March, 2019, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors, representing one-third of the Board and with at least one Independent Non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received written annual confirmation in respect of independence from all its Independent Non-executive Directors pursuant to the requirements of the Listing Rules. The Company considers all Independent Non-executive Directors to be independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company has formal letter of appointment for all Directors setting out the key terms and conditions relative to their appointment.

Directors of the Company are continually updated with legal and regulatory developments, and the business environment to facilitate the discharge of their responsibilities. During the year, all Directors have participated in appropriate continuous professional training either by attending seminars, viewing the director training program video webcasting launched by the Stock Exchange and reading materials relevant to the Company’s business or to the Directors’ duties and responsibilities and kept a record of training they received.

During the year, the Company has arranged for appropriate liability insurance to indemnify its directors for their liabilities arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

## Function

The Board sets the Group’s overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Company. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, and dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group’s businesses to the Chief Executive Officer and the senior management.

The Board held four regular board meetings at approximately quarterly interval during the year ended 31st March, 2019. Additional board meetings were held when necessary. Notices of at least 14 days accompanying with agenda for regular board meetings were given to all of the Directors. The Directors have been provided in a timely manner with appropriate information in order to enable them to discharge their duties and responsibilities. The regular board meetings have been participated by the Directors either in person or by way of telephone conference from time to time when necessary. Minutes of full board meetings and meetings of board committee are properly kept and all Directors are entitled to have access to board papers and the related materials.

# Corporate Governance Report

During the year ended 31st March, 2019, none of the Directors of the Company has appointed any alternate to attend any board, committee and general meetings.

Details of individual attendance of Directors at the board meeting and general meeting during the year are set out in the table below:

Name of Director	Board Meeting Number of Attendance/ Number of Meeting Held	General Meeting Number of Attendance/ Number of Meeting Held
<b>Executive Directors:</b>		
Mr. Laurent LAM Kwing Chee ( <i>Chairman</i> )	4/4	1/1
Mr. Anthony LAM Sai Ho ( <i>Vice Chairman and Chief Executive Officer</i> )	4/4	1/1
Madam LAM Sai Mann	4/4	1/1
Ms. Morna YUEN Mai-tong	4/4	1/1
Mr. TSANG Siu Hung	4/4	1/1
<b>Non-executive Director:</b>		
Mr. Dennis LAM Saihong	4/4	1/1
<b>Independent Non-executive Directors:</b>		
Mr. Joseph LAM Yuen To	4/4	1/1
Mr. Michael YU Tat Chi	4/4	1/1
Mr. Ronald YAN Mou Keung	4/4	1/1

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

During the year, the Chairman of the Company is Mr. Laurent LAM Kwing Chee and the Chief Executive Officer of the Company is Mr. Anthony LAM Sai Ho.

## NON-EXECUTIVE DIRECTORS

The Independent Non-executive Directors of the Company were appointed with specific written term. The term of appointment of all of the Independent Non-executive Directors will be automatically renewable for each year commencing from the next day after the expiry of the current term of appointment to the next annual general meeting subsequently held, unless terminated by not less than one month's notice in writing served by either party or the other. All of the Independent Non-executive Directors are subject to retirement by rotation once every three years and are subject to re-election.

## BOARD COMMITTEES

During the year ended 31st March, 2019, the Board has three board committees, namely, the Remuneration Committee, the Audit Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs.

The three board committees of the Company are established with defined written terms of reference, approved by the Board, which set out the Committees' major duties. These are now posted on the websites of Hong Kong Exchanges and Clearing Limited and the Company and are available to shareholders.

The majority of the members of each board committee are Independent Non-executive Directors. The list of the Chairman and members of each board committee is set out in each of the following board committee section.

The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

### Remuneration Committee

The Company established the Remuneration Committee on 12th April, 2005 with specific written terms of reference in accordance with the requirement of the Stock Exchange which deal clearly with its authority and duties.

The Remuneration Committee has adopted the approach under code provision B.1.2(c)(ii) of the Code and advises and makes recommendations to the Board on the Group's overall policy and structure for the remuneration of directors and senior management.

The members of the Remuneration Committee for the year ended 31st March, 2019 comprise four members, of which three are Independent Non-executive Directors, Mr. Michael YU Tat Chi (Chairman of Remuneration Committee), Mr. Joseph LAM Yuen To, Mr. Ronald YAN Mou Keung and one is Executive Director, Mr. Laurent LAM Kwing Chee.

The principal duties of the Remuneration Committee include:

- to make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; and
- to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.

The Remuneration Committee held one meeting during the year ended 31st March, 2019. The attendance of each member was as follows:

<b>Name of Director</b>	<b>Number of Attendance/ Number of Meeting Held</b>
Mr. Michael YU Tat Chi ( <i>Chairman of the Remuneration Committee</i> )	1/1
Mr. Laurent LAM Kwing Chee	1/1
Mr. Joseph LAM Yuen To	1/1
Mr. Ronald YAN Mou Keung	1/1

During the year ended 31st March, 2019, the summary of work performed by the Remuneration Committee was as follows:

- reviewed the remuneration policy for 2018/2019;
- reviewed and updated the existing Directors' fee; and
- reviewed the remuneration of the Executive Directors, Non-executive Director and the Independent Non-executive Directors.

### **Nomination Committee**

The Company established the Nomination Committee on 30th March, 2012 with specific written terms of reference in accordance with the requirement of the Stock Exchange which deal clearly with its authority and duties.

The members of the Nomination Committee for the year ended 31st March, 2019 comprise four members, of which three are Independent Non-executive Directors, Mr. Joseph LAM Yuen To, Mr. Michael YU Tat Chi, Mr. Ronald YAN Mou Keung and one is Executive Director, Mr. Laurent LAM Kwing Chee (Chairman of Nomination Committee).

### **Board Diversity Policy**

The Board has adopted a board diversity policy (the "Policy") in June 2014 which sets out the approach to achieve diversity on the Board of the Company. The Company recognises and embraces the benefits of diversity in Board members. All Board appointments will be based on merit while taking into account diversity including gender diversity. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service.

The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee will review the Policy, as appropriate, to ensure the effectiveness of the Policy.

## Nomination Policy

The Board has adopted a Nomination Policy in December 2018 which sets out the principles guiding the Nomination Committee to identify and evaluate a candidate for nomination to the Board for appointment or to the shareholders of the Company for election as a Director of the Company. The policy contains a number of factors to which the Nomination Committee has to adhere when considering nominations. These factors include the candidate's skills and experience, diversity perspectives set out in the Board Diversity Policy, the candidate's time commitment and integrity, and the independence criteria under Rule 3.13 of the Listing Rules if the candidate is proposed to be appointed as an Independent Non-executive Director. The policy also lays down the following nomination procedures: the Nomination Committee (a) will take appropriate measures to identify and evaluate a candidate; (b) may consider a candidate recommended or offered for nomination by a shareholder of the Company; and (c) will, on making the recommendation, submit the candidate's personal profile to the Board for consideration.

The principal duties of the Nomination Committee include:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- to keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace, and in this connection, to keep up-to-date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- to assess the independence of Independent Non-executive Directors, having regard to the requirements under the Listing Rules;
- to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the chief executive; and
- to monitor the implementation of the Board Diversity Policy and to review the Policy, as appropriate, to ensure the effectiveness of the Policy.

The Nomination Committee held one meeting during the year ended 31st March, 2019. The attendance of each member was as follows:

<b>Name of Director</b>	<b>Number of Attendance/ Number of Meeting Held</b>
Mr. Laurent LAM Kwing Chee ( <i>Chairman of the Nomination Committee</i> )	1/1
Mr. Joseph LAM Yuen To	1/1
Mr. Michael YU Tat Chi	1/1
Mr. Ronald YAN Mou Keung	1/1

During the year ended 31st March, 2019, the summary of work performed by the Nomination Committee was as follows:

- reviewed the appointment of Executive Director and Non-executive Director and recommended to the Board for approval;
- reviewed the appointment of Independent Non-executive Director;
- reviewed the structure, size and composition of the Board; and
- reviewed and assessed the independence of Independent Non-executive Directors in accordance with the requirements under the Listing Rules.

## **Audit Committee**

The Company established the Audit Committee on 10th August, 1999 with specific written terms of reference in accordance with the requirement of the Stock Exchange which deal clearly with its authority and duties.

The members of the Audit Committee for the year ended 31st March, 2019 comprise three Independent Non-executive Directors, Mr. Joseph LAM Yuen To (Chairman of Audit Committee), Mr. Michael YU Tat Chi and Mr. Ronald YAN Mou Keung.

The principal duties of the Audit Committee include:

- to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- to develop and implement policy on engaging an external auditor to supply non-audit services;

## Corporate Governance Report

- to review the Company's financial controls, and expressly addressed by a separate board risk committee, or the Board itself, to review the Company's risk management and internal control systems;
- to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective internal control systems;
- to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response; and
- to review the Group's financial and accounting policies and practices.

The Audit Committee held two meetings during the year ended 31st March, 2019. The attendance of each member is set out as follows:

<b>Name of Director</b>	<b>Number of Attendance/ Number of Meeting Held</b>
Mr. Joseph LAM Yuen To ( <i>Chairman of the Audit Committee</i> )	2/2
Mr. Michael YU Tat Chi	2/2
Mr. Ronald YAN Mou Keung	2/2

During the year ended 31st March, 2019, the summary of work performed by the Audit Committee was as follows:

- review of the financial statement for the year ended 31st March, 2018 and for the six months ended 30th September, 2018;
- review and discussion of the audit findings with the auditor and review of the annual results announcement;
- review and consideration of various accounting issues and new standards and their financial impact;
- review the effectiveness of the internal control system of the Group; and
- consideration of the audit fee and audit work for the year.

### Corporate Governance Functions

The Company is committed to enhancing its corporate governance practices appropriately to the conduct and growth of its business. To achieve a right balance between conformance and governance, the Board is responsible for introducing and proposing relevant principles concerning corporate governance so as to enhance the standard of corporate governance of the Company. The Terms of Reference of Corporate Governance Function of the Board of Directors was established to serve this purpose.

# Corporate Governance Report

The Board is responsible for performing the corporate governance duties as follows:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; and
- to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

The Board held one meeting in respect of corporate governance functions during the year ended 31st March, 2019. The attendance of each member was as follows:

<b>Name of Director</b>	<b>Number of Attendance/ Number of Meeting Held</b>
Mr. Laurent LAM Kwing Chee ( <i>Chairman</i> )	1/1
Mr. Anthony LAM Sai Ho ( <i>Vice Chairman and Chief Executive Officer</i> )	1/1
Madam LAM Sai Mann	1/1
Ms. Morna YUEN Mai-tong	1/1
Mr. TSANG Siu Hung	1/1
Mr. Dennis LAM Saihong	1/1
Mr. Joseph LAM Yuen To	1/1
Mr. Michael YU Tat Chi	1/1
Mr. Ronald YAN Mou Keung	1/1

During the year ended 31st March, 2019, the summary of work performed by the Board in respect of corporate governance functions was as follows:

- reviewed the Company's policies and practices on corporate governance for 2018/2019;
- reviewed the training and continuous professional development of directors; and
- reviewed the Company's compliance with the Code and disclosure in the Corporate Governance Report for 2018/2019.

## COMPANY SECRETARY

The Company Secretary is a full time employee of the Company and has day-to-day knowledge of the Company's affairs. For the year ended 31st March, 2019, the Company Secretary undertook over 15 hours' professional training to update his skill and knowledge in compliance with the Code.



## AUDITOR'S REMUNERATION

During the year ended 31st March, 2019, the total audit fee of the Group amounted to approximately HK\$727,000. Non-audit service fee for the year amounted to approximately HK\$25,000.

## DIRECTORS' RESPONSIBILITIES FOR PREPARING THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of accounts for each financial period with a view to ensuring such accounts give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. The Company's accounts are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgment and estimates made are prudent and reasonable.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

The statement of the external auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 53 to 58 of this annual report.

## DIVIDEND POLICY

The Board has adopted a Dividend Policy in December 2018 which sets out the guidelines for the Board to determine whether to pay a dividend and the level of such dividend to be paid. The Board may also declare special dividends in addition to the interim dividend and final dividend as it considers appropriate. In deciding whether to propose a dividend and in determining the dividend amount, the Board will take into consideration the Group's distributable profits generated during the year, economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group, the investment needs and the retained profits that should be set aside for future development purposes, the current and future liquidity position and capital requirements of the Group. The payment of dividend is also subject to any restrictions under the laws of Bermuda and the Company's Bye-laws.

## INTERNAL CONTROL

The Board has overall responsibility for maintaining sound and effective risk management and internal control systems of the Group. The Group's risk management and internal control systems include a well defined management structure with limits of authority which is designed for the achievement of business objectives, so as to safeguard assets against unauthorized use or disposition, to ensure proper maintenance of books and records for the provision of reliable financial information for internal use or publication, and to ensure compliance with relevant legislation and regulations.

During the year under review, the Board, through the Audit Committee, has conducted a review of the effectiveness of the risk management and internal control systems of the Group including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. The Board is of the view that the existing risk management and internal control systems are effective and adequate to the Group.

## SHAREHOLDERS' RIGHTS

The Company treats all shareholders equally and ensures that shareholders' rights are protected and every convenience is provided to exercise their rights in the many ways that they should receive. The Memorandum of Association and New Bye-Laws of the Company sets out the rights of our shareholders.

### (a) Rights and procedures for shareholders to convene special general meeting ("SGM")

The Directors of the Company, notwithstanding anything in its bye-laws shall, on the requisition of Shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene a SGM of the Company.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the Company Secretary at the Company's Head Office at 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

The request will be verified with the Company's Share Registrars in Bermuda or Hong Kong and upon their 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 SGM.

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

### (b) Rights and procedures for shareholders to make proposals at general meetings

#### (i) *Rights and procedures for proposing a person for election as a director at a general meeting are as follows:*

No person, other than a retiring Director, shall, unless recommended by the board of directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected including that person's biographical details as required by rule 13.51(2) of

the Listing Rules on the Stock Exchange shall have been lodged at the Head Office of the Company at 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Islands, New Territories, Hong Kong or at the Registration Office provided that the minimum length of the period, during which such notice is given, shall be at least 7 days before the date of the general meeting.

If the notice is submitted after the dispatch of the notice of the general meeting appointed for such election, the period for lodgment of such notice shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

If the notice is received less than 10 business days prior to the date of such general meeting, the Company will need to consider the adjournment of such general meeting in order to allow Shareholders 14 days' notice (the notice period must include 10 business days) of the proposal.

**(ii) *Rights and procedures for proposing resolution to be put forward at a general meeting are as follows:***

To put forward proposals at an Annual General Meeting ("AGM"), or SGM, the Shareholders should submit a written notice of those proposals with the detailed contact information to the Company Secretary at the Company's Head Office at 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong. The request will be verified with the Company's Share Registrars in Bermuda or Hong Kong and upon their 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.

The notice period to be given to all the Shareholders for consideration of the proposal raised by the Shareholders concerned at AGM or SGM varies according to the nature of the proposal, as follows:

- At least 14 days' notice (the notice period must include 10 business days) in writing if the proposal constitutes an ordinary resolution of the Company in SGM.
- At least 21 days' notice (the notice period must include 20 business days) in writing if the proposal constitutes an ordinary resolution of the Company in AGM or a special resolution of the Company in AGM or SGM.

**(c) *Procedures to send enquiries to the Board***

The enquiries must be in writing with contact information of the requisitionists and deposited at the Company Secretary at the Company's Head Office at 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong.

## COMMUNICATION WITH SHAREHOLDERS

The Company believes in maintaining full, open and timely communication with its shareholders, and observing high standards in corporate governance and shareholder communications.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting (“AGM”), annual report, interim report, various notices, announcements and circulars.

To promote effective communication with shareholders, the Company provides them with access to the latest information about the Company. The Company’s website, [www.grdil.com](http://www.grdil.com), serves as the primary tool to communicate rapidly with shareholders, and is a source of useful and current information about the Company. Financial and other information relating to the Group and its business activities is made available on the Company’s website, which is regularly updated.

Extensive information on the Company’s activities is provided in the annual and interim reports and circulars, which are sent to shareholders and are also available on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

The Company values feedback from shareholders. Comments and suggestions are welcomed and can be addressed to the Company by mail to the Company’s head office at 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong.

The AGM of the Company provides a useful forum for shareholders to exchange views with the Board. The Directors, Chairmen of the Audit, Remuneration and Nomination Committees and the external auditor are also available at the AGM to address shareholders’ queries. Shareholders are encouraged to attend the general meetings of the Company. The AGM notice is sent to shareholders at least 20 clear business days before the AGM.

To safeguard shareholders’ interests and rights, separate resolutions are proposed at general meetings on each substantial separate issue, including the election of individual Directors.

Details of the poll voting procedures are included in the Company’s circulars convening a general meeting. Where necessary, the detailed procedures for conducting a poll will be explained at the meeting. The results of the poll will be posted on the websites of Hong Kong Exchanges and Clearing Limited and the Company after each general meeting.

