Lippo Limited

力寶有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 226)

2018/2019
ANNUAL REPORT

Contents

Corporate Information

HONORARY CHAIRMAN*
Dr. Mochtar Riady

BOARD OF DIRECTORS
Executive Directors
Dr. Stephen Riady *(Chairman)*
Mr. John Luen Wai Lee, BBS, JP
(Managing Director and Chief Executive Officer)

Non-executive Directors
Mr. Jark Pui Lee, SBS, OBE, JP
Mr. Leon Nim Leung Chan

Independent non-executive Directors
Mr. Edwin Neo
Mr. King Fai Tsui
Mr. Victor Ha Kuk Yung

COMMITTEES
Audit Committee
Mr. Victor Ha Kuk Yung *(Chairman)*
Mr. Leon Nim Leung Chan
Mr. Edwin Neo
Mr. King Fai Tsui

Remuneration Committee
Mr. King Fai Tsui *(Chairman)*
Mr. Leon Nim Leung Chan
Mr. Victor Ha Kuk Yung
Mr. Edwin Neo
Dr. Stephen Riady

Nomination Committee
Mr. King Fai Tsui *(Chairman)*
Mr. Leon Nim Leung Chan
Mr. Victor Ha Kuk Yung
Mr. Edwin Neo
Dr. Stephen Riady

SECRETARY
Mr. Davy Kwok Fai Lee

AUDITOR
Ernst & Young

PRINCIPAL BANKERS
Bank of China (Hong Kong) Limited
Fubon Bank (Hong Kong) Limited
China CITIC Bank International Limited
UBS AG

SOLICITORS
Howse Williams

REGISTRAR
Tricor Progressive Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

REGISTERED OFFICE
40th Floor, Tower Two
Lippo Centre
89 Queensway
Hong Kong

STOCK CODE
226

WEBSITE
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* *non-officer position*

Chairman's Statement

I hereby present the annual report of the Company (together with its subsidiaries, the "Group") for the year ended 31 March 2019 (the "Year").

The growth momentum of the global economy has been dampened by the worsening trade disputes. The prolonged and escalating trade disputes have affected investor sentiment and increased volatility in the financial markets which may have significant repercussions on the global economy, international trade, financial and investment activities.

The Group and its joint ventures in Singapore (led by OUE Limited ("OUE"), together with its subsidiaries, the "OUE Group") strode to consolidate and grow their businesses by optimising their operations, strengthening diversified asset portfolio and undertaking corporate transactions in the midst of slower global economic growth as well as regional and international uncertainties and risks during the Year.

The OUE Group contracted a conditional purchase of plots of land within the central business district in South Jakarta, Indonesia for a high-rise mixed development featuring Grade-A offices and a luxury boutique hotel. In order to streamline its asset ownership to achieve better operational effectiveness, a wholly-owned subsidiary of OUE disposed of its interest in the office components of OUE Downtown (a landmark in Singapore's Central Business District) to OUE Commercial Real Estate Investment Trust ("OUE C-REIT"), a subsidiary of OUE. The OUE Group also completed in April 2019 the disposal of all its interests in Aquamarina Hotel Private Limited (owner of the Marina Mandarin Singapore) and Marina Centre Holdings Private Limited and it is expected that the Group would share a satisfactory profit from these disposals for the year ending 31 March 2020. In April 2019, OUE C-REIT and OUE Hospitality Trust ("OUE H-Trust") announced the proposed merger of OUE C-REIT and OUE H-Trust. If completed, the above proposed merger would result in the creation of one of the largest diversified REITs listed on the Singapore Exchange Securities Trading Limited (the "SGX-ST"). It is anticipated that the increased scale achieved by the enlarged REIT would provide flexibility and capacity to drive long term growth of the combined REIT.