In order to enable shareholders to make the most informed investment decisions, a Shareholders’ Communication Policy is established to ensure that shareholders are provided a true and fair view of the Company.

# Environmental, Social and Governance Report

## INTRODUCTION

The Board is pleased to present this report pursuant to the disclosure requirements of the “Environmental, Social and Governance Reporting Guide” set out in Appendix 27 to the Listing Rules to disclose the Group’s performance in environmental, social and governance aspects for the reporting period from 1st April, 2018 to 31st March, 2019. Policies, statements and information set forth in this report cover the relevant operations of the Group’s headquarter building, Golden Resources Centre, situate at Tsing Yi Island under its effective control. The Board considers that a sound environment, a harmonious society and good governance are of utmost importance to the sustainable development of both the Group’s business and the community in which we operate. Therefore, the Group is committed not only to enhancing its financial performance but also to implementing various policies and measures to increase its efforts in environmental protection, fulfill its social responsibilities and enhance its governance.

## A. ENVIRONMENTAL

### A1 EMISSION

The Group is engaged in rice processing, packaging and retailing business which may generate waste due to the business nature. The Group will exercise stringent management of emission and other environmentally harmful substances during our productions and operations, which will minimize or eliminate environmental impacts.

Due to our business nature, no emissions of significant impact to the environment were produced by the Group. The main emissions include: air emissions produced in using gasoline-powered vehicles, liquefied petroleum gas forklift trucks, greenhouse gases (“GHG”) indirectly produced in consuming electricity, and sewage and solid waste. The sewage and solid waste discharged by the Group’s principal place of business arise from domestic activities of our employees, and no industrial wastewater or industrial waste was produced. The domestic sewage produced by the Group are discharged via local pipelines and treated at sewage treatment plants.

### GREENHOUSE GAS EMISSION

Scopes of greenhouse gas emission	Sources	Emissions* (tonnes of CO <sub>2</sub> e)
Scope 1 direct emission	Lead-free gasoline, diesel and liquefied petroleum gas consumed by self-owned vehicles and forklift trucks and air-conditioning equipment	137.4
Scope 2 indirect emission	Electricity consumption	2,803.3
<b>Total</b>		<b>2,940.7</b>
<b>Total GHG Intensity (tonnes of CO<sub>2</sub>e/tonne of production)</b>		<b>0.0372</b>

\* The GHG is calculated according to the “Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong (2010 edition)” jointly published by Environmental Protection Department and the Electrical and Mechanical Services Department.

**A. ENVIRONMENTAL** *(Continued)*

**A1 EMISSION** *(Continued)*

Direct carbon emission of the Group comes from lead-free gasoline, diesel and liquefied petroleum gas consumed when driving our self-owned vehicles, forklift trucks and air-conditioning equipment. To reduce carbon emissions, our employees are encouraged to take public transportation or carpooling. The Group has adopted electronic office system to convene meetings by mean of electronic device such as Skype in order to reduce unnecessary business trips to the greatest extent. The Group strives to minimize the carbon emission produced from liquefied petroleum gas forklift trucks during its production process by using Battery Electric forklift trucks gradually and installing filtering devices to purify the waste gas.

Indirect carbon emission of the Group which are indirectly discharged from electricity consumption by the production activities and management offices of the Group’s headquarter. The Group has, in the course of day-to-day management, required its procurement department to prioritize efficient energy-saving products, such as energy-saving motors, energy-saving lamps, energy-saving air conditioners, etc. when purchasing electrical appliance. Moreover, the production machineries and the electrical appliance, including lighting, computers and printers shall be completely turned off when they are not in use for the purpose of energy saving and emission reduction.

**HAZARDOUS AND NON-HAZARDOUS WASTES**

The Group’s operational activities do not generate any hazardous waste. Our source of non-hazardous waste is the general waste from office and production operations.

**Non-hazardous Wastes**

During the reporting period, the Group’s non-hazardous wastes were as follows:

<b>Type of waste</b>	<b>Tonne</b>
Copy paper	5.50
Paper for packaging	5.51
Woven bags	229.50
Lubricant oil	0.30
<b>Total</b>	<b>240.81</b>
<b>Total Non-hazardous waste Intensity (kg/tonne of production)</b>	<b>3.05</b>

# Environmental, Social and Governance Report

## A. ENVIRONMENTAL *(Continued)*

### A1 EMISSION *(Continued)*

The Group strives to minimize the environmental impacts by implementing a variety of waste reduction measures as follows:

#### Plastic Packaging Material

The major plastic waste are the woven bags used for raw rice packaging. The Group strives to reduce woven bags plastic waste and so they are stored and collected by third parties for recycling use.

#### Recyclable Waste

Recyclable waste such as lubricant oil is handled and stored with due care and collected by third parties for recycling in accordance with relevant laws and regulations.

#### Paper Saving

We encourage our employees to reduce their paper use by setting double-sided printing mode, suitable font size and shrinkage mode to maximize the utilization of paper consumed. We also promote communication by electronic means as much as possible to lower our paper consumption. Furthermore, employees are encouraged to reuse the stationery, envelopes and other materials.

#### Green Pantry

Reusable glass cups, instead of paper cups, are provided to reduce paper cups consumption. Green cleaning products, including refillable soaps, are used.

### A2 USE OF RESOURCES

The major resources used by the Group are paper, purchased electricity and water consumed in offices and production lines and packaging materials used for processed rice products.

#### Use of Resources

Energy Usage	Consumption Volume
Liquefied petroleum gas	25,809 liter
Lead-free gasoline	36,513 liter
Diesel	3,009 liter
Purchased electricity	5,191,213 Kilowatt-hour

## A. ENVIRONMENTAL *(Continued)*

### A2 USE OF RESOURCES *(Continued)*

#### Energy Consumption

The major sources of energy consumption are the fuel consumed by vehicles and machineries, and electricity used in offices and production lines. In order to reduce the energy consumption, the Group's employees have kept the use of resources to a minimum through various green practices as follows:

1. Employees are encouraged to take public transportation or carpooling.
2. To convene meetings by mean of electronic device such as Skype in order to reduce unnecessary business trips.
3. Use of energy-efficient lights and electrical appliances in office and workplace by installing LED lighting at the whole building.
4. Optimally controlling the thermostat settings of air conditioning systems to maintain suitable indoor temperature.
5. Turn off the electricity equipment when it is not being used and switch the lights off during lunch hours and non-office hours.
6. Enable the "Standby" or "Sleep" mode of personal computers.

#### Water Consumption

During the reporting period, the total water consumption was 6,873m<sup>3</sup>. Water consumption intensity (m<sup>3</sup>/tonne of production) was 0.0871.

Water is another important resource used by the Group in daily operation. It is used mainly in canteens, offices and production lines for cleaning and machinery cooling. The Group strives to conserve water effectively by identifying water saving initiatives as follows:

1. Manual taps are installed for using water at pantry and restrooms in our office. Employees are reminded to save water during operation and cleaning process.
2. Regular maintenance is conducted for water supply equipment to prevent water leakage.



## A. ENVIRONMENTAL (Continued)

### A2 USE OF RESOURCES (Continued)

#### Paper Consumption

During the reporting period, the total copy paper consumption was 5.5 tonne. The Group strives to reduce paper consumption by adopting various green practices as follows:

1. Use of environmentally friendly paper.
2. Use of Office Automation System instead of the paper-based approval process to reduce the use of paper.
3. Practice of double-sided printing or copying. Reuse the one side printed paper for printing and copying for internal documents.
4. Publish notices or brochures in electronic version and upload the files to the Group’s intranet or made publicly available online.

In addition, the Group also reduces the use of resources through environmentally friendly procurement (procurement of environmentally friendly furniture, eco-friendly toners and green stationary etc.).

#### Packaging Material

The major packaging materials used by the Group are papers, woven bags and plastic rice bags. They are used to protect the rice products in order to minimize the risk of damage during transportation. The Group has proactively explored new material for production of plastic rice bags. It has been launching Hong Kong’s first “environmentally friendly rice bag” which is comprised of substance that complied with European Union’s packaging standard, enabling the plastic rice bags to become degradable after discarding. Thus reducing plastic waste accumulated in the long run. The packaging material consumption was as follows:

Papers	50.86 tonne
Woven bags	229.5 tonne
Plastic rice bags	604.81 tonne
Adhesive tapes, films and strapping bands	42.68 tonne

## A. ENVIRONMENTAL *(Continued)*

### A3 THE ENVIRONMENT AND NATURAL RESOURCES

The Group is fully aware of the fact that environmental protection can decrease operational risk and increase business opportunities. We will continue to put our focus on environmental protection, social responsibility and governance in the Group's operations and policies. The Group will also continue to improve the production process and update the production equipment to avoid the abuse and wastage of natural resources.

On top of energy-saving and ecofriendly equipment, the Group will actively promote our environmental philosophy to our employees and encourage them to maintain a green office environment and environmentally friendly lifestyle, enabling the Group to achieve the objectives of energy conservation, consumption reduction, and green and healthy development.

## B. SOCIAL RESPONSIBILITIES

### B1 EMPLOYMENT

Human resources is of utmost importance to the success and the long-term business development of the Group. In order to attract and retain high quality talents to ensure smooth operations and to cope with the Group's continuing expansion, the Group offers competitive remuneration packages with reference to prevailing market rates, market conditions and individual qualifications and experience. The Group's remuneration package includes standard remuneration, allowances and bonus. Besides, all employees are entitled to paid holidays such as statutory holidays, annual leave, marriage leave, maternity leave and sick leave. The Group has also adopted the share option scheme to recognise and reward the employees who have made a contribution to the growth and development of the Group.

Our recruitment policies are based on the fundamental values such as integrity, innovation, enthusiasm and team spirit as the basic criteria for recruiting talents. All candidates are subject to an unbiased entry assessment so as to assess whether they possess the ability to meet the Group's development requirements.

The Group also strives to provide a working environment without discrimination. The discrimination against our staff in respect of recruitment, dismissal, remuneration and promotion is strictly prohibited. The Group strictly complies with all labour laws and regulations where its businesses are located.

## B. SOCIAL RESPONSIBILITIES *(Continued)*

### B2 HEALTH AND SAFETY

The Group is responsible to provide a safe working environment for all the staff. The Group is also committed to continuously optimizing the technological process, improving the working environment for the employees and taking all appropriate measures to safeguard their health and safety. We have formulated respective operational safety rules and practice for all production staff, detailing the safety precautions for different production processes, and arranging training and explanation of the safety rules and practice for all new employees. To enhance employees' safety awareness and the chance of survival in case of fire, the Group also regularly arranges fire drills exercise for all the employees to participate. To prevent fire accidents, smoking is strictly prohibited within the Group's premises. Further, we have set up first aiders team for any immediate first-aid support for our employees. Automated External Defibrillators (the "AED") are installed within the building for immediate saving Sudden Cardiac Arrest. A team of employees are trained to participate in using the AED for saving lives before the arrival of Ambulance. The Group has been fully complied with relevant occupational safety and health legislation of Hong Kong.

### B3 DEVELOPMENT AND TRAINING

Since employees are crucial resources and critical in driving business success, the Group has established a comprehensive training system and mechanism to provide on-job teaching and training for its employees with a view to enhancing skills and management capabilities of the staff to improve their knowledge at work and foster them to develop diversified skills. Therefore, the staff can utilise their potential and grow together in line with the Group's strategies.

People Management Department is responsible for all employee development and training, working with management and each of the department heads to make an annual budget for such purposes. Every year, training plans will be scheduled for our operation in advance.

### B4 LABOUR STANDARDS

The Group is committed to building a mutual respect relationship with our employees. The Group strictly complies with all labour legislation of the regions where its businesses are located. We have a prudent and comprehensive recruitment review process and our People Management Department will ensure that the personal information provided by the candidates is true and accurate. The candidates are also required to provide proof of identity at the time of the interview to verify their actual age. Our People Management Department will also conduct background investigations on the candidates.

All employees of the Group comply with the standard working hour. Overtime work is not encouraged unless in special circumstances and employees are entitled to additional overtime compensation in such cases. The employment policies of the Group also protect the right of free choices of employment by any person and ensure that all the employment relationship is established on a voluntary basis.

## **B. SOCIAL RESPONSIBILITIES** *(Continued)*

### **B5 SUPPLY CHAIN MANAGEMENT**

The Group has implemented a strict selection process on its suppliers. The Group will only select those suppliers within the approved list which has passed the Group's quality control test with a satisfactory record of quality and on-time delivery. The Group closely monitors and performs regular review on the performance of its suppliers to ensure the product quality. The assessment mainly includes but not limited to the products quality, business reputation, past performance, financial status, operation in good integrity and price advantage. If the assessment result is not satisfied with our requirement, the respective suppliers will be removed from the approved list.

### **B6 PRODUCT RESPONSIBILITY**

Through the continued advancement of its rice processing and packaging technologies, the Group strives to offer excellent products and uncompromising service to its customers. The Group has passed the requirements for certification of the ISO 9001, HACCP and ISO 22000 Qualification in year 2003, 2004 and 2009, symbolizing international recognition of the Group's stringent production procedures and exceptional product quality.

The quality assurance and brand success of Golden Elephant are further witnessed through numerous awards won recent years, including Hong Kong Top Mark, Q-Mark Award, Superbrands Award, Reader's Digest "Trusted Brand" Platinum Award and Wellcome's Top 10 Favourite Brand.

The Group strives to provide the customers with appropriate services. Therefore, we have developed a comprehensive customer complaint handling procedure and goods return procedure. All complaints will be investigated by responsible persons, who will collect sufficient and objective evidences to support the finding of investigations. All advice and requests from customers will be considered.

The Group has made every effort to avoid unsafe and unqualified products. Therefore, we set up a Quality Control Department to inspect raw materials, packaging and finished products. Any disqualified products will be prohibited from delivery. The Group has also established a comprehensive goods return policy to inspect the quality of the product returned by the customer and follow up timely. The Group complies with applicable laws and regulations that have a significant impact on the Group pertaining to product and service quality in all material respects.

## **B. SOCIAL RESPONSIBILITIES** *(Continued)*

### **B7 ANTI-CORRUPTION**

The Group strictly complies with relevant laws on anti-corruption. The management of the Group promotes a corporate culture of honesty and integrity and creates a corporate culture environment of anti-corruption and antifraud. We have placed a suggestion box for receiving, investigating, reporting, and making comments upon the reporting of frauds. To enhance the sense of integrity of the employees, the Group educates the employees about prevention of corruption practices and bribery. The Group also advocates the related thoughts and warns employees against fraud, extortion and money laundering activities.

### **B8 COMMUNITY INVESTMENT**

The Group is committed to making a positive contribution to the communities by supporting a wide range of activities, social programs and charity initiatives. During the year, the Group had worked with charity organisations such as Annual Fun Fair held by the Hong Kong Sheng Kung Hui (Anglican Church), Affordable Rice Campaign held by Goods Co-Share, Hong Kong Parkinson's Disease Foundation, New Life Psychiatric Rehabilitation Association, Hong Kong Blood Cancer Foundation and other social services establishments to support our community. From time to time, the Group also supports different religious institutions, schools and community initiatives such as Cherish Angel Charity and The Road Safety Campaign Committee. The Group will continue to support new partners to serve the local communities and beyond.

# Independent Auditor's Report

**恒健會計師行有限公司**  
**HLM CPA LIMITED**  
**Certified Public Accountants**

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E-mail電郵: info@hlm.com.hk

**TO THE MEMBERS OF**  
**GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED**  
*(Incorporated in Bermuda with limited liability)*

## **OPINION**

We have audited the consolidated financial statements of Golden Resources Development International Limited ("the Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 59 to 144, which comprise the consolidated statement of financial position as at 31 March 2019, consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the 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 31 March 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") 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 Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. 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 HKICPA's 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 judgement, were of most significance in our audit of the consolidated financial statements of the current year. 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)*

### **Revenue recognition**

Refer to note 5 to the consolidated financial statements.

We have identified the recognition of revenue as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of recognition of revenue.

Revenue from sale of rice amounted to HK\$770,069,000 for the year ended 31 March 2019. Sales of goods are recognised as revenue when goods are delivered and title has passed.

Revenue from operation of convenience stores amounted to HK\$684,557,000 for the year ended 31 March 2019. Sales of goods are recognised as revenue when goods are delivered and title has passed.

Revenue from investment properties amounted to HK\$3,797,000 for the year ended 31 March 2019. Rental income under operating lease is recognised on a straight-line method over the relevant lease term.

With the adoption of HKFRS 15, significant judgements and estimates made by the management are required for the revenue recognition. The revenue recognition of the Group has been reassessed for the year ended 31 March 2019. The application of HKFRS15 has no significant impact on the revenue recognition of the Group's business.

### **How our audit addressed the Key Audit Matter**

Our procedures in relation to the revenue recognition included:

- Understanding and evaluating the key controls in respect of the Group;
- Assessing the appropriateness of the Group's revenue recognition accounting policy in line with HKFRSs; and
- Scrutinising journals, sale and purchase contracts and leasing agreement related to revenue to assess the cut-off and reliability of the revenue.