Demand for healthcare continues to escalate, driven by rapidly ageing population. We are optimistic about the long-term growth outlook for the healthcare sector. The Group has invested in Healthway Medical Corporation Limited ("HMC") which has a wide network of medical centres and clinics in Singapore providing comprehensive healthcare services. It is expected that HMC will benefit from the expansion of the Community Health Assist Scheme in Singapore which will cover all Singaporeans, regardless of income, for chronic conditions. OUE Lippo Healthcare Limited ("OUELH", together with its subsidiaries, the "OUELH Group"), a subsidiary of OUE, expanded its healthcare business across Pan-Asia by acquiring interest in First Real Estate Investment Trust ("First REIT") and its manager. First REIT is the first healthcare real estate investment trust listed on the Mainboard of the SGX-ST and currently has a portfolio of 20 high quality healthcare-related properties with stable cash flows and long lease terms across Indonesia, Singapore and Korea. In December 2018, the OUELH Group signed a letter of intent (as supplemented) with the China Merchants group (the "China Merchants Group") for a proposed high-end international hospital in Prince Bay, Shenzhen, the PRC. The OUELH Group's joint venture with the China Merchants Group also signed management agreements for three medical facilities of the China Merchants Group in the PRC. To expand in pan-Asia healthcare network, in April 2019, the OUELH Group completed the acquisition of controlling stakes in two Myanmar companies which own, manage and operate three hospitals, one medical centre and two clinics in Myanmar. With the above acquisitions, OUELH is well-positioned to provide affordable quality healthcare to meet the rising demand in the fast growing emerging economies.

Chairman's Statement *(continued)*

During the Year, the Group disposed of its interests in Lippo Securities Holdings Limited, the securities arm of the Group and the food distribution business. The terms for such disposals were attractive. The Group will strengthen its manufacturing capacity for its bakery products by constructing a new food factory in Malaysia. The Group is planning to develop new food retail brands to maximise growth opportunities.

The Group and its joint ventures will continuously look for attractive growth opportunities in Asia and elsewhere that will drive financial returns for shareholders in the long term.

The Group recorded a consolidated loss attributable to shareholders of approximately HK$112 million for the Year, as compared to a consolidated profit of approximately HK$92 million (restated following the completion of purchase price allocation exercise in respect of the Group's acquisition of an associate) for the year ended 31 March 2018.

The Directors have proposed a final cash dividend of HK5 cents per share for the Year. Together with the interim dividend of HK3 cents per share, total dividends for the Year will be HK8 cents per share.

Last but not least, I would like to extend my heartfelt thanks to our Directors, management, our employees and partners for their valuable contributions to the development of the Group as well as to shareholders for their continued support to the Company.

Stephen Riady
Chairman

Hong Kong, 27 June 2019

Report of the Directors

The Directors hereby present their report together with the audited financial statements for the year ended 31 March 2019 (the "Year").

BUSINESS REVIEW

Overview

Global economic growth slowed notably, particularly in the second half of the financial year under review. Trade tensions, Brexit negotiations, cautious market sentiments and geopolitical environment have added uncertainties to the global economy. Such uncertainties have affected business confidence and increased volatility in global financial markets. Against this backdrop, the performance of the Group during the financial year under review was invariably affected. However, the Group and its joint ventures successfully executed corporate transactions that management believes would be essential to its growth in future.

Results for the Year

The Group recorded a consolidated loss attributable to shareholders of approximately HK$112 million for the year ended 31 March 2019 (the "Year"), as compared to a consolidated profit of approximately HK$92 million (restated following the completion of purchase price allocation exercise in respect of the Group's acquisition of an associate) for the year ended 31 March 2018 (the "Last Year" or "2018"). Such change was mainly attributable to higher net fair value loss on financial instruments at fair value through profit or loss due to the volatile stock markets and share of loss from its joint ventures, but these were offset by the gain on disposal of certain subsidiaries of the Group in the food businesses segment and the disposal of Lippo Securities Holdings Limited ("LSH") which was the securities arm of the Group.

Following the completion of the disposal of LSH (details of which are disclosed below), the Group has ceased the corporate finance and securities broking business. Accordingly, the results of the corporate finance and securities broking business carried out by LSH and its subsidiaries together with the gain on disposal were included under results from discontinued operation.

Revenue from continuing operations for the Year totalled HK$2,554 million (2018 — HK$2,497 million). Food businesses are the principal sources of revenue of the Group, contributing to 94% (2018 — 93%) of total revenue from continuing operations for the Year.