We found that the amount and the timing of the revenue recorded were supported by the available evidence and in accordance with the Group's revenue recognition accounting policies.

### **Impairment review of intangible asset**

Refer to note 15 to the consolidated financial statements.

We have identified the impairment review of intangible asset as a key audit matter due to the significant judgements and assumptions about the future performance of the operation of Circle K convenience stores in Vietnam involved in the management's impairment review process.

# Independent Auditor's Report

## **KEY AUDIT MATTERS** *(Continued)*

### **Impairment review of intangible asset** *(Continued)*

The intangible asset represents the exclusive right granted to a wholly-owned subsidiary of the Company to own and operate Circle K convenience stores in Vietnam. Management reviews its carrying value for impairment at the end of each reporting period.

Management has concluded that there is no impairment in respect of the intangible asset at the end of the reporting period. Independent external valuation was obtained in order to support management's estimates. Income approach was adopted in the valuation.

### **How our audit addressed the Key Audit Matter**

Our procedures in relation to management's valuation of the intangible asset included:

- Assessing if the methodology and impairment model used are in accordance with HKAS 36;
- Assessing the methodologies and the appropriateness of the key assumptions used by management;
- Checking, on a sample basis, the accuracy and relevance of the input data used; and
- Evaluating the competence, capabilities and objectivity of the independent external valuer.

We found the Group's estimates and judgements used in the impairment assessment of intangible assets were supported by available evidence.

### **Valuation of investment properties**

Refer to note 14 to the consolidated financial statements.

We have identified the valuation of investment properties as a key audit matter due to the significant judgements involved in determining the inputs used in the valuation of the fair value.

Management has estimated the fair value of the Group's investment properties to be HK\$162,790,000 as at 31 March 2019. The valuations are dependent on certain key assumptions that require significant management judgement, including fair market rents. Independent external valuations were obtained in order to support management's estimates.

### **How our audit addressed the Key Audit Matter**

Our procedures in relation to management's valuation of investment properties included:

- Assessing the methodologies and the appropriateness of the key assumptions used by management; and
- Evaluating the competence, capabilities and objectivity of the independent external valuer.

We found the key assumptions were supported by available evidence.



# Independent Auditor's Report

## **OTHER INFORMATION**

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon.

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 HKFRSs issued by the HKICPA 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 HKSAAs 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.

# Independent Auditor's Report

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

As part of an audit in accordance with HKSA's, we exercise professional judgement 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 disclosure 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.

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.

# Independent Auditor's Report

## **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS** *(Continued)*

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.

### **HLM CPA Limited**

*Certified Public Accountants*

### **Ho Pak Tat**

Practising Certificate Number P05215

Hong Kong, 28th June, 2019

# Consolidated Statement of Profit or Loss

For the year ended 31st March, 2019

	Notes	2019 HK\$'000	2018 HK\$'000
<b>REVENUE</b>	5	<b>1,458,423</b>	1,208,616
Cost of sales		(1,015,711)	(803,009)
<b>GROSS PROFIT</b>		<b>442,712</b>	405,607
Net unrealized gain on financial assets at fair value through profit or loss		3,225	14,631
Surplus on revaluation of investment properties		1,780	8,980
Net other income	7	13,218	18,203
Selling and distribution costs		(286,406)	(236,530)
Administrative expenses		(165,929)	(157,709)
<b>PROFIT FROM OPERATIONS</b>		<b>8,600</b>	53,182
Finance costs	8	—	(1)
Share of results of associates		3,178	15,793
Gain on disposal of a subsidiary		—	7,514
<b>PROFIT BEFORE TAXATION</b>	8	<b>11,778</b>	76,488
Taxation	10	(7,492)	(14,041)
<b>PROFIT FOR THE YEAR</b>		<b>4,286</b>	62,447
Profit for the year attributable to:			
Shareholders of the Company		4,356	65,367
Non-controlling interests		(70)	(2,920)
		<b>4,286</b>	62,447
<b>EARNINGS PER SHARE</b>	12		
— Basic		<b>HK0.3 cents</b>	HK3.9 cents
— Diluted		<b>HK0.3 cents</b>	HK3.9 cents

# Consolidated Statement of Comprehensive Income

For the year ended 31st March, 2019

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
<b>PROFIT FOR THE YEAR</b>	<b>4,286</b>	62,447
<b>OTHER COMPREHENSIVE (LOSS)/INCOME</b>		
<b>Items to be reclassified to profit or loss in subsequent periods:</b>		
Exchange differences on translation of foreign operations	<b>(5,433)</b>	5,794
Share of other comprehensive (loss)/income of associates	<b>(2,463)</b>	10,928
Other comprehensive (loss)/income for the year, net of tax	<b>(7,896)</b>	16,722
<b>TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR</b>	<b>(3,610)</b>	79,169
Total comprehensive (loss)/ income attributable to:		
Shareholders of the Company	<b>(2,690)</b>	80,737
Non-controlling interests	<b>(920)</b>	(1,568)
	<b>(3,610)</b>	79,169

# Consolidated Statement of Financial Position

At 31st March, 2019

	<i>Notes</i>	<b>2019</b> <b>HK\$'000</b>	2018 <i>HK\$'000</i>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	13	<b>164,912</b>	155,517
Investment properties	14	<b>162,790</b>	161,010
Intangible asset	15	<b>22,505</b>	22,505
Interests in associates	16	<b>174,926</b>	216,325
Financial assets at fair value through profit or loss	17	<b>39,691</b>	—
Available-for-sale investments	18	—	29,968
Prepaid lease payments	19	<b>14,170</b>	14,899
Deposit paid for additional interests in financial assets at fair value through profit or loss		<b>7,856</b>	—
		<b>586,850</b>	600,224
<b>CURRENT ASSETS</b>			
Inventories	20	<b>173,938</b>	166,501
Trade debtors	21	<b>66,605</b>	58,680
Other debtors, deposits and prepayments	22	<b>68,044</b>	58,935
Financial assets at fair value through profit or loss	17	<b>259,209</b>	232,611
Tax recoverable		<b>798</b>	—
Cash and cash equivalents	23	<b>252,153</b>	310,872
		<b>820,747</b>	827,599
<b>CURRENT LIABILITIES</b>			
Trade creditors	24	<b>72,266</b>	49,711
Other creditors and accruals		<b>74,680</b>	64,316
Tax liabilities		—	10,096
		<b>146,946</b>	124,123
<b>NET CURRENT ASSETS</b>		<b>673,801</b>	703,476
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>1,260,651</b>	1,303,700
<b>NON-CURRENT LIABILITIES</b>			
Deferred tax liabilities	25	<b>2,576</b>	2,975
		<b>1,258,075</b>	1,300,725

# Consolidated Statement of Financial Position

At 31st March, 2019

	<i>Notes</i>	<b>2019</b> <b>HK\$'000</b>	2018 <i>HK\$'000</i>
<b>CAPITAL AND RESERVES</b>			
Share capital	26	<b>169,741</b>	169,741
Reserves	29	<b>1,080,151</b>	1,121,881
<hr/>			
Shareholders' equity		<b>1,249,892</b>	1,291,622
Non-controlling interests		<b>8,183</b>	9,103
<hr/>			
		<b>1,258,075</b>	1,300,725
<hr/>			

The consolidated financial statements on pages 59 to 144 were approved and authorised for issue by the Board of Directors on 28th June, 2019 and were signed on its behalf by:

**Laurent LAM Kwing Chee**  
*Chairman*

**Anthony LAM Sai Ho**  
*Vice Chairman and Chief Executive Officer*

# Consolidated Statement of Changes in Equity

For the year ended 31st March, 2019

	Shareholders' equity										Total shareholders' equity HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Capital redemption reserve HK\$'000	Property revaluation reserve HK\$'000	Exchange reserve HK\$'000	Share options reserve HK\$'000	Other reserves HK\$'000	Dividend reserve HK\$'000	Retained earnings HK\$'000	Total shareholders' equity HK\$'000			
At 31st March, 2017	169,541	452,498	515	5,128	24,044	477	(745)	20,345	579,010	1,250,813	10,671	1,261,484	
Profit for the year	—	—	—	—	—	—	—	—	65,367	65,367	(2,920)	62,447	
Other comprehensive income for the year:													
Exchange adjustments	—	—	—	—	4,442	—	—	—	—	4,442	1,352	5,794	
Share of reserve movements of associates	—	—	—	—	10,183	—	745	—	—	10,928	—	10,928	
	—	—	—	—	14,625	—	745	—	—	15,370	1,352	16,722	
Total comprehensive income for the year	—	—	—	—	14,625	—	745	—	65,367	80,737	(1,568)	79,169	
Issue of shares upon exercise of share options	200	694	—	—	—	(108)	—	—	—	786	—	786	
Prior year final dividend paid	—	—	—	—	—	—	—	(20,345)	—	(20,345)	—	(20,345)	
Interim dividend paid	—	—	—	—	—	—	—	—	(20,369)	(20,369)	—	(20,369)	
Final dividend proposed for the year ended 31st March, 2018	—	—	—	—	—	—	—	20,369	(20,369)	—	—	—	
At 31st March, 2018	169,741	453,192	515	5,128	38,669	369	—	20,369	603,639	1,291,622	9,103	1,300,725	



# Consolidated Statement of Changes in Equity

For the year ended 31st March, 2019

	Shareholders' equity (continued)										
	Share capital HK\$'000	Share premium HK\$'000	Capital redemption reserve HK\$'000	Property revaluation reserve HK\$'000	Exchange reserve HK\$'000	Share options reserve HK\$'000	Dividend reserve HK\$'000	Retained earnings HK\$'000	Total shareholders' equity HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
At 31st March, 2018	169,741	453,192	515	5,128	38,669	369	20,369	603,639	1,291,622	9,103	1,300,725
Profit for the year	—	—	—	—	—	—	—	4,356	4,356	(70)	4,286
Other comprehensive loss for the year:											
Exchange adjustments	—	—	—	—	(4,583)	—	—	—	(4,583)	(850)	(5,433)
Share of reserve movements of associates	—	—	—	—	(2,463)	—	—	—	(2,463)	—	(2,463)
	—	—	—	—	(7,046)	—	—	—	(7,046)	(850)	(7,896)
Total comprehensive loss for the year	—	—	—	—	(7,046)	—	—	4,356	(2,690)	(920)	(3,610)
Share options lapsed during the year	—	—	—	—	—	(369)	—	369	—	—	—
Prior year final dividend paid	—	—	—	—	—	—	(20,369)	—	(20,369)	—	(20,369)
Interim dividend paid	—	—	—	—	—	—	—	(18,671)	(18,671)	—	(18,671)
Final dividend proposed for the year ended 31st March, 2019	—	—	—	—	—	—	20,369	(20,369)	—	—	—
At 31st March, 2019	169,741	453,192	515	5,128	31,623	—	20,369	569,324	1,249,892	8,183	1,258,075

Shareholders' equity of the Group represents share capital amounting to approximately HK\$169,741,000 (2018: HK\$169,741,000) and reserves amounting to approximately HK\$1,080,151,000 (2018: HK\$1,121,881,000).

# Consolidated Statement of Cash Flows

For the year ended 31st March, 2019

	<i>Notes</i>	<b>2019</b> <b>HK\$'000</b>	2018 <i>HK\$'000</i>
<b>OPERATING ACTIVITIES</b>			
Profit before taxation		<b>11,778</b>	76,488
Adjustments for:			
Interest income	<i>7</i>	<b>(5,408)</b>	(7,306)
Finance costs	<i>8</i>	—	1
Dividend income from investments in securities	<i>7</i>	<b>(1,330)</b>	(1,903)
Depreciation and amortisation of property, plant and equipment	<i>8</i>	<b>37,012</b>	33,008
Amortisation of prepaid lease payments	<i>8</i>	<b>518</b>	522
Net loss on disposal of property, plant and equipment	<i>8</i>	<b>1,852</b>	1,810
Share of results of associates		<b>(3,178)</b>	(15,793)
Surplus on revaluation of investment properties	<i>14</i>	<b>(1,780)</b>	(8,980)
Allowance for expected credit losses	<i>8</i>	<b>319</b>	20
Gain on disposal of a subsidiary		—	(7,514)
Net unrealized gain on financial assets at fair value through profit or loss		<b>(1,896)</b>	—
<hr/>			
Operating cash flows before movements in working capital		<b>37,887</b>	70,353
Decrease in available-for-sale investments		—	17,160
(Increase)/decrease in financial assets at fair value through profit or loss		<b>(26,715)</b>	3,375
Increase in inventories		<b>(8,685)</b>	(52,706)
(Increase)/decrease in trade debtors		<b>(8,350)</b>	9,837
Increase in other debtors, deposits and prepayments		<b>(18,389)</b>	(8,549)
Increase in trade creditors		<b>24,104</b>	6,156
Increase in other creditors and accruals		<b>11,905</b>	836
<hr/>			
Cash generated from operations		<b>11,757</b>	46,462
Hong Kong Profits Tax paid		<b>(18,772)</b>	(17,601)
Hong Kong Profits Tax refunded		—	1,346
Income tax in other jurisdictions paid		<b>(36)</b>	(33)
Income tax in other jurisdictions refunded		—	153
<hr/>			
<b>NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES</b>		<b>(7,051)</b>	30,327

# Consolidated Statement of Cash Flows

For the year ended 31st March, 2019

	<i>Notes</i>	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
<b>INVESTING ACTIVITIES</b>			
Interest received		5,658	7,441
Dividend received from investments in securities		1,330	1,903
Dividend received from associates		—	823
Decrease/(increase) in deposits paid for trade purchases		42,535	(38,175)
(Decrease)/increase in amounts payable for trade purchases		(2,432)	872
Purchases of property, plant and equipment	13	(50,876)	(46,630)
Proceeds from disposal of property, plant and equipment		500	827
Net cash inflow arising on disposal of a subsidiary		—	19,520
Decrease/(increase) in pledged cash balance		17,879	(13,465)
Repayments from associates		2,011	—
Deposit paid for additional interests in financial assets at fair value through profit or loss		(7,856)	—
<b>NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES</b>		<b>8,749</b>	<b>(66,884)</b>
<b>FINANCING ACTIVITIES</b>			
Dividends paid		(39,040)	(40,714)
Interest paid		—	(1)
Proceeds from issue of shares		—	786
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>(39,040)</b>	<b>(39,929)</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(37,342)</b>	<b>(76,486)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>		<b>285,842</b>	<b>357,778</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>		<b>(3,498)</b>	<b>4,550</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>		<b>245,002</b>	<b>285,842</b>
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Time deposits, bank balances and cash (including pledged cash balance)	23	252,153	310,872
Less: Pledged cash and cash equivalents		(7,151)	(25,030)
		<b>245,002</b>	<b>285,842</b>

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section of the annual report.

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollar, which is the Company's functional and presentation currency.

The Company acts as an investment holding company and its subsidiaries are engaged in the business of sourcing, importing, wholesaling, processing, packaging, marketing and distribution of rice, operation of convenience stores, securities investment, property investment and investment holding.

## 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted the following new or revised standards and amendments (the "new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are or have become effective for the Group's financial year beginning on 1st April, 2018:

HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HKAS 28 (Amendments)	As part of the Annual Improvements HKFRS 2014-2016 Cycle
HKAS 40 (Amendments)	Transfers of Investment Property
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration

The adoption of these new HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods except for HKFRS 9 which will be explained below. Accordingly, no prior period adjustment has been required.

### HKFRS 9 "Financial Instruments"

HKFRS 9 Financial Instruments replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1st January, 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting. The Group has applied HKFRS 9 retrospectively to items that existed at 1st April, 2018 in accordance with the transition requirements. The carrying amount of HK\$29,968,000 originally stated under Available-for-sale investments has been remeasured and reclassified to Financial assets at fair value through profit or loss on 1st April, 2018 at the carrying amount of HK\$29,968,000 under HKFRS 9. All financial assets classified as loans and receivables have been reclassified and measured at amortised cost under HKFRS 9.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

### **HKFRS 9 “Financial Instruments”** *(Continued)*

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the “expected credit losses (“ECL”)” model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECL earlier than under the “incurred loss” accounting model in HKAS 39.

The Group applies the new ECL model to the Group’s financial assets measured at amortised cost. Financial assets at fair value through profit or loss are not subject to the ECL assessment.

The adoption of the ECL model under HKFRS 9 does not have material impact on the carrying amounts of the Group’s financial assets as at 1st April, 2018.

### **HKFRS 15 “Revenue from Contracts with Customers”**

HKFRS 15 supersedes HKAS 11 Construction Contracts, HKAS 18 Revenue and related Interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Revenue is recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time. Control of the asset is transferred over time if the Group’s performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depicts the Group’s performance in satisfying the performance obligation:

- direct measurements of the value transferred by the Group to the customer; or
- the Group’s efforts or inputs to the satisfaction of the performance obligation.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

### HKFRS 15 “Revenue from Contracts with Customers” *(Continued)*

Incremental costs incurred directly attributable to obtain a contract, if recoverable, are capitalised as contract assets and subsequently amortised when the related revenue is recognised.