The Group's other operating expenses included mainly selling and distribution expenses and utilities charges for food businesses, legal and professional fees, consultancy and service fees, repairs and maintenance expenses and donations. Total other operating expenses increased to HK$454 million for the Year (2018 — HK$433 million). The higher other operating expenses was mainly due to increase in distribution costs, selling and marketing expenses by HK$32 million and consultancy and service fees by HK$40 million, though offset by the decrease in donations by HK$16 million, legal and professional fees by HK$10 million and investment advisory fee by HK$10 million during the Year.

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Results for the Year *(continued)*

Property investment

Segment revenue from the property investment business was mainly attributable to recurrent rental income from the Group's investment properties and interest income from the loans to joint ventures of the Company. The total segment revenue for the Year amounted to HK$92 million (2018 — HK$96 million). The Group's property investment portfolio is located mainly in Hong Kong and mainland China and recorded a fair value gain on investment properties of HK$30 million (2018 — HK$75 million). Segment profit for the Year before accounting for the share of results from the Group's joint ventures amounted to HK$83 million (2018 — HK$156 million).

Lippo ASM Asia Property Limited ("LAAPL", together with its subsidiaries, the "LAAPL Group") is a principal joint venture of Hongkong Chinese Limited ("HKC", together with its subsidiaries, the "HKC Group"), a 73.95% listed subsidiary of the Company. LAAPL is the vehicle holding a controlling stake in OUE Limited ("OUE", together with its subsidiaries, the "OUE Group"), a company listed on the Mainboard of the Singapore Exchange Securities Trading Limited (the "SGX-ST") and which is principally engaged in developing and managing assets across the commercial, hospitality, retail, residential and healthcare sectors. As at 31 March 2019, the LAAPL Group had an equity interest of approximately 68.65% in OUE. The OUE Group has established a high quality property portfolio which generates stable recurrent income. Such properties are located in prime locations in Singapore, Shanghai in the PRC and Los Angeles in the U.S.A. To expand its property portfolio, the OUE Group entered into a conditional agreement in September 2018 for the acquisition of plots of land with a total area of approximately 8,000 square metres located in the central business district in South Jakarta, Indonesia. The OUE Group currently plans to develop these plots of land into a high-rise mixed development featuring Grade-A offices and a luxury boutique hotel. In order to streamline its asset ownership to achieve better operational effectiveness, a wholly-owned subsidiary of OUE completed the disposal of its interest in the office components of OUE Downtown in Singapore (the "OUE Downtown Office Components") to OUE Commercial Real Estate Investment Trust ("OUE C-REIT"), a subsidiary of OUE, in November 2018.

In April 2019, the OUE Group completed the disposal of all its interests in Aquamarina Hotel Private Limited ("Aquamarina") and Marina Centre Holdings Private Limited for an aggregate consideration of S$390 million (collectively, the "AM Disposal"). Further to the AM Disposal, Singapore Mandarin International Hotels Pte Ltd, a wholly-owned subsidiary of OUE, has also agreed to terminate its hotel operating agreement with Aquamarina, being the owner of the Marina Mandarin Singapore, on or before 31 December 2019. Based on the information currently available to the Company, it is estimated that the HKC Group would record a share of profit from joint ventures of approximately HK$470 million (subject to audit and adjustment) arising from the AM Disposal for the year ending 31 March 2020, of which the Group's attributable share amounted to approximately HK$350 million (subject to audit and adjustment).

OUE C-REIT was established by OUE in early 2014 and is listed on the Mainboard of the SGX-ST. The OUE Group held approximately 56.2% of the total number of OUE C-REIT units in issue as at 31 March 2019. Its property portfolio includes OUE Bayfront and One Raffles Place in Singapore, Lippo Plaza in Shanghai, as well as the OUE Downtown Office Components. The portfolio's committed occupancy was healthy at 94% as at 31 March 2019. In order to part finance the acquisition of the OUE Downtown Office Components, OUE C-REIT raised funds through an underwritten and renounceable rights issue. The addition of the OUE Downtown Office Components enhanced the diversity and resilience of OUE C-REIT's portfolio.

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Results for the Year *(continued)*

Property investment *(continued)*

OUE Hospitality Trust ("OUE H-Trust"), a stapled group comprising OUE Hospitality Real Estate Investment Trust and OUE Hospitality Business Trust established by OUE in 2013, is listed on the Mainboard of the SGX-ST. As at 31 March 2019, the LAAPL Group held approximately 39.0% of the total number of stapled securities of OUE H-Trust in issue. Its portfolio includes Mandarin Orchard Singapore, the adjoining Mandarin Gallery and Crowne Plaza Changi Airport in Singapore. OUE H-Trust recorded a slightly softer set of results amidst a competitive environment in the hospitality sector during the Year.

In April 2019, OUE C-REIT and OUE H-Trust announced the proposed merger of OUE C-REIT and OUE H-Trust (the "Proposed Merger"). The Proposed Merger would be effected through the acquisition by OUE C-REIT's trustee of all the issued and paid-up stapled securities in OUE H-Trust by way of a trust scheme of arrangement. Following the completion of the Proposed Merger, OUE H-Trust would be wholly-owned by OUE C-REIT's trustee and be delisted from the SGX-ST. The Proposed Merger would result in the creation of one of the largest diversified REITs listed on the SGX-ST. It is anticipated that the increased scale achieved by the enlarged REIT would provide flexibility and capacity to drive long term growth of the combined REIT.

OUE Lippo Healthcare Limited ("OUELH", together with its subsidiaries, the "OUELH Group"), listed on the sponsor-supervised listing platform (the "Catalist Board") of the SGX-ST, provides high-quality and sustainable healthcare solutions through the acquisition, development, management, and operations of healthcare facilities. As at 31 March 2019, the OUE Group owned approximately 64.35% equity interest in OUELH. ITOCHU Corporation, a Tokyo Stock Exchange-listed trading company, also owned approximately 25.32% equity interest in OUELH as at 31 March 2019. OUELH currently owns 12 quality nursing homes in Japan, which OUELH derives its rental revenue therefrom. In order to expand its healthcare business across Pan-Asia, the OUELH Group completed the acquisition of approximately 10.6% interest in First Real Estate Investment Trust ("First REIT"), the first listed healthcare real estate investment trust on the Mainboard of the SGX-ST, and 40% interest in its manager, Bowsprit Capital Corporation Limited ("Bowsprit") in October 2018. To finance the above acquisition, OUELH launched an underwritten and renounceable rights issue which was completed in October 2018. Concurrently, OUE also acquired 60% interest in Bowsprit. As at 31 March 2019, Bowsprit was interested in approximately 7.4% of the issued units in First REIT. First REIT currently has a portfolio of 20 high quality healthcare-related properties with stable cash flows and long lease terms across Indonesia, Singapore and Korea. In December 2018, the OUELH Group signed a letter of intent (as supplemented) with the China Merchants group (the "China Merchants Group") to jointly develop, operate and manage an international hospital in Prince Bay, Shenzhen, the PRC. Its joint venture with the China Merchants Group also signed management agreements with the China Merchants Group to manage three medical facilities in Shanghai, Chongqing and Nanjing, the PRC. In April 2019, the OUELH Group completed the acquisition of 40% and 35% stakes in two Myanmar companies that own, manage and operate three hospitals, one medical centre and two clinics in Myanmar. The remaining stakes of such companies are held by First Myanmar Investment Public Company Limited ("FMI"), a diversified blue-chip conglomerate in Myanmar. Moving forward, the OUELH Group will continue to focus on rebuilding its financial position and building up its core competencies to deliver high quality and sustainable healthcare services. Leveraging on the strategic partnerships with the OUE Group, ITOCHU Corporation, China Merchants Group and FMI, OUELH continuously seeks to expand its healthcare network across Pan-Asia.