The application of HKFRS 15 has no material impact on the Group’s consolidated statement of financial position.

The Group has reassessed its business model and contract terms to assess the effects of applying the new standard on the Group’s financial statements. Management of the Group considered that HKFRS 15 did not result in significant impact on the Group’s accounting policies.

The Group has not early applied the following new HKFRSs that have been issued but are not yet effective. Except for HKFRS 16 “Leases”, the Directors of the Company anticipate that the application of these new HKFRSs will have no material impact on the results and the financial position of the Group. The Group has already commenced an assessment of the impact of the new HKFRS 16.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015-2017 Cycle <sup>1</sup>
HKFRS 3 (Amendments)	Definition of a Business <sup>3</sup>
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation <sup>1</sup>
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>5</sup>
HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>4</sup>
HKAS 1 and HKAS 8 (Amendments)	Definition of Material <sup>2</sup>
HKAS 19 (Amendments)	Employee Benefits <sup>1</sup>
HKAS 28 (Amendments)	Long-term Interest in Associates and Joint Ventures <sup>1</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st January, 2019

<sup>2</sup> Effective for annual periods beginning on or after 1st January, 2020

<sup>3</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1st January, 2020.

<sup>4</sup> Effective for annual periods beginning on or after 1st January, 2021

<sup>5</sup> Effective date to be determined

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

### HKFRS 16 “Leases”

HKFRS 16 “Leases” addresses the definition of a lease, recognition and measurement of leases and establishes principles for reporting useful information to users of financial statements about the leasing activities of both lessees and lessors. A key change arising from HKFRS 16 is that most operating leases will be accounted for in the statement of financial position of the lessees. The standard replaces HKAS 17 “Leases” and related interpretations.

Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognized in the financial statements of the lessee. The only exceptions are related to short-term and low-value leases. The accounting treatment for lessors will not significantly change.

The new standard may not have impact on certain operating leases of the Group which fall within the definition of short-term and low-value leases or relate to arrangements that will not be qualified as leases under HKFRS 16. The payment for the short-term leases and leases of low-value assets are recognised as rental expenses in the consolidated profit or loss on a straight-line basis.

For accounting periods beginning on or after 1st April, 2019, the Group has elected to apply the modified retrospective approach for the adoption of HKFRS 16. The Group has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity as at 1st April, 2019 and has not restated the comparative information. As disclosed in note 35(b) to the financial statements, as at 31st March, 2019, the Group’s future minimum lease payments under non-cancellable operating leases amounted to approximately HK\$289,000,000. Upon the initial adoption of HKFRS 16 after taking into account the effects of discounting as at 1st April, 2019, the opening balances of the Group’s right-of-use assets and the corresponding lease liabilities as at 1st April, 2019 have been adjusted to approximately HK\$230,000,000 and HK\$240,000,000 respectively.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost convention, as modified for the revaluation of investment properties, financial assets at fair value through profit or loss and derivative financial instruments, which are measured at fair values as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations (“HK(IFRIC)-Int”) issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and the Hong Kong Companies Ordinance (“CO”). A summary of the significant accounting policies adopted by the Group is set out below.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

The HKICPA has issued certain new and revised HKFRSs which are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2 provides information on any changes in accounting policies resulting from the initial application of these developments to the extent that they are relevant to the Group's consolidated financial statements for the current and prior accounting periods.

### **Basis of preparation**

The consolidated financial statements have been prepared on the historical cost basis except for the valuation of investment properties and financial assets at fair value through profit or loss, which are stated at fair values. The measurement basis is fully described in the accounting policies below.

### **Fair Value**

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

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

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



# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **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 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.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

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

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

All intra-group transactions, balances, income and expenses have been eliminated on consolidation.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Changes in the Group's ownership interests in existing subsidiaries**

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

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

### **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 values, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

# Notes to the Financial Statements

For the year ended 31st March, 2019

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

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

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination.

Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

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

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Business combinations** *(Continued)*

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

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

Goodwill arising on acquisition represents the excess of the cost of acquisition over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities recognised. Such goodwill is carried at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill arising from acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition.

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

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Goodwill**

Capitalised goodwill arising on acquisition of subsidiary is presented separately in the statement of financial position. Capitalised goodwill arising on acquisition of associate, which is accounted for using the equity method, is included in the cost of investment in the relevant associate.

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

Gain on a bargain purchase arising on an acquisition of a subsidiary on or after 1st January, 2010 represents the excess of the net fair value of the identifiable assets acquired and the liabilities assumed over the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the previously held equity interest in the acquiree. Gain on a bargain purchase arising on an acquisition of a subsidiary is recognised immediately in the consolidated statement of profit or loss on the acquisition date.

### **Revenue recognition (upon application of HKFRS 15 in accordance with transitions in note 2)**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and sales related taxes.

To determine whether to recognise revenue, the Group follows a five-step process in accordance with HKFRS 15:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Revenue recognition (upon application of HKFRS 15 in accordance with transitions in note 2)** *(Continued)*

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method.

- (i) Sales of goods are recognised as revenue when goods are delivered and title has passed.
- (ii) Rental income under operating leases is recognised on a straight-line basis over the relevant lease terms.
- (iii) Revenue arising on the sale of financial instruments is recognised on a trade-date basis.
- (iv) Dividend income from investments is recognised when the Group's rights to receive payment have been established.
- (v) Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

### **Revenue recognition (until application of HKFRS 15)**

- (i) Sales of goods are recognised as revenue when goods are delivered and title has passed.
- (ii) Rental income under operating leases is recognised on a straight-line basis over the relevant lease terms.
- (iii) Revenue arising on the sale of financial instruments is recognised on a trade-date basis.
- (iv) Dividend income from investments is recognised when the Group's rights to receive payment have been established.
- (v) Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

### **Investments in subsidiaries**

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

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Interests in associates

Associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. 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 the Group's 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 HKFRS 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. Under the equity method, an investment in associates is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate equals or exceeds its 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. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal obligations or made payments on behalf of that associate.

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 HKAS 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) when the equity method is discontinued.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF 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 capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when 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 as expenses in the year in which they are incurred.

### Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and amortisation and accumulated impairment loss.

The land and building elements of a lease of land and building are considered separately for the purpose of lease classification, unless the lease payment cannot be allocated reliably between the land and building elements, in which case, the entire lease is generally treated as a finance lease and accounted for as property, plant and equipment. To the extent the allocation of the lease payment can be made reliably, leasehold interest in land is treated as an operating lease and accounted for as prepaid lease payment.

Depreciation and amortisation are provided to write off the cost of items of property, plant and equipment, over their estimated useful lives, using the straight-line method, at the following rates per annum:

Land and buildings	Over the shorter of the remaining land lease term and 4%
Factory premises in elsewhere in the People's Republic of China (the "PRC")	2% — 5%
Furniture, fixtures and equipment	5% — 33%
Plant and machinery	5% — 33%
Motor vehicles and motor vessel	12% — 33%

The 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 statement of profit or loss.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.



# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Prepaid lease payments**

The up-front prepayments paid for the leasehold land are stated at cost and charged to the statement of profit or loss on a straight-line basis over the lease term.

### **Impairment of tangible and intangible assets other than goodwill**

At the end of each reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another accounting standard, in which case the impairment loss is treated as a revaluation decrease under that accounting standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another accounting standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that accounting standard.

### **Intangible asset (other than goodwill)**

Separately acquired intangible asset other than goodwill is measured initially at historical cost or, if acquired in a business combination, at fair value at the acquisition date. An intangible asset with a finite useful life is amortised on a straight-line basis over its useful life, or its remaining useful life upon business combination, and is carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is charged to the consolidated statement of profit or loss.

An intangible asset with an indefinite useful life is tested for impairment at least annually or whenever there is an indication that it may be impaired and is carried at cost less accumulated impairment losses, if any.

### **Investment properties**

Investment properties are completed properties which are held for their investment potential, any rental income being negotiated at arm's length. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. Unrealized gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the year in which they arise.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade debtors and other debtors arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1st April, 2018. 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 fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs that are directly attributable to the acquisition of financial assets and financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and 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 asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which are derived from the Group's ordinary course of business are presented as revenue.

### Financial assets

*Classification and subsequent measurement of financial assets* (upon application of HKFRS 9 in accordance with transitions in note 2)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

*Classification and subsequent measurement of financial assets* (upon application of HKFRS 9 in accordance with transitions in note 2)(Continued)

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset, the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

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.

In addition, the Group may irrevocably designate a financial asset that is required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significant reduces an accounting mismatch.

- Amortised cost and interest income**  
Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.
- Financial assets at FVTPL**  
Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any interest earned on the financial asset.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

*Impairment of financial assets* (upon application of HKFRS 9 with transitions in accordance with note 2)

The Group recognises a loss allowance for ECL on financial assets measured at amortised cost which are subject to impairment under HKFRS 9 including trade debtors, other debtors and loan receivables. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, twelve-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade debtors. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other financial assets measured at amortised cost, the Group measures the loss allowance equal to twelve-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

#### i. Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly.

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread;

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Financial instruments** *(Continued)*

#### **Financial assets** *(Continued)*

*Impairment of financial assets* (upon application of HKFRS 9 with transitions in accordance with note 2) *(Continued)*

- i. Significant increase in credit risk *(Continued)*
  - existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
  - an actual or expected significant deterioration in the operating results of the debtor; or
  - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal credit rating of "investment grade" as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

- ii. Measurement and recognition of ECL  
The measurement of ECL is a function of the Probability of Default (PD), Loss Given Default (LGD) (i.e. the magnitude of the loss if there is a default) and exposure at default. The assessment of the PD and LGD is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between a contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

*Impairment of financial assets* (upon application of HKFRS 9 with transitions in accordance with note 2)(Continued)

#### ii. Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis or catered for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis.

- Past-due status; and
- Nature, size and industry of debtors.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amounts, with the exception of trade debtors where the corresponding adjustment is recognised through a loss allowance account.

#### *Derecognition* (upon application of HKFRS 9 with transitions in accordance with note 2)

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expires, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9 or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised on its consolidated statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In such cases, the transferred assets are not derecognised.

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

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

*Classification and subsequent measurement of financial assets* (until application of HKFRS 9)

The Group's financial assets are mainly classified into financial assets as loans and receivables and financial assets at fair value through profit or loss. 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.

i. Available for sale ("AFS") financial assets

AFS financial assets are non-derivative that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at fair value through profit or loss.

Dividend on AFS equity investments are recognized in profit or loss when the Group's right to receive the dividends is established. AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured 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).

ii. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other debtors, prepayments and deposits) are measured at amortised cost using the effective interest method, less any impairment losses. Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

*Impairment of financial assets* (until application of HKFRS 9)

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where 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 the financial assets, objective evidence of impairment could include observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or delinquency in interest or principal payments;

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Financial instruments** *(Continued)*

#### **Financial assets** *(Continued)*

##### *Impairment of financial assets (until application of HKFRS 9) (Continued)*

- it is becoming probable that the borrower will enter bankruptcy or other financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade and other debtors, 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 in the portfolio past the average credit period and 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.

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

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 losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### *Derecognition (until application of HKFRS 9)*

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

#### **Financial liabilities**

Financial liabilities included trade and other loan payables and are subsequently measured at amortised cost, using the effective interest method.



# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Financial guarantee contracts**

A financial guarantee contract is a contract that requires the Group to make specified payments to reimburse the holder for a loss it incurs when a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee is recognized as a liability initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the best estimate of the amount required to settle the guarantee; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation over the guarantee period.

### **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial asset/liability and of allocating interest income/expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts/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 asset/liability, or, where appropriate, a shorter period. Income/expense is recognised on an effective interest basis for financial asset/liability.

### **Derivative financial instruments**

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

Derivatives of the Group which do not qualify for hedge accounting are deemed as financial assets held for trading or financial liabilities held for trading. Changes in fair values of such derivatives are recognised directly in statement of profit or loss.

### **Related parties**

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

- (a) the party is a person or a close member of that person's family if that person
  - (i) has control or joint control of the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Related parties** *(Continued)*

- (b) the party is an entity related to the Group where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity) and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

### **Inventories**

Inventories are stated at the lower of cost and net realizable value. Cost is calculated using the weighted average cost method.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF 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 exchange 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 carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. 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 foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); and
- exchange differences on monetary items receivable from or payable to foreign operations 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.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollar) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange 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, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), 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.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Foreign currencies** *(Continued)*

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the 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.

### **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 as reported in the statement of profit or loss 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 the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the 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 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 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.

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.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized. 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 is also dealt with in equity.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Retirement benefits costs**

Payments to defined contribution retirement benefit plans are charged as expenses as they fall due.

### **Equity-settled share-based payment transactions**

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions"). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

At the time when the share options are exercised, the amount previously recognised in the share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share options reserve will be transferred to retained earnings.

### **Operating leases**

Payments made under operating leases (net of any incentives received from the lessors) are charged to profit or loss on a straight-line basis over the relevant lease terms.

### **Cash and cash equivalents**

Cash and cash equivalents as presented in the statement of financial position represent cash on hand, cash and time deposits with banks and other financial institutions, and short-term liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents which have short-term maturity of generally within three months upon acquisition, together with bank overdrafts and bank loans, if any, which are repayable on demand and form an integral part of the Group's cash management, are included as components of cash and cash equivalents as presented in the consolidated statement of cash flows.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the consolidated financial statements requires the Management to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses as well as the related disclosures. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

### **Impairment of intangible asset**

The Directors have tested the intangible asset for impairment at the end of the reporting period and concluded that impairment loss is not required.

### **Allowance for expected credit losses**

The management of the Group estimates the amount of lifetime expected credit losses of trade debtors individually, after considering the financial background, creditability, aging and likelihood of collection with reference to repayment history and/or past due status of respective receivables. Estimated loss rates are based on historical observed default rates over the expected lives of the receivables and are adjusted for forward-looking information. The provision of expected credit losses is sensitive to changes in estimates. The information about the Group's trade debtors are disclosed in note 21 and 37. As at 31st March, 2019, the carrying amount of trade debtors was approximately HK\$66,605,000 (2018: HK\$58,680,000) (net of allowance for expected credit losses of approximately HK\$414,000 (2018: HK\$343,000)).

### **Estimate of the useful lives of property, plant and equipment**

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The Group reviews annually the useful lives of assets and their residual values, if any. The depreciation charges for future periods will be adjusted if there are significant changes from previous estimates.

### **Fair values of investment properties**

At the end of the reporting period, the Group's investment properties were stated at fair value based on the valuation performed by independent chartered surveyors as disclosed in the note on investment properties. In determining the fair values, the surveyors have based on method of valuation which involves certain estimates. In relying on the valuation, Management has exercised their judgment and is satisfied that the method of valuation is reflective of the current market conditions.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

### Fair values of financial assets

The fair values of financial assets that are traded in an active market are determined by the quoted market prices. Under the circumstances where quoted market prices are not available for particular financial assets, the Group assesses the fair values of these financial assets with reference to the quoted values or recent transaction prices provided by counterparty financial institutions. The fair values of unlisted equity securities and wealth management products have been valued based on the expected cash flows discounted at appropriate discount rate. The use of methodologies, models and assumptions in pricing and valuing these financial assets is subjective and requires varying degrees of judgment by Management, which may result in significant deviation in fair values and results.

### Estimated impairment on inventories

The Management of the Group reviews an aging analysis at the end of each reporting period, and identifies obsolete and slow-moving inventory items that are no longer suitable for use in production. The Management estimates the net realizable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out a review of the inventory on a product-by-product basis at the end of each reporting period and provides impairment on obsolete items, if any.

## 5. REVENUE

Revenue represents the net amounts received and receivable for the year (less returns and allowances) for rice sold to outside customers, sales from operation of convenience stores and rental income from investment properties. Rice sales and sales from operation of convenience stores are recognised upon the transfer of goods at a point in time. The revenue is analysed as follows:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Rice sales	770,069	686,658
Sales from operation of convenience stores	684,557	517,732
Rental income from investment properties	3,797	4,226
	<b>1,458,423</b>	<b>1,208,616</b>

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 6. SEGMENT INFORMATION

For management purposes, the Group is currently organised into five operating divisions, namely rice operation, convenience store operation, securities investment, property investment and corporate and others. These divisions are the basis on which the Group reports its operating segment information.

Principal activities are as follows:

Rice operation	—	sourcing, importing, wholesaling, processing, packaging, marketing and distribution of rice
Convenience store operation	—	operation of convenience stores in Vietnam
Securities investment	—	investments in equity and debt securities
Property investment	—	property investment and development
Corporate and others	—	corporate income and expenses and other investments

Segment results represent the profit or loss generated from each segment without allocation of finance costs. This is the measure reported to the chief operating decision maker for the purpose of resources allocation and performance assessment.



# Notes to the Financial Statements

For the year ended 31st March, 2019

## 6. SEGMENT INFORMATION (Continued)

An analysis of the Group's segment information by operating segments is as follows:

### Operating segments

#### Statement of profit or loss for the year ended 31st March, 2019

	Rice operation HK\$'000	Convenience store operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>REVENUE</b>						
Total sales	770,069	684,557	—	3,797	—	1,458,423
<b>RESULTS</b>						
Segment results	41,366	(43,307)	4,486	4,660	1,395	8,600
Share of results of associates	(236)	—	—	1,885	1,529	3,178
Profit before taxation						11,778
Taxation						(7,492)
Profit for the year						4,286
Profit for the year attributable to:						
Shareholders of the Company						4,356
Non-controlling interests						(70)
						4,286

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 6. SEGMENT INFORMATION (Continued)

### Operating segments (Continued)

#### Segment assets and liabilities as at 31st March, 2019

	Rice operation HK\$'000	Convenience store operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>ASSETS</b>						
Segment assets	223,237	247,666	259,812	248,266	252,892	1,231,873
Interests in associates	13,888	—	—	108,575	52,463	174,926
Unallocated corporate assets						798
Consolidated total assets						<u>1,407,597</u>
<b>LIABILITIES</b>						
Segment liabilities	34,775	99,261	—	1,172	11,738	146,946
Unallocated corporate liabilities						2,576
Consolidated total liabilities						<u>149,522</u>

#### Other information for the year ended 31st March, 2019

	Rice operation HK\$'000	Convenience store operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
Additions to property, plant and equipment	5,876	42,952	—	2,048	—	50,876
Depreciation and amortisation of property, plant and equipment	(9,558)	(25,951)	—	(1,503)	—	(37,012)
Amortisation of prepaid lease payments	(518)	—	—	—	—	(518)
Surplus on revaluation of investment properties	—	—	—	1,780	—	1,780
Net unrealized gain on financial assets at fair value through profit or loss	—	—	1,329	1,896	—	3,225
Allowance for expected credit losses	(319)	—	—	—	—	(319)

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 6. SEGMENT INFORMATION (Continued)

### Operating segments (Continued)

#### Statement of profit or loss for the year ended 31st March, 2018

	Rice operation HK\$'000	Convenience store operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>REVENUE</b>						
Total sales	686,658	517,732	—	4,226	—	1,208,616
<b>RESULTS</b>						
Segment results	72,301	(58,261)	24,027	11,030	4,085	53,182
Finance costs						(1)
Share of results of associates	107	—	—	15,693	(7)	15,793
Gain on disposal of a subsidiary	—	—	—	7,514	—	7,514
Profit before taxation						76,488
Taxation						(14,041)
Profit for the year						62,447
Profit for the year attributable to:						
Shareholders of the Company						65,367
Non-controlling interests						(2,920)
						62,447

#### Segment assets and liabilities as at 31st March, 2018

	Rice operation HK\$'000	Convenience store operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>ASSETS</b>						
Segment assets	227,263	203,270	233,548	235,411	312,006	1,211,498
Interests in associates	56,677	—	—	107,118	52,530	216,325
Consolidated total assets						1,427,823
<b>LIABILITIES</b>						
Segment liabilities	29,924	71,168	—	1,061	11,874	114,027
Unallocated corporate liabilities						13,071
Consolidated total liabilities						127,098

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 6. SEGMENT INFORMATION (Continued)

### Operating segments (Continued)

#### Other information for the year ended 31st March, 2018

	Rice operation HK\$'000	Convenience store operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
Additions to property, plant and equipment	10,149	36,467	—	14	—	46,630
Depreciation and amortisation of property, plant and equipment	(9,502)	(22,114)	—	(1,392)	—	(33,008)
Amortisation of prepaid lease payments	(520)	—	—	(2)	—	(522)
Surplus on revaluation of investment properties	—	—	—	8,980	—	8,980
Net unrealized gain on financial assets at fair value through profit or loss	—	—	14,631	—	—	14,631
Allowance for expected credit losses	(20)	—	—	—	—	(20)

### Geographical segments

The Group's operations are located in Hong Kong, Vietnam and other regions.

The following table provides an analysis of the Group's sales by location of markets, irrespective of the origin of the goods/services:

	Revenue by geographical markets	
	2019 HK\$'000	2018 HK\$'000
Hong Kong	756,364	676,616
Vietnam	684,557	517,732
Others	17,502	14,268
	<b>1,458,423</b>	<b>1,208,616</b>

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 6. SEGMENT INFORMATION (Continued)

### Geographical segments (Continued)

The following is an analysis of the carrying amounts of and additions to non-current assets other than financial instruments, analysed by the geographical areas in which the assets are located:

	Carrying amounts of non-current assets other than financial instruments		Additions to non-current assets other than financial instruments	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Hong Kong	280,776	281,308	7,924	10,163
Vietnam	124,474	112,775	42,952	36,467
Others	134,053	176,173	—	—
	<b>539,303</b>	570,256	<b>50,876</b>	46,630

### Information about major customers

For the year ended 31st March, 2019, approximately HK\$342,918,000 (2018: HK\$299,754,000) of the Group's revenue was derived from two (2018: two) external customers from rice operation, representing approximately 24% (2018: 25%) of the total revenue. No other single customer contributed 10% or more to the Group's revenue.

## 7. NET OTHER INCOME

	2019 HK\$'000	2018 HK\$'000
Interest revenue on:		
— Financial assets at fair value through profit or loss	2,335	3,201
— Financial assets measured at amortized costs	3,073	4,105
	<b>5,408</b>	7,306
Dividend from listed financial assets at fair value through profit or loss	1,330	1,903
Net realized gain on disposals of financial assets at fair value through profit or loss	36	2,365
Net foreign exchange (loss)/gain	(1,142)	3,039
Net loss on disposal of property, plant and equipment	(1,852)	(1,810)
Sundry income	9,438	5,400
	<b>13,218</b>	18,203

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 8. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Auditor's remuneration		
Current year	727	725
Underprovision in prior years	—	38
	<hr/> 727	<hr/> 763
Depreciation and amortisation of property, plant and equipment	37,012	33,008
Amortisation of prepaid lease payments	518	522
Operating lease rentals in respect of rented premises	72,119	57,684
Allowance for expected credit losses	319	20
Cost of inventories recognised as expense	972,107	764,046
Staff costs	194,861	172,602
Interest on bank overdraft	—	1
Rental income from investment properties	(3,797)	(4,226)
Less: Outgoings associated with rental income	156	122
	<hr/> (3,641)	<hr/> (4,104)
Net loss on disposal of property, plant and equipment	<hr/> <b>1,852</b>	<hr/> 1,810

## Notes to the Financial Statements

For the year ended 31st March, 2019

### 9. GAIN ON DISPOSAL OF A SUBSIDIARY

During last year ended 31st March, 2018, the Group recognised a gain of approximately HK\$7,514,000 in the consolidated statement of profit or loss in respect of the disposal of Golden Resources China (Group) Limited.

In August 2017, the Group disposed of its entire equity interest in Golden Resources China (Group) Limited, a wholly-owned subsidiary engaged in property investment in Mainland China, at a cash consideration of HK\$19,520,000.

The carrying amount of the net assets derecognised during last year in respect of the disposal of Golden Resources China (Group) Limited was as follows:

	2018 HK\$'000
<b>Carrying amount of the net assets derecognised:</b>	
Property, plant and equipment	2,369
Prepaid lease payments	260
	<hr/> 2,629
<b>Consideration received:</b>	
Cash consideration	<hr/> 19,520
<b>Gain on disposal of a subsidiary:</b>	
Consideration received	19,520
Carrying amount of net assets derecognised	(2,629)
Directly attributable costs	(9,377)
	<hr/> 7,514

Analysis of net inflow of cash and cash equivalents in respect of the disposal of Golden Resources China (Group) Limited:

	2018 HK\$'000
<b>Net inflow of cash and cash equivalents</b>	<hr/> 19,520

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 10. TAXATION

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Current tax:		
Hong Kong	<b>7,856</b>	14,084
Other regions in the PRC	<b>36</b>	33
	<b>7,892</b>	14,117
Overprovision in prior years:		
Hong Kong	<b>(1)</b>	—
Deferred tax ( <i>Note 25</i> ):		
Current year's credit	<b>(399)</b>	(76)
<b>Taxation attributable to the Company and its subsidiaries</b>	<b>7,492</b>	14,041

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years, except for the first HK\$2,000,000 of a qualified entity's assessable profit which is calculated at 8.25%, in accordance with the new two-tiered profits tax rate regime with effect from the year of assessment 2018/2019.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.



# Notes to the Financial Statements

For the year ended 31st March, 2019

## 10. TAXATION (Continued)

The tax charge for the year can be reconciled to the profit per the consolidated statement of profit or loss as follows:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Profit before taxation	<b>11,778</b>	76,488
Tax at the domestic income tax rate of 16.5% (Note)	<b>1,943</b>	12,620
Tax effect of expenses not deductible for tax purpose	<b>2,256</b>	3,116
Tax effect of income not taxable for tax purpose	<b>(1,507)</b>	(3,701)
Overprovision in respect of prior years	<b>(1)</b>	—
Tax effect of tax losses/deferred tax assets not recognised	<b>9,582</b>	11,276
Tax effect of utilisation of tax losses/deferred tax assets not previously recognised	<b>(284)</b>	(3,578)
Effect of different tax rates of subsidiaries operating in other jurisdictions	<b>(2,955)</b>	(2,816)
Tax effect of share of results of associates	<b>(524)</b>	(2,606)
Others	<b>(1,018)</b>	(270)
Taxation for the year	<b>7,492</b>	14,041

Note:

The domestic tax rate in the jurisdiction where the operation of the Group is substantially based is used.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 11. DIVIDENDS

### (a) Dividends attributable to the year:

	<b>2019</b> <b>HK\$'000</b>	2018 <i>HK\$'000</i>
Interim dividend paid of HK1.1 cents per share on 1,697,406,458 shares (2018: HK1.2 cents per share on 1,697,406,458 shares)	<b>18,671</b>	20,369
Final dividend proposed of HK1.2 cents per share on 1,697,406,458 shares (2018: HK1.2 cents per share on 1,697,406,458 shares)	<b>20,369</b>	20,369
	<b>39,040</b>	40,738

The final dividend of HK1.2 cents per share for the year ended 31st March, 2019 has been proposed by the Directors and is subject to approval by the shareholders at the forthcoming annual general meeting. This final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

### (b) Dividends approved and paid during the year:

	<b>2019</b> <b>HK\$'000</b>	2018 <i>HK\$'000</i>
Final dividend in respect of the previous financial year, approved and paid during the year, of HK1.2 cents per share on 1,697,406,458 shares (2018: HK1.2 cents per share on 1,695,406,458 shares)	<b>20,369</b>	20,345
Interim dividend in respect of the current financial year, approved and paid during the year, of HK1.1 cents per share on 1,697,406,458 shares (2018: HK1.2 cents per share on 1,697,406,458 shares)	<b>18,671</b>	20,369
	<b>39,040</b>	40,714

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 12. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the shareholders of the Company is based on the following data:

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Earnings for the purpose of basic and diluted earnings per share	<b>4,356</b>	65,367
	<b>2019</b>	2018
Number of shares:		
Weighted average number of shares for the purpose of basic earnings per share	<b>1,697,406,458</b>	1,696,042,074
Effect of dilutive potential ordinary shares:		
Share options	<b>481,501</b>	1,529,978
Weighted average number of shares for the purpose of diluted earnings per share	<b>1,697,887,959</b>	1,697,572,052

*Note:*

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares to assume conversion of all dilutive potential ordinary shares.

There is no significant dilutive effect for both years.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 13. PROPERTY, PLANT AND EQUIPMENT

For the year ended 31st March, 2019

	Land and buildings HK\$'000	Factory premises in elsewhere in the PRC HK\$'000	Furniture, fixtures and equipment HK\$'000	Plant and machinery HK\$'000	Motor vehicles and motor vessel HK\$'000	Total HK\$'000
<b>COST</b>						
At 1st April, 2018	102,773	15,935	190,691	124,322	15,461	449,182
Additions	—	—	45,844	5,032	—	50,876
Disposals/written off	—	—	(27,365)	(33,571)	—	(60,936)
Exchange rate adjustments	—	(778)	(3,867)	(1,428)	(41)	(6,114)
At 31st March, 2019	102,773	15,157	205,303	94,355	15,420	433,008
<b>DEPRECIATION, AMORTISATION AND IMPAIRMENT</b>						
At 1st April, 2018	65,653	15,935	92,282	112,803	6,992	293,665
Provided for the year	1,605	—	28,981	3,374	3,052	37,012
Eliminated on disposals/ written off	—	—	(25,061)	(33,523)	—	(58,584)
Exchange rate adjustments	—	(778)	(1,761)	(1,428)	(30)	(3,997)
At 31st March, 2019	67,258	15,157	94,441	81,226	10,014	268,096
<b>CARRYING AMOUNT</b>						
At 31st March, 2019	35,515	—	110,862	13,129	5,406	164,912

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 13. PROPERTY, PLANT AND EQUIPMENT (Continued)

For the year ended 31st March, 2018

	Land and buildings HK\$'000	Factory premises in elsewhere in the PRC HK\$'000	Furniture, fixtures and equipment HK\$'000	Plant and machinery HK\$'000	Motor vehicles and motor vessel HK\$'000	Total HK\$'000
<b>COST</b>						
At 1st April, 2017	107,211	14,498	166,345	121,316	10,543	419,913
Additions	—	—	37,715	1,177	7,738	46,630
Disposals/written off	—	—	(7,264)	(313)	(2,798)	(10,375)
Exchange rate adjustments	—	1,437	746	2,142	151	4,476
Disposal of a subsidiary (Note 9)	(4,438)	—	(6,851)	—	(173)	(11,462)
At 31st March, 2018	102,773	15,935	190,691	124,322	15,461	449,182
<b>DEPRECIATION, AMORTISATION AND IMPAIRMENT</b>						
At 1st April, 2017	65,563	14,498	78,449	107,660	7,030	273,200
Provided for the year	2,161	—	24,881	3,307	2,659	33,008
Eliminated on disposals/ written off	—	—	(4,768)	(306)	(2,664)	(7,738)
Exchange rate adjustments	—	1,437	569	2,142	140	4,288
Disposal of a subsidiary (Note 9)	(2,071)	—	(6,849)	—	(173)	(9,093)
At 31st March, 2018	65,653	15,935	92,282	112,803	6,992	293,665
<b>CARRYING AMOUNT</b>						
At 31st March, 2018	37,120	—	98,409	11,519	8,469	155,517

The carrying amount of properties shown above comprises:

	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
Land and buildings situated in Hong Kong:		
Held under long lease	<b>29,396</b>	30,345
Held under medium-term lease	<b>3,339</b>	3,554
Freehold land and building situated outside Hong Kong	<b>2,780</b>	2,867
Building situated in Hong Kong	—	354
	<b>35,515</b>	37,120

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 14. INVESTMENT PROPERTIES

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Balance at beginning of the year	<b>161,010</b>	152,030
Surplus on revaluation	<b>1,780</b>	8,980
Balance at end of the year	<b>162,790</b>	161,010

All of the Group's investment properties are held for renting out under operating leases. The analysis of the Group's investment properties is as follows:

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Situated in Hong Kong:		
Held under long lease	<b>157,580</b>	155,520
Situated outside Hong Kong:		
Held under medium-term lease	<b>5,210</b>	5,490
	<b>162,790</b>	161,010

The investment properties were revalued at 31st March, 2019 on an open market value basis by Dudley Surveyors Limited, independent Chartered Surveyors. The revaluation surplus of HK\$1,780,000 (2018: HK\$8,980,000) has been recognised in the consolidated statement of profit or loss.

Dudley Surveyors Limited is a member of The Hong Kong Institute of Surveyors, and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation, which conforms to International Valuation Standards, was arrived at by reference to market evidence of transaction prices for similar properties.

The fair value was determined based on Direct Comparison Approach assuming sale of the property interest in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant market.

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

The fair value measurements of the investment properties of the Group as at 31st March, 2019 were categorised into Level 2. There were no transfers into or out of Level 2 during the year.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 15. INTANGIBLE ASSET

	<u>Licence</u>	
	<b>2019</b> <i>HK\$'000</i>	2018 <i>HK\$'000</i>
<b>COST</b>		
Balance at 1st April and 31st March	<b>31,600</b>	31,600
<b>AMORTISATION</b>		
Balance at 1st April and 31st March	<b>9,095</b>	9,095
<b>CARRYING AMOUNT</b>		
Balance at 31st March	<b>22,505</b>	22,505

The intangible asset represents the master and franchise licence granted to a wholly-owned subsidiary of the Company the exclusive right to own and operate Circle K convenience stores in The Socialist Republic of Vietnam ("Vietnam") and is measured initially at fair value upon acquisition of subsidiaries. The fair value of the licence has been arrived at on the basis of a valuation under the income approach carried out on 12th October, 2010 by BMI Appraisals Limited, an independent qualified professional valuer, adopting the Excess Earnings Method. It is predicated on the basis that the value of an intangible asset is the present value of the earnings it generates, net of a reasonable return on other assets which also contribute to that stream of earnings. The excess earnings are the amounts of anticipated economic benefits that exceed the required rates of return on the contributory assets, including the non-current assets, the working capital and the workforce assembled, used to generate those anticipated economic benefits. In the valuation, the after-tax required rates of return on the net non-current assets, the net working capital and the workforce assembled of 11.30%, 5.00% and 19.10% respectively were adopted.