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Results for the Year *(continued)*

Property investment *(continued)*

The Group recorded a share of loss of joint ventures of HK$112 million from its investment in LAAPL for the Year (2018 — share of profit of HK$159 million). Such change was mainly due to an unrealised exchange loss on translation of the financial liabilities, a decrease in fair value gain on investment properties, impairment loss on intangible assets and non-cash loss on disposal of interests in equity-accounted investees. Besides, the HKC Group shared a decrease in exchange reserve on translation of LAAPL's investment of HK$205 million during the Year due to the depreciation of the Singapore dollar. As a result, the Group's total interests in LAAPL as at 31 March 2019 decreased to HK$10.2 billion (31 March 2018 — HK$10.5 billion).

In March 2019, the HKC Group completed the formation of a joint venture, Bell Eastern Limited, for investment, acquisition, development and/or ownership of land, property developments and/or properties in Asia and other related businesses. The HKC Group is interested in 50% of the shareholding in the above joint venture.

Property development

With a substantial portion of the completed property development properties sold and recognised in prior periods, the segment revenue and segment profit for the Year decreased to HK$6 million (2018 — HK$40 million) and the segment reported a profit of HK$2 million for the Year (2018 — HK$2 million).

Following the commencement of the arbitration proceedings against Incheon Metropolitan City Development Corporation ("IMCD", formerly known as Incheon Development & Transformation Corporation) (the "Arbitration") in respect of the Group's investment in MIDAN City Development Co., Ltd. ("MCDC") by the claimants (which include a wholly-owned subsidiary of the Company (the "Subsidiary") and other shareholders in MCDC), an arbitration tribunal had been formed. The Arbitration is ongoing. In the Arbitration process, IMCD filed an answer which denied all the claims asserted by the claimants (including the Subsidiary) and asserted a counterclaim against the Subsidiary (the "Counterclaim") alleging breach of certain development and financing-related obligations by the Subsidiary under the joint venture agreement between among others, IMCD and the Subsidiary dated 28 November 2006. In late October 2018, the Subsidiary received a notice of exercise of put option predicated on the Counterclaim from IMCD (the "Put Notice") demanding the Subsidiary to purchase all the shares in MCDC owned by IMCD for the consideration of approximately Korean Won 24 billion (equivalent to approximately HK$166 million) plus interest. Based on the advice from its legal advisers on the available facts, the Group is of the view that the Counterclaim and the Put Notice do not have any genuine basis and there is no obligation on the Subsidiary to comply with the terms of the Put Notice. The Group will vigorously defend the Counterclaim and the Put Notice.

Food businesses

The Group's food businesses segment recorded a revenue of HK$2,397 million (2018 — HK$2,316 million), mainly from wholesale and distribution of fast-moving consumer goods, food manufacturing and the food retail operations in chains of cafés and bistros.

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Results for the Year *(continued)*

Food businesses *(continued)*

In December 2018, Auric Pacific Group Limited ("Auric", a subsidiary of the Company, together with its subsidiaries, the "APGL Group") entered into agreements with independent third parties for the disposal of its interest in Auric Pacific Marketing Pte. Ltd., Centurion Marketing Pte. Ltd. and Auric Pacific (M) Sdn. Bhd. (together, the "Disposal Companies") for an aggregate consideration of approximately S$215 million (the "Disposals"). Lippo China Resources Limited ("LCR" together with its subsidiaries the "LCR Group"), a 74.99% listed subsidiary of the Company, is interested in approximately 50.3% issued shares in Auric. The Disposal Companies are principally engaged in the wholesale distribution and manufacture of food and allied fast-moving consumer products such as butter and margarine in Singapore and Malaysia. The Disposals were completed in March 2019. The consideration for the Disposals was attractive and gave rise to a non-recurring gain of approximately HK$858 million, of which the Group's attributable share amounted to HK$259 million.

Including the gain on the Disposals of HK$858 million, the segment recorded a profit of HK$975 million for the Year (2018 — HK$159 million). The Group intends to continue to engage in manufacturing of bakery products and food retail in chains of bakeries, cafés and bistros in Singapore and Hong Kong. In order to broaden its production capacity and lower its cost of production, the Group is constructing a new food factory in Malaysia. It has enhanced the food courts and self-operated stalls including the opening of an additional food court in Singapore in April 2019. Another food court will be opened in Malaysia in September 2019. The Group is also developing a new food retail brand in Hong Kong and its first store is going to be opened in the second half of 2019 in Tsimshatsui.