The licence acquired upon business combination was initially amortised over its remaining useful life of 22 years and 7 months from the date of acquisition of the subsidiary on 12th October, 2010. However, in April 2017, the licence was modified that the term shall no longer be for a period of 25 years and shall instead continue indefinitely for an unlimited duration. With unlimited duration, the intangible asset is regarded as having infinite useful life and therefore amortisation would not be necessary with effect from April 2017.

The Directors have tested the intangible asset for impairment at the end of the reporting period and concluded that impairment loss is not required.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 16. INTERESTS IN ASSOCIATES

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Unlisted investments:		
Share of net assets ( <i>Note a</i> )	76,645	78,097
Gain from a bargain purchase	—	(156)
	<b>76,645</b>	77,941
Advance to an associate ( <i>Note b</i> )	86,158	86,158
Deposits paid for trade purchases	13,288	55,823
Amounts payable for trade purchases	(1,165)	(3,597)
	<b>174,926</b>	216,325
Carrying amounts ( <i>Note c</i> )	<b>174,926</b>	216,325

### Notes:

- (a) Investments in certain associates were in the form of equity and loans from the Group and other shareholders in accordance with respective percentages of equity shareholding in these associates. Investments in the form of loans were comparatively more significant than those in the form of equity, so that the entire amounts were treated as quasi-capital. Under these circumstances, losses incurred by these associates were shared by the Group to the extent that the losses did not exceed the aggregate of their equity and loan investments. As at 31st March, 2019 and 31st March, 2018, share of losses of associates did not exceed the equity investment.
- (b) The balance of advance to an associate was unsecured, interest-free and will not be repayable in the coming twelve months. The Directors consider that the carrying amount of advance to an associate approximates its fair value.
- (c) The Directors consider that the recoverable amounts of interests in associates approximate their carrying amounts as at 31st March, 2019.

The movement in the gain from a bargain purchase of associates during the year is set out below:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Balance at the beginning of the year	(156)	507
Realization on written off/disposal	156	(663)
	<b>—</b>	(156)
Balance at the end of the year	<b>—</b>	(156)



# Notes to the Financial Statements

For the year ended 31st March, 2019

## 16. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's principal associates as at 31st March, 2019 are as follows:

Name of associate	Form of business structure	Place of incorporation/ operation	Issued and fully paid up share capital	Proportion of nominal value of issued share capital held by the Group		Principal activities
				2019	2018	
Doublewood Resources Sdn. Bhd.	Incorporated	Malaysia	2 ordinary shares of RM1 each	37.50%	37.50%	Property development and holding
Sirinumma Company Limited	Incorporated	Thailand	4,600,000 ordinary shares of Baht 10 each	40.00%	40.00%	Sourcing of rice
Starland Century Limited	Incorporated	Hong Kong	HK\$1,000	37.50%	37.50%	Investment holding
Supreme Development Company Limited (Note)	Incorporated	Hong Kong/ Hong Kong and PRC	HK\$15,001,500	41.16%	41.16%	Manufacturing and sale of plastic bags
Wealthway Resources Sdn. Bhd.	Incorporated	Malaysia	2 ordinary shares of RM1 each	37.50%	37.50%	Property development and holding

Note:

Supreme Development Company Limited has a wholly-owned subsidiary, Delux Arts Development Limited, which is incorporated in Hong Kong and engaged in manufacturing and sale of plastic bags in Hong Kong and PRC.

The Directors are of the opinion that a complete list of the particulars of all associates would be of excessive length and therefore the above list only contains the particulars of those associates which principally affect the results or assets and liabilities of the Group.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 16. INTERESTS IN ASSOCIATES (Continued)

The summarised consolidated financial information in respect of the Group's material associate is set out below, which represents amounts shown in the associate's consolidated financial statements prepared in accordance with HKFRSs. The associate is accounted for using the equity method in the consolidated financial statements.

### Supreme Development Company Limited

	2019 HK\$'000	2018 HK\$'000
Non-current assets	<b>26,656</b>	26,122
Current assets	<b>157,266</b>	184,630
Current liabilities	<b>(53,647)</b>	(76,618)
Revenue	<b>318,137</b>	356,040
Profit/(loss) for the year	<b>1,029</b>	(130)
Other comprehensive (loss)/income for the year	<b>(4,888)</b>	7,501
Total comprehensive (loss)/income for the year	<b>(3,859)</b>	7,371
Dividend received from the associate during the year	—	823

Reconciliation of the above summarised consolidated financial information to the carrying amount of the interest in Supreme Development Company Limited recognised in the consolidated financial statements:

	2019 HK\$'000	2018 HK\$'000
Net assets of Supreme Development Company Limited	<b>130,275</b>	134,134
Proportion of the Group's ownership interest in Supreme Development Company Limited	<b>41.16%</b>	41.16%
Share of net assets of the Group in Supreme Development Company Limited	<b>53,627</b>	55,216
Amounts payable for trade purchases	<b>(1,165)</b>	(3,597)
Carrying amounts	<b>52,462</b>	51,619

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 16. INTERESTS IN ASSOCIATES (Continued)

The summarised financial information in respect of the Group's associates that are not individually material as at the end of the reporting period is set out below:

	2019 HK\$'000	2018 HK\$'000
The Group's share of profit	2,754	15,847
The Group's share of other comprehensive (loss)/income	(451)	7,840
<b>The Group's share of total comprehensive income</b>	<b>2,303</b>	<b>23,687</b>
Aggregate amount of the Group's share of net assets of these associates	23,018	22,881
Gain from a bargain purchase	—	(156)
Advance to an associate	86,158	86,158
Deposits paid for trade purchases	13,288	55,823
<b>Carrying amounts</b>	<b>122,464</b>	<b>164,706</b>

## 17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2019 HK\$'000	2018 HK\$'000
Equity securities:		
Listed in Hong Kong	33,719	36,854
Listed outside Hong Kong	6,680	8,780
Unlisted	39,691	—
	<b>80,090</b>	45,634
Debt securities:		
Listed in Hong Kong	16,931	21,568
Listed outside Hong Kong	14,911	13,699
	<b>31,842</b>	35,267
Other unlisted securities	186,968	151,710
	<b>298,900</b>	232,611
Analysed as:		
Non-current assets	39,691	—
Current assets	259,209	232,611
	<b>298,900</b>	232,611

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

(Continued)

The fair values of listed equity securities and debt securities are based on quoted market closing prices available on the relevant exchanges as at the end of the reporting period. The fair values of unlisted securities are based on quoted values or recent transaction prices provided by counterparty financial institutions, where appropriate. The fair values of unlisted equity securities and the wealth management products disclosed under other unlisted securities are based on income approach. The discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees, based on an appropriate discount rate. The significant unobservable inputs which include the discount rates are determined by the sum of risk-free rate and credit spread with reference to comparable financial products. The net unrealised gain on financial assets at fair value through profit or loss of HK\$3,225,000 (2018: HK\$14,631,000) has been recognised in the consolidated statement of profit or loss, with HK\$1,896,000 (2018: Nil) attributed to non-current assets and HK\$1,329,000 (2018: HK\$14,631,000) attributed to current assets.

As at 31st March, 2019, the Group held an equity-linked note with maximum coupon rate of 10.4% per annum. The note was designated at fair value through profit or loss on initial recognition and the fair value at the end of the reporting period of approximately HK\$390,000 was included in other unlisted securities.

Details of the fair value measurement of the financial assets for the year ended 31st March, 2019 are set out in note 37(f).

## 18. AVAILABLE-FOR-SALE INVESTMENTS

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Non-current assets		
Equity securities:		
Unlisted, at cost	—	29,968

All available-for-sale investments were remeasured and reclassified to financial assets at fair value through profit or loss upon the initial application of HKFRS 9 on 1st April, 2018.

As at 31st March, 2018, the Group's unlisted securities of HK\$29,968,000 were stated at cost less accumulated impairment losses, if any.

Unlisted equity securities were issued by private entities and all unlisted securities were issued outside Hong Kong.

There was no impairment loss provision for available-for-sale investments for year ended 31st March, 2018.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 19. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments, classified as non-current assets, represent prepaid operating lease payments in respect of leasehold land.

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Balance at beginning of the year	14,899	15,358
Charge for the year	(518)	(522)
Disposal of a subsidiary ( <i>Note 9</i> )	—	(260)
Exchange rate adjustments	(211)	323
	<hr/>	<hr/>
Balance at end of the year	<b>14,170</b>	14,899

## 20. INVENTORIES

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
At cost:		
Raw materials	84,983	95,422
Finished goods	82,140	65,458
Consumable stores	6,815	5,621
	<hr/>	<hr/>
	<b>173,938</b>	166,501

None of the inventories were carried at net realizable value at the end of the reporting period (2018: Nil).

## 21. TRADE DEBTORS

The Group allows an average credit period of 30-60 days to its trade customers. The following is an aging analysis of trade debtors at the end of the reporting period according to the delivery date:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Within 30 days	26,740	22,524
31-60 days	26,035	26,788
61-90 days	11,138	6,615
Over 90 days	2,692	2,753
	<hr/>	<hr/>
	<b>66,605</b>	58,680

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 21. TRADE DEBTORS (Continued)

The Group assesses the credit status and imposes credit limits for potential new customers in accordance with the Group's credit policy. The credit limits are closely monitored and subject to periodic reviews.

As at 31st March, 2019, the balances of trade debtors over 90 days of approximately HK\$2,692,000 (2018: HK\$2,753,000) were past due but not impaired as the balances were relating to debtors with sound repayment history and no recent history of default.

The movements in allowance for expected credit losses during the years are set out below:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Balance at beginning of the year	343	1,285
Increase in allowance recognised in consolidated statement of profit or loss	319	20
Amount written off as uncollectible	(248)	(962)
Balance at end of the year	<b>414</b>	343

Included in the allowance for expected credit losses are individually impaired trade debtors with an aggregate balance of HK\$414,000 (2018: HK\$343,000). For overdue debts, the Group assessed the customers for potential impairment losses based on the past default experience, payment history of the customers and subsequent settlement.

Details of impairment assessment of trade debtors for the year ended 31st March, 2019 are set out in note 37(d).

## 22. OTHER DEBTORS, DEPOSITS AND PREPAYMENTS

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Deposits and prepayments	42,541	41,237
Advances and other receivables	22,521	15,940
Tax reserve certificates	2,982	1,758
	<b>68,044</b>	58,935

## Notes to the Financial Statements

For the year ended 31st March, 2019

### 23. CASH AND CASH EQUIVALENTS

Cash and cash equivalents held by the Group include short-term bank deposits at prevailing market interest rates with original maturity of less than three months. All bank balances are deposited with creditworthy banks and other financial institutions with no recent history of default.

### 24. TRADE CREDITORS

The following is an aging analysis of trade creditors at the end of the reporting period according to the delivery date:

	<b>2019</b> <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Within 30 days	<b>71,349</b>	48,120
31-60 days	<b>392</b>	287
61-90 days	<b>21</b>	443
Over 90 days	<b>504</b>	861
	<b>72,266</b>	49,711

### 25. DEFERRED TAX LIABILITIES

The followings are the major deferred tax liabilities recognised and movements thereon during the current and prior reporting period:

	<b>Accelerated tax depreciation</b> <i>HK\$'000</i>
At 31st March, 2017	3,051
Credit to income for the year	(76)
At 31st March, 2018	2,975
Credit to income for the year	(399)
At 31st March, 2019	<b>2,576</b>

At the end of the reporting period, the Group has unused tax losses of approximately HK\$3,704,000 (2018: HK\$31,955,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 26. SHARE CAPITAL

	Number of shares of HK\$0.10 each	HK\$'000
Authorised		
At 1st April, 2017, 31st March, 2018 and 31st March, 2019	<b>3,000,000,000</b>	300,000
Issued and fully paid		
At 1st April, 2017	<b>1,695,406,458</b>	169,541
Exercise of share options	<b>2,000,000</b>	200
At 31st March, 2018 and 31st March, 2019	<b>1,697,406,458</b>	169,741

There was no movement in share capital during the year. All new shares issued during last year rank pari passu with all other existing shares outstanding at the date of issue.

## 27. SHARE OPTIONS

### OLD SHARE OPTION SCHEME

The Company operated an Old Share Option Scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the Company's Directors (including the Independent Non-executive Directors), employees of the Company and/or any of its subsidiaries and other persons who, in the sole discretion of the Board of Directors of the Company, have contributed to the Group. The Scheme became effective on 26th August, 2008 and remained in force for 10 years. The Scheme had expired on 25th August, 2018.

The fair value of the share options was determined using the Black-Scholes option pricing model. Where relevant, the expected life used in the model has been adjusted based on the Management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions to the option), and behavioral considerations. Expected volatility was based on the historical share price volatility over the past 1 year.

The variables and assumptions used in computing the fair value of the share options were based on the Management's best estimate. The value of an option varies with different variables of certain subjective assumptions.



# Notes to the Financial Statements

For the year ended 31st March, 2019

## 27. SHARE OPTIONS *(Continued)*

### OLD SHARE OPTION SCHEME *(Continued)*

During the year, 6,500,000 share options which had been granted but not exercised under the Scheme were lapsed, representing approximately 0.38% of the shares of the Company in issue at that date. The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the Scheme is an amount equivalent to 10% of the shares of the Company in issue at any point in time but excluding shares issued pursuant to the Scheme unless approval for refreshing the 10% limit from the Company's shareholders has been obtained. The maximum number of shares issued and to be issued upon exercise of the share options granted to each eligible participant in the Scheme (including exercised, cancelled and outstanding options) within any 12-month period, is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Under the Scheme, 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 grant of share options to a Substantial Shareholder or an Independent Non-executive Director of the Company, or to any of their associates, which would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5,000,000 is subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options under the Scheme may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determined by the Directors, save that such period shall not be more than 10 years from the date of adoption of the Scheme subject to the provisions for early termination set out in the Scheme. Unless otherwise determined by the Directors at their sole discretion, there is no requirement of a minimum period for which an option must be held before it can be exercised.

The exercise price of share options granted under the Scheme is determined by the Directors, but shall not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company on the date of offer.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 27. SHARE OPTIONS (Continued)

### OLD SHARE OPTION SCHEME (Continued)

The following table discloses details of the Company's share options held by employees (including Directors) and movements during the year:

	Grant date	Validity period	Exercise price for one share (Note 1) HK\$	Balance outstanding at 1st April, 2018	Granted during the year	Exercised during the year	Lapsed during the year	Balance outstanding at 31st March, 2019
<b>Director</b>	13th October, 2011	13th October, 2011 – 25th August, 2018 (Note 2)	0.41	2,500,000	–	–	2,500,000	–
<b>Total</b>				2,500,000	–	–	2,500,000	–
<b>Employees</b>	13th October, 2011	13th October, 2011 – 25th August, 2018 (Note 3)	0.41	3,000,000	–	–	3,000,000	–
	21st December, 2011	21st December, 2011 – 25th August, 2018 (Note 3)	0.376	1,000,000	–	–	1,000,000	–
<b>Total</b>				4,000,000	–	–	4,000,000	–
<b>Grand total</b>				6,500,000	–	–	6,500,000	–

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 27. SHARE OPTIONS *(Continued)*

### OLD SHARE OPTION SCHEME *(Continued)*

Notes:

1. The exercise price of the share options to subscribe for one ordinary share is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
2. The option to subscribe for ordinary share is exercisable during the validity period, subject to the vesting scale as follows:
  - (i) up to 50% or partial exercise of the 5,000,000 ordinary shares exercisable after the 2nd year of the date of acceptance of the option; and
  - (ii) up to 100% or partial exercise of the 5,000,000 ordinary shares exercisable after the 4th year of the date of acceptance of the option.
3. The option to subscribe for ordinary share is exercisable during the validity period, subject to the vesting scale as follows:
  - (i) up to 33.33% or partial exercise of the 6,000,000 ordinary shares exercisable after the 2nd year of the date of acceptance of the options; and
  - (ii) up to 66.67% or partial exercise of the 6,000,000 ordinary shares exercisable after the 3rd year of the date of acceptance of the options; and
  - (iii) up to 100% or partial exercise of the 6,000,000 ordinary shares exercisable after the 4th year of the date of acceptance of the options.

Save as disclosed above, no option was granted, lapsed or cancelled during both years or remained outstanding as at 31st March, 2019 and 31st March, 2018.

### NEW SHARE OPTION SCHEME

The Company has adopted a new share option scheme (the "New Scheme") on 29th August, 2018 for the purpose of providing the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants and for such other purposes as the Board may approve from time to time. Participants include the Company's Directors (including the Independent Non-executive Directors), employees of the Company and/or any of its subsidiaries and other persons who, in the sole discretion of the Board of Directors of the Company, have contributed to the Group. The New Scheme became effective on 29th August, 2018 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The New Scheme will expire on 28th August, 2028.

The fair value of the share options was determined using the Black-Scholes option pricing model. Where relevant, the expected life used in the model has been adjusted based on the Management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions to the option), and behavioral considerations. Expected volatility was based on the historical share price volatility over the past 1 year.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 27. SHARE OPTIONS *(Continued)*

### NEW SHARE OPTION SCHEME *(Continued)*

The variables and assumptions used in computing the fair value of the share options were based on the Management's best estimate. The value of an option varies with different variables of certain subjective assumptions.

The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the New Scheme is an amount equivalent to 10% of the shares of the Company in issue at any point in time but excluding shares issued pursuant to the New Scheme unless approval for refreshing the 10% limit from the Company's shareholders has been obtained. The maximum number of shares issued and to be issued upon exercise of the share options granted to each eligible participant in the New Scheme (including exercised, cancelled and outstanding options) within any 12-month period, is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Under the New Scheme, 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 grant of share options to a Substantial Shareholder or an Independent Non-executive Director of the Company, or to any of their associates, which would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5,000,000 is subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options under the New Scheme may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determined by the Directors, save that such period shall not be more than 10 years from the date of adoption of the New Scheme subject to the provisions for early termination set out in the New Scheme. Unless otherwise determined by the Directors at their sole discretion, there is no requirement of a minimum period for which an option must be held before it can be exercised.

The exercise price of share options granted under the New Scheme is determined by the Directors, but shall not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company on the date of offer.

Pursuant to the New Scheme, no option was granted, exercised, lapsed or cancelled during the year or remained outstanding as at 31st March, 2019.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 28. FINANCIAL POSITION OF THE COMPANY

	<i>Notes</i>	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
<b>NON-CURRENT ASSET</b>			
Interests in subsidiaries		<b>887,759</b>	886,994
<b>CURRENT ASSETS</b>			
Other debtors, deposits and prepayments		<b>212</b>	212
Cash and cash equivalents		<b>34</b>	35
		<b>246</b>	247
<b>CURRENT LIABILITY</b>			
Other creditors and accruals		<b>17</b>	—
<b>NET CURRENT ASSETS</b>			
		<b>229</b>	247
		<b>887,988</b>	887,241
<b>CAPITAL AND RESERVES</b>			
Share capital	26	<b>169,741</b>	169,741
Reserves	29	<b>718,247</b>	717,500
		<b>887,988</b>	887,241

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 28th June, 2019 and was signed on its behalf by:

**Laurent LAM Kwing Chee**  
Chairman

**Anthony LAM Sai Ho**  
Vice Chairman and Chief Executive Officer

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 29. RESERVES

### The Group

The amount of the Group's reserves and the movement therein for the current and prior years are presented in the consolidated statement of changes in equity on page 63 to 64 of the financial statements.

### The Company

	Share premium HK\$'000	Contributed surplus HK\$'000	Capital redemption reserve HK\$'000	Share options reserve HK\$'000	Dividend reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 31st March, 2017	452,498	216,596	515	477	20,345	26,002	716,433
Profit for the year	—	—	—	—	—	41,195	41,195
Issue of shares upon exercise of share options	694	—	—	(108)	—	—	586
Prior year final dividend paid	—	—	—	—	(20,345)	—	(20,345)
Interim dividend paid	—	—	—	—	—	(20,369)	(20,369)
Final dividend proposed for the year ended 31st March, 2018	—	—	—	—	20,369	(20,369)	—
At 31st March, 2018	453,192	216,596	515	369	20,369	26,459	717,500
Profit for the year	—	—	—	—	—	39,787	39,787
Share options lapsed during the year	—	—	—	(369)	—	369	—
Prior year final dividend paid	—	—	—	—	(20,369)	—	(20,369)
Interim dividend paid	—	—	—	—	—	(18,671)	(18,671)
Final dividend proposed for the year ended 31st March, 2019	—	—	—	—	20,369	(20,369)	—
At 31st March, 2019	453,192	216,596	515	—	20,369	27,575	718,247

#### Notes:

Under the Companies Act 1981 of Bermuda (as amended) and Bye-Laws of the Company, 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:

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

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 29. RESERVES (Continued)

### The Company (Continued)

In the opinion of the Directors, the Company's reserves available for distribution to shareholders were as follows:

	2019 HK\$'000	2018 HK\$'000
Contributed surplus	216,596	216,596
Dividend reserve	20,369	20,369
Retained earnings	27,575	26,459
	<b>264,540</b>	<b>263,424</b>

The contributed surplus of the Company represented the difference between the nominal value of the Company's shares issued in exchange for the value of net assets of the underlying subsidiaries acquired.

## 30. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31st March, 2019 are as follows:

Name of subsidiary	Place of incorporation/ operation	Issued and fully paid up share capital	Proportion of nominal value of issued share capital held by the Group		Principal activities
			2019	2018	
Affluent Woods Limited	British Virgin Islands	1 ordinary share of US\$1	100%	—	Investment holding
Aland Limited	Hong Kong/PRC	HK\$2	100%	100%	Property investment
Beef Bowl Limited	Hong Kong	HK\$200,000	100%	100%	Investment holding
Better Choice Investments Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Investment holding
Better Star Limited	British Virgin Islands/ Hong Kong	1 ordinary share of US\$1	100%	100%	Property investment
Billion Alliance Holdings Limited	Hong Kong	HK\$1	100%	100%	Property holding
Billion Trade Development Limited	Hong Kong	HK\$1	100%	100%	Investment
Citydragon Resources Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Investment holding

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 30. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ operation	Issued and fully paid up share capital	Proportion of nominal value of issued share capital held by the Group		Principal activities
			2019	2018	
GR8 Logistics Services Ltd	Vietnam	Charter Capital VND1,122,050,000 Paid up Capital VND1,122,050,000	100%	—	Provision of logistics services
Golden Fidelity Holdings Limited	Hong Kong	HK\$2	100%	100%	Property holding
Golden Resources Development Limited	Hong Kong	Ordinary shares of HK\$2 and non-voting deferred shares* of HK\$2,000,000	100%	100%	Overseas sourcing, processing, packaging, marketing, sales and distribution of rice (Registered rice stockholder)
Golden Resources Holdings Limited	British Virgin Islands	21,268 ordinary shares of US\$1 each	100%	100%	Investment holding
Golden Resources Rice Industries Limited	British Virgin Islands	1,000 ordinary shares of US\$1 each	100%	100%	Investment holding
Golden Resources Warehouse Limited	Hong Kong	HK\$10,000	100%	100%	Warehouse operation
Goldsom Development Limited	Hong Kong	HK\$100	100%	100%	Investment holding
GR Environmental Development Company Limited	Hong Kong	HK\$3	100%	100%	Provision of logistics services
GR Retail Limited	British Virgin Islands	300,000,000 ordinary shares of HK\$1 each	100%	100%	Investment holding
GR Vietnam International Limited	British Virgin Islands/ Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
Great Lead International Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Investment holding
Great Lead Vietnam Company Limited	Vietnam	Charter Capital US\$7,300,000 Paid up Capital US\$484,191	100%	100%	Construction of water distribution network
GS Express Holdings Pte. Ltd.	Singapore	SGD100	61%	—	Investment holding



# Notes to the Financial Statements

For the year ended 31st March, 2019

## 30. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ operation	Issued and fully paid up share capital	Proportion of nominal value of issued share capital held by the Group		Principal activities
			2019	2018	
Guangzhou Golden Resources Trading Development Co., Ltd.	PRC	#RMB2,500,000	100%	100%	Marketing, sales and distribution of rice
Lee Loy Company Limited	Hong Kong	HK\$16,000	100%	100%	Property holding
Magic Path Limited	Hong Kong	HK\$1	100%	100%	Investment
Manfield Limited	Hong Kong	HK\$1	100%	—	Property holding
Master Tone Limited	Hong Kong	HK\$2	100%	100%	Money lending
Paklink International Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Investment holding
Red Circle Company Limited <sup>@</sup>	Vietnam	Charter Capital VND1,000,000,000 Paid up Capital VND1,000,000,000	100%	100%	Operation of convenience stores
Reo Developments Limited <sup>@@</sup>	British Virgin Islands/ Hong Kong	21,451 ordinary shares of US\$1 each	100%	100%	Investment holding
Shantou SEZ Golden Resources Grain Co., Ltd.	PRC	#RMB10,300,000	100%	100%	Processing, packaging, marketing, sales and distribution of rice
Shantou SEZ Golden Resources Rice Co., Ltd. <sup>##</sup>	PRC	#US\$4,579,314	65%	65%	Processing, packaging, marketing, sales and distribution of rice
Skyway Pacific Limited	Hong Kong	HK\$1	100%	100%	Investment holding
Sun Kai Yip (Shanghai) Industrial Investment Co., Ltd.	PRC	#US\$10,000,000	100%	100%	Investment and investment holding
Topping Holdings Limited	Hong Kong	HK\$1	100%	—	Property holding
Tresplain Investments Limited	British Virgin Islands/ Hong Kong	2 ordinary shares of US\$1 each	100%	100%	Trade marks holding
Yuen Loong & Company Limited	Hong Kong	Ordinary shares of HK\$200 and non-voting deferred shares* of HK\$5,000,000	100%	100%	Importing and re-exporting of rice (Registered rice stockholder)

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 30. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

\* The deferred shares, which are not held by the Group, practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the subsidiary or to participate in any distribution on winding-up. The Group has been granted an option by the holders of the deferred shares to acquire these shares at a nominal amount.

# Paid-up registered capital

@ Red Circle Company Limited ("Red Circle") is a limited liability company established in Vietnam. Subsequent to the completion of the acquisition of interest in GR Vietnam International Limited ("GRV International") on 12th October, 2010, GRV International has become a wholly-owned subsidiary of the Group.

GRV International entered into capital financing agreements ("Capital Financing Agreements") with Mr. Truong Vu Quoc Minh and Ms. Nguyen Thi Phuong Thao (collectively referred to as the "Vietnam Representatives"), pursuant to which, GRV International agreed to grant loans to the Vietnam Representatives for their capital contribution in Red Circle, representing 100% equity interest in Red Circle.

In connection with the Capital Financing Agreements, GRV International also entered into certain agreements with the Vietnam Representatives whereby GRV International has the power to control Red Circle by way of controlling more than half of the voting rights and governing its financial and operating policies, and GRV International is entitled to exercise an option to convert the Loan into 100% equity interest in Red Circle. In view of the above, Red Circle was accounted for as a subsidiary of GRV International and its result of operation and financial position were consolidated into the Group's financial statements.

@@ Other than Reo Developments Limited which is directly held by the Company, all other subsidiaries are indirectly held by the Company.

## Shantou SEZ Golden Resources Rice Co., Ltd. is a Sino-foreign joint venture.

The Directors are of the opinion that a complete list of the particulars of all subsidiaries will be of excessive length and therefore the above list only contains the particulars of those subsidiaries which principally affect the results or assets and liabilities of the Group.

None of the subsidiaries had issued any debt securities at the end of the reporting period.

## 31. PLEDGE OF ASSETS

At the end of the reporting period, the Group pledged cash balance of approximately HK\$7.2 million (2018: HK\$25.0 million) and financial assets at fair value through profit or loss of approximately HK\$183.3 million (2018: HK\$170.8 million) to secure general credit facilities granted to subsidiaries. No facilities had been utilised at the end of current and last reporting periods.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 32. BENEFITS AND INTERESTS OF DIRECTORS

### (a) Directors' emoluments

	2019 HK\$'000	2018 HK\$'000
Fees	400	400
Basic salaries, allowances and benefits in kind	9,655	9,214
Retirement benefits scheme contributions	406	402
Bonus paid	2,403	2,293
	<b>12,864</b>	<b>12,309</b>

Name of director	Fees		Other emoluments		2019 Total HK\$'000	2018 Total HK\$'000
	HK\$'000	Basic salaries, allowances and benefits in kind HK\$'000	Retirement benefits scheme contributions HK\$'000	Bonus paid HK\$'000		
<b>Executive Director</b>						
Mr. Laurent LAM Kwing Chee	—	3,318	138	1,149	4,605	3,966
Mr. Anthony LAM Sai Ho	—	3,051	138	569	3,758	3,745
Madam LAM Sai Mann	—	460	18	—	478	478
Ms. Morna YUEN Mai-tong	—	1,170	50	187	1,407	1,422
Mr. TSANG Siu Hung	—	1,656	62	498	2,216	2,298
<b>Non-executive Director</b>						
Mr. Dennis LAM Saihong	100	—	—	—	100	100
<b>Independent Non-executive Director</b>						
Mr. Joseph LAM Yuen To	100	—	—	—	100	100
Mr. Michael YU Tat Chi	100	—	—	—	100	100
Mr. Ronald YAN Mou Keung	100	—	—	—	100	100
<b>2019 Total</b>	<b>400</b>	<b>9,655</b>	<b>406</b>	<b>2,403</b>	<b>12,864</b>	<b>12,309</b>
<b>2018 Total</b>	<b>400</b>	<b>9,214</b>	<b>402</b>	<b>2,293</b>	<b>12,309</b>	

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 32. BENEFITS AND INTERESTS OF DIRECTORS *(Continued)*

### (b) **Directors' termination benefits**

During the year ended 31st March, 2019, there were no termination benefits received by the directors (2018: Nil).

### (c) **Consideration provided to third parties for making available directors' services**

During the year ended 31st March, 2019, no consideration was paid for making available the services of the directors of the Company (2018: Nil).

### (d) **Information about loans, quasi-loans and other dealings in favour of directors, bodies corporate controlled by and entities connected with such directors**

During the year ended 31st March, 2019, there were no loans, quasi-loans and other dealings entered into by the Company or subsidiaries undertaking of the Company, where applicable, in favour of directors (2018: Nil).

### (e) **Directors' material interests in transactions, arrangements or contracts**

No transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2018: Nil).

## Notes to the Financial Statements

For the year ended 31st March, 2019

### 33. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2018: three) Directors, details of whose remunerations are set out in note 32(a) to the financial statements. The remunerations paid to the five highest paid employees are as follows:

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Basic salaries, allowances and benefits in kind	<b>11,484</b>	11,003
Retirement benefits scheme contributions	<b>498</b>	490
Bonus paid	<b>2,722</b>	2,644
	<b>14,704</b>	14,137

The emoluments of the five highest paid employees were within the following bands:

<i>HK\$</i>	<b>No. of persons</b>	
	<b>2019</b>	2018
1,500,001 — 2,000,000	<b>1</b>	1
2,000,001 — 2,500,000	<b>2</b>	2
3,500,001 — 4,000,000	<b>1</b>	2
4,500,001 — 5,000,000	<b>1</b>	—
	<b>5</b>	5

### 34. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with the associates and related parties:

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Net amount of trade purchases from and sharing of administrative services on a cost basis with associates (Notes a, b)	<b>149,363</b>	148,918

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 34. RELATED PARTY TRANSACTIONS (Continued)

Notes:

- (a) The trade purchases were carried out in the ordinary course of business and at prices determined by reference to prevailing market price.
- (b) The costs of administrative services were allocated to the parties involved on a cost basis.

Details of balances with associates at the end of the reporting period are set out in note 16.

In addition to the above, the Group also provided guarantees to banks in respect of banking facilities granted to associates as set out in note 35(c).

### Remuneration for key management personnel

The remuneration of Directors and other members of key management personnel during the year is as follows:

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Short-term employee benefits	<b>16,423</b>	17,078
Post-employment employee benefits	<b>566</b>	599
	<b>16,989</b>	17,677

The remuneration of Directors and key management personnel is determined or proposed by the Remuneration Committee having regard to the performance of individuals and market trends.

## Notes to the Financial Statements

For the year ended 31st March, 2019

### 35. COMMITMENTS AND CONTINGENT LIABILITIES

At the end of the reporting period, the commitments and contingent liabilities not provided for in the financial statements are as follows:

#### (a) Contracted capital commitments

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Acquisition of property, plant and equipment	6,999	8,086
Capital contribution for an investee company	20,400	20,400
	<b>27,399</b>	<b>28,486</b>

In accordance with an agreement entered into between the licensor and a wholly-owned subsidiary of the Company, this subsidiary has to open and operate the minimum number of convenience stores in Vietnam within the specified time frame as stipulated therein.

#### (b) Operating lease commitments

##### *The Group as lessee*

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:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Within one year	81,606	54,768
In the second to fifth year inclusive	187,302	135,813
After five years	20,502	6,146
	<b>289,410</b>	<b>196,727</b>

Operating lease payments represent rentals payable by the Group in respect of rented premises. Leases are generally negotiated for lease terms principally ranging from 1 to 5 years with fixed rentals.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 35. COMMITMENTS AND CONTINGENT LIABILITIES (Continued)

### (b) Operating lease commitments (Continued)

#### *The Group as lessor*

Property rental income earned during the year was approximately HK\$3,797,000 (2018: HK\$4,226,000). The properties rented out have committed tenants within next 5 years.

At the end of the reporting period, the Group had contracted with tenants under the non-cancellable leases for the following future minimum lease payments:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Within one year	3,514	2,525
In the second to fifth year inclusive	3,289	3,966
	<b>6,803</b>	<b>6,491</b>

### (c) Contingent liabilities and financial guarantees issued

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Guarantees given in respect of banking facilities made available to:		
— associates	15,581	15,833

At the end of both reporting periods, the Group's associates had not utilised any of the banking facilities guaranteed by the Company.

At the end of the reporting period, the Directors did not consider it probable that a claim would be made against the Group under any of the guarantees granted by the Group. The Directors consider that the fair values of these financial guarantees of the Group are insignificant and therefore no value has been recognised at the end of each reporting period.

## 36. RETIREMENT BENEFITS SCHEMES

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Retirement benefits schemes contributions	14,476	12,587
Less: Forfeited contributions	(222)	(288)
	<b>14,254</b>	<b>12,299</b>



# Notes to the Financial Statements

For the year ended 31st March, 2019

## 36. RETIREMENT BENEFITS SCHEMES *(Continued)*

The Group operates a defined contribution retirement benefits scheme (the “Defined Contribution Scheme”) which is registered under the Occupational Retirement Scheme Ordinance (the “ORSO Scheme”) and a Mandatory Provident Fund Scheme (the “MPF Scheme”) established under the Mandatory Provident Fund Scheme Ordinance in December, 2000. The assets of these schemes are held separately from those of the Group in funds under the control of an independent trustee. Employees who are members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas, all new employees joining the Group on or after 1st December, 2000 are required to join the MPF Scheme.

Under the ORSO Scheme, the Group and its employees participating in the scheme are each required to make contributions to the scheme at rates specified in the rules. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. Except for voluntary contribution, no forfeited contribution under this scheme is available to reduce the contribution payable in future years.

The retirement benefits schemes contributions arising from the ORSO Scheme and the MPF Scheme charged to the statement of profit or loss represent contributions payable to the schemes by the Group at rates specified in the rules of the schemes.

The employees employed in the PRC subsidiaries are members of the state-managed retirement benefits schemes operated by the PRC government. The PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes is to make the required contributions under the schemes.

The Group participates in a defined contribution plan managed by the Vietnam government whereby the Group is required to make contributions to the plan, representing the employer’s portion of social, health and unemployment insurance contributions. The applicable rates of contribution are certain percentage of total contractual salaries. The Group has no obligation for the payment of retirement benefits other than the contributions described above.

At the end of the reporting period, there are no significant forfeited contributions, which arose upon employees leaving the retirement benefits scheme and which are available to reduce the contributions payable by the Group in future years.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include available-for-sale investments, financial assets at fair value through profit or loss, trade and other debtors and trade and other creditors and accruals. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The Management manages and monitors these exposures closely to ensure appropriate measures are implemented on a timely and effective manner.

### (a) Interest rate risk management

The Group's cash flow interest rate risk relates primarily to variable-rate bank loans. It is the Group's policy to keep its borrowings at floating rate of interest so as to minimise the fair value interest rate risk. The Group's exposure to cash flow interest risk is minimal.

The Group currently does not use any derivative contracts to hedge its exposure to fair value interest rate risk. However, the Management will consider hedging significant interest rate risk exposure should the need arise.

The Group had no outstanding bank loans at the end of both reporting periods.

### (b) Currency risk management

The carrying amounts of the Group's major foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period were as follows:

	Assets		Liabilities	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Renminbi	53,643	58,812	6,317	7,452
Vietnamese Dong	153,966	119,474	97,713	71,056

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

### (b) Currency risk management *(Continued)*

The Group is mainly exposed to the effects of fluctuation in Renminbi and Vietnamese Dong. The following table lists out the Group's sensitivity to a 5% and 8% increase and decrease in Hong Kong dollar against Renminbi and Vietnamese Dong respectively. The above sensitivity rates are used for reporting foreign currency risk internally to key management personnel and represent Management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary assets and liabilities. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the currency of the lender or the borrower.

	<b>Increase/decrease in equity for the year</b>	
	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Impact of Renminbi	<b>2,366</b>	2,568
Impact of Vietnamese Dong	<b>4,500</b>	3,873

### (c) Capital risk management

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 shareholders through the optimisation of the debt and equity balance. The Group's overall strategies remain unchanged from prior year. The capital structure of the Group consists of equity attributable to equity holders of the Company which comprises issued share capital, share premium and reserves.

The Group monitors capital management on the basis of debt-to-equity ratio. The Group had cash balance of approximately HK\$252,153,000 (2018: HK\$310,872,000) and no outstanding bank loans (2018: NIL) at the end of the reporting period.

### (d) Credit risk management

The Group's credit risk is primarily attributable to trade and other debtors and loan receivables. The exposure to the credit risk is closely monitored on an ongoing basis by established credit policies. There is no significant credit risk within the Group.

To mitigate counterparty risk, the Group places time deposits and bank balances with banks of high credit ratings in Hong Kong and sets exposure limits to each single financial institution. Other than concentration of credit risk on amount due from associates, the Group has no other significant concentration of credit risk as relevant exposures are well diversified over a number of counterparties.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (d) Credit risk management (Continued)

The Group measures loss allowances for trade debtors at an amount equal to lifetime expected credit losses, which is calculated using a provision matrix. The Group determines the provision for expected credit losses by grouping together trade debtors with similar credit risk characteristics and collectively assessing them for likelihood of recovery, taking into account prevailing economic environment. For trade debtors relating to accounts which are long overdue with significant amounts or known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance.

As at 31st March, 2019, allowance for expected credit losses of approximately HK\$414,000 represents individually credit impaired trade debtors as the management considered the outstanding balances from these customers were uncollectible.

Expected credit losses rate for remaining trade debtors is approximate to zero as these trade debtors have no recent history of default and the balances were considered to be fully recoverable.

The Directors are of the opinion that the expected credit losses on other debtors are not material as they do not have default history and the debtors have a strong capacity to meet their contractual cash flow obligations in the near term.

The Group performs expected credit losses estimates based on collaterals against loan receivables, borrowers' creditworthiness, the payment delinquency of default in interest or principal payments, borrowers' business and the industry to which borrowers belong and local economic conditions. The Directors are of the opinion that no allowance for expected credit losses is necessary for these balances as there is no significant credit risk.

### (e) Liquidity risk management

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the Management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

As at 31st March, 2019, the Group's net current assets amounted to approximately HK\$673,801,000 (2018: HK\$703,476,000) with current ratio, calculated as current assets divided by current liabilities, at approximately 5.6 times (2018: 6.7 times). Together with cash balance of approximately HK\$252,153,000 (2018: HK\$310,872,000), the Group is in sound financial position to meet the capital requirements of the Group's operations and developments in the near future.

	Weighted average effective interest rate %	At 31st March, 2019			Total contractual undiscounted cash flow HK\$'000	Total carrying amount HK\$'000
		Within 1 month or on demand HK\$'000	More than 1 month but less than 3 months HK\$'000	More than 3 months but less than 1 year HK\$'000		
Trade creditors	—	72,266	—	—	72,266	72,266
Other creditors and accruals	—	74,680	—	—	74,680	74,680
		146,946	—	—	146,946	146,946

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (e) Liquidity risk management (Continued)

	Weighted average effective interest rate %	Within 1 month or on demand HK\$'000	At 31st March, 2018		Total contractual undiscounted cash flow HK\$'000	Total carrying amount HK\$'000
			More than 1 month but less than 3 months HK\$'000	More than 3 months but less than 1 year HK\$'000		
Trade creditors	—	49,711	—	—	49,711	49,711
Other creditors and accruals	—	64,316	—	—	64,316	64,316
		114,027	—	—	114,027	114,027

### (f) Fair value

The following table provides an analysis of financial instruments that are measured at fair value subsequent to initial recognition, grouped into Level 1 to 3 based on the degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

#### Financial assets

	At 31st March, 2019			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Financial assets at fair value through profit or loss:				
Listed equity securities	40,399	—	—	40,399
Unlisted equity securities	—	—	39,691	39,691
Listed debt securities	31,842	—	—	31,842
Other unlisted securities	—	145,392	41,576	186,968
	72,241	145,392	81,267	298,900

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (f) Fair value (Continued)

#### Financial assets (Continued)

	At 31st March, 2018			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Financial assets at fair value through profit or loss:				
Listed equity securities	45,634	—	—	45,634
Listed debt securities	35,267	—	—	35,267
Other unlisted securities	832	150,878	—	151,710
	81,733	150,878	—	232,611

There were no transfers between Level 1, Level 2 and Level 3 during the year.

The fair values of financial assets are determined as follows:

- The fair values of listed equity securities and debt securities within Level 1 with standard terms and conditions and traded in active markets are based on quoted market prices at the end of the reporting period without any deduction for transaction costs.
- The fair values of unlisted securities included within Level 2 in financial assets at fair value through profit or loss are based on quoted values or recent transaction prices provided by counterparty financial institutions, where appropriate.
- The fair values of unlisted equity securities and the wealth management products disclosed under other unlisted securities as included within Level 3 in financial assets at fair value through profit or loss are determined with reference to the valuation reports prepared by BMI Appraisals Limited, an independent professional qualified valuer, on an annual basis based on income approach. The discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees, based on an appropriate discount rate. The significant unobservable inputs which include the discount rates are determined by the sum of risk-free rate and credit spread with reference to comparable financial products, ranging from 1.43% to 10.01%. An increase in discount rate would result in a decrease in the fair value measurement, and vice versa.

The Directors consider that the carrying amounts of financial assets approximate their fair values.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

### (f) Fair value *(Continued)*

#### Reconciliation of Level 3 fair value measurements

	2019 HK\$'000
Balance at beginning of the year	—
Reclassification under HKFRS 9	29,968
Additions	48,626
Fair value changes of financial assets at fair value through profit or loss	1,980
Exchange rate adjustments	693
	<hr/>
Balance at end of the year	<b>81,267</b>

Total fair value changes of financial assets at fair value through profit or loss of HK\$3,225,000 has been recognised in the consolidated statement of profit or loss for the year, with the amount of HK\$1,980,000 attributed to Level 3 financial assets.

### (g) Financial instruments price risk management

The Group's financial instruments price risk is primarily attributable to financial assets at fair value through profit or loss which were stated at fair values at the end of the reporting period. The Management manages this exposure by maintaining a portfolio of investments with different risk profiles.

As at 31st March, 2019, carrying values of financial assets at fair value through profit or loss which were stated at fair values amounted to approximately HK\$298,900,000. For sensitivity analysis purpose, a 15% change in the fair values of corresponding financial instruments would result in the changes in results for the year of approximately HK\$44,835,000.

As at 31st March, 2018, carrying values of financial assets at fair value through profit or loss which were stated at fair values amounted to approximately HK\$232,611,000. For sensitivity analysis purpose, a 15% change in the fair values of corresponding financial instruments would result in the changes in results for last year of approximately HK\$34,892,000.

# Notes to the Financial Statements

For the year ended 31st March, 2019

## 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (h) Summary of financial assets and liabilities by category

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Financial assets:		
Available-for-sale investments	—	29,968
Deposit paid for additional interests in financial assets at fair value through profit or loss	7,856	—
Trade debtors	66,605	58,680
Other debtors	25,503	17,698
Financial assets at fair value through profit or loss	298,900	232,611
Cash and cash equivalents	252,153	310,872
	<b>651,017</b>	649,829
Financial liabilities:		
Trade creditors	72,266	49,711
Other creditors and accruals	74,680	64,316
	<b>146,946</b>	114,027

As at 31st March, 2019, the balance of financial assets at fair value through profit or loss is measured at fair value and the balances of the remaining financial assets and liabilities are measured at amortised cost.



# Notes to the Financial Statements

For the year ended 31st March, 2019

## 38. EVENT AFTER THE REPORTING PERIOD

On 15th April, 2019, Affluent Woods Limited (“Affluent Woods”), an indirect wholly-owned subsidiary of the Company, entered into a joint venture agreement with S.F. Express (Overseas) Limited (“SF Overseas”) to establish a joint venture to provide Logistics Solutions in Vietnam (“JV Agreement”). A joint venture company (“JV Company”) was incorporated in the Republic of Singapore on 28th January, 2019 and was owned as to 61% by Affluent Woods and the remaining 39% by SF Overseas.

The business of the joint venture shall be to provide Logistics Solutions in Vietnam and, unless expressly refused by the board of directors of the JV Company, to participate in any other business which SF Overseas proposes to conduct within Vietnam.

In connection with the establishment of the joint venture, each joint venture Shareholder undertakes to contribute the respective cash contributions to the paid-up capital of the JV Company. Affluent Woods shall contribute Singapore dollar \$61 for initial cash contribution and Singapore dollar \$4,262,326 for first year cash contribution.

The JV Agreement is a joint venture agreement made pursuant to the non-legally binding memorandum of understanding dated 29th August, 2018 entered into between the Group and a wholly-owned subsidiary of S.F. Holding Co., Ltd. (“SF”) in relation to the proposed formation of a joint venture.

To the best of the Directors’ knowledge, information and belief having made reasonable enquiries, SF Overseas is an indirect wholly-owned subsidiary of SF, which is a leading comprehensive service provider of express logistics in the Mainland China.

The business strategy of the Company is to consider promising business and investment opportunities from time to time in order to increase the value of the Company. With the Company’s Circle K retail business being the market leading convenience store in Vietnam, the Company has witnessed dynamic growth in the overall retail and eCommerce sectors. By capitalizing on these expanding sectors and bolstering the Company’s Circle K business through providing first-rate logistics and supply chain solutions, the Board believes the joint venture in Vietnam will embody tremendous growth value. The formation of the joint venture will enable the Group to expand its business scope, increase its profitability and bring long term value to the Group.

The JV Company will be accounted for as a subsidiary of the Company and its financial performance will be consolidated into the Group.

## Schedule of Investment Properties

At 31st March, 2019

Particulars of investment properties are as follows:

Location	Term	Usage	Percentage held by the Group
Room 1432, 1822, 1823, 1922 and Store Room No. 1 on 18/F Star House, No. 3 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong	Long lease	Commercial	100%
Unit B, 9/F Gitic Plaza Office Tower A, No. 339 Huanshi Road East, Guangzhou, Guangdong Province, PRC	Medium-term lease	Commercial	100%
4/F., V. Heun Building, No. 138 Queen's Road Central, Hong Kong	Long lease	Commercial	100%
Flat D1, 12A/F Summit Court, Nos. 144-158 Tin Hau Temple Road, Hong Kong and Parking Space No. 72 on Upper Deck Garage Summit Court, No. 77 Cloud View Road, Hong Kong	Long lease	Residential	100%
Flat B, 17/F Palatial Crest, No. 3 Seymour Road, Hong Kong	Long lease	Residential	100%

# Group Financial Summary

At 31st March, 2019

	Year ended 31st March,				2019 HK\$'000
	2015 HK\$'000	2016 HK\$'000	2017 HK\$'000	2018 HK\$'000	
<b>RESULTS</b>					
<b>REVENUE</b>					
Rice operation	881,822	809,921	720,394	686,658	<b>770,069</b>
Convenience store operation	113,391	199,527	346,936	517,732	<b>684,557</b>
Property investment	2,574	2,498	2,848	4,226	<b>3,797</b>
Corporate and others	16,216	1,838	—	—	<b>—</b>
	<b>1,014,003</b>	<b>1,013,784</b>	<b>1,070,178</b>	<b>1,208,616</b>	<b>1,458,423</b>
Profit/(loss) before taxation	165,927	(29,833)	72,040	76,488	<b>11,778</b>
Taxation	(22,995)	(17,313)	(16,909)	(14,041)	<b>(7,492)</b>
Profit/(loss) for the year	<b>142,932</b>	<b>(47,146)</b>	<b>55,131</b>	<b>62,447</b>	<b>4,286</b>
Profit/(loss) for the year attributable to:					
Shareholders of the Company	143,016	(45,762)	59,762	65,367	<b>4,356</b>
Non-controlling interests	(84)	(1,384)	(4,631)	(2,920)	<b>(70)</b>
	<b>142,932</b>	<b>(47,146)</b>	<b>55,131</b>	<b>62,447</b>	<b>4,286</b>
Dividends	40,630	40,666	40,678	40,738	<b>39,040</b>
<b>ASSETS AND LIABILITIES</b>					
	As at 31st March,				2019
	2015 HK\$'000	2016 HK\$'000	2017 HK\$'000	2018 HK\$'000	HK\$'000
Total assets	1,428,535	1,356,429	1,373,032	1,427,823	<b>1,407,597</b>
Total liabilities	(78,711)	(104,098)	(111,548)	(127,098)	<b>(149,522)</b>
Non-controlling interests	(18,851)	(16,413)	(10,671)	(9,103)	<b>(8,183)</b>
Shareholders' equity	<b>1,330,973</b>	<b>1,235,918</b>	<b>1,250,813</b>	<b>1,291,622</b>	<b>1,249,892</b>