Treasury and securities investments

The Group managed its investment portfolio in accordance with its investment committee's terms of reference and looked for opportunities to enhance yields and seek gains. The Group invested in a diversified portfolio including listed and unlisted equity securities, debt securities, investment funds and other structural products. Treasury and securities investments businesses recorded a total revenue of HK$50 million during the Year (2018 — HK$36 million), mainly attributable to the interest income and dividend income received from the investment portfolio. The stock markets were volatile during the Year and the Group recorded net fair value loss in the statement of profit or loss from its securities investments of HK$192 million for the Year under this segment (2018 — HK$38 million). The net fair value loss included unrealised loss of HK$158 million (2018 — HK$93 million) from the changes in fair value of financial instruments in this category and realised loss on disposal of HK$34 million (2018 — gain of HK$55 million). The unrealised loss was a non-cash item subject to volatility of the stock markets. As a result, the treasury and securities investments businesses recorded a net loss of HK$165 million in the statement of profit or loss for the Year (2018 — HK$17 million).

As at 31 March 2019, the treasury and securities investments portfolio of HK$2,629 million (31 March 2018 — HK$3,664 million) comprised mainly cash and bank balances of HK$1,289 million (31 March 2018 — HK$1,519 million), financial assets at fair value through profit or loss ("FVPL") of HK$981 million (31 March 2018 — HK$1,746 million) and financial assets at fair value through other comprehensive income ("FVOCI") of HK$357 million (31 March 2018 — Nil). The balance as at 31 March 2018 also included available-for-sale financial assets of HK$396 million. Further details of securities investments under different categories are as follows:

Financial assets at fair value through profit or loss

As of 31 March 2019, the Group's financial assets at FVPL amounted to HK$981 million (31 March 2018 — HK$1,746 million), comprising equity securities of HK$581 million (31 March 2018 — HK$809 million), debt securities of HK$23 million (31 March 2018 — HK$196 million) and investment funds of HK$377 million (31 March 2018 — HK$365 million). The balance as at 31 March 2018 also included equity linked notes ("ELNs") of HK$376 million.

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Results for the Year *(continued)*

Treasury and securities investments *(continued)*

Financial assets at fair value through profit or loss (continued)

Details of the major financial assets at FVPL were as follows:

	As at 31 March 2019			As at 31 March 2018	For the year ended 31 March 2019
	Fair value HK$'000	Approximate percentage of financial assets at FVPL	Approximate percentage to the net assets	Fair value HK$'000	Net fair value gain/(loss) HK$'000
GSH Corporation Limited ("GSH")	132,830	14%	0.9%	220,941	(88,111)
Tencent Holdings Limited ("Tencent")	88,066	9%	0.6%	69,930	(28,246)
Quantedge Global Fund ("Quantedge")	65,030	6%	0.4%	*	(2,857)
Ascapia Fund II ("Ascapia")	58,298	6%	0.4%	*	(5,069)
PPDAI Group Inc. ("PPDAI")	58,027	6%	0.4%	114,326	(56,295)
Others *(Note)*	578,256	59%	3.7%	1,340,431	26,040
Total	980,507	100%	6.4%	1,745,628	(154,538)

* *Reclassified from available-for-sale financial assets to financial assets at FVPL upon adoption of the new accounting standard for financial instruments on 1 April 2018. The fair value of Quantedge and Ascapia as at 1 April 2018 was HK$68,802,000 and HK$35,568,000, respectively.*

Note: Others comprised of various securities, none of which accounted for more than 5% of financial assets at FVPL as at 31 March 2019.

GSH

As at 31 March 2019, the fair value of the Group's equity securities in GSH amounted to HK$133 million, representing approximately 14% of the Group's total financial assets at FVPL. GSH, having its shares listed on the SGX-ST, is a property developer in Southeast Asia with certain properties under development in Kuala Lumpur and Kota Kinabalu, Malaysia. The pre-sale of one of its residential projects in Kuala Lumpur received satisfactory response. GSH also owns and operates two hotels at Sutera Harbour Resort in Kota Kinabalu. In April 2018, GSH completed the acquisition of a 50% stake in a prime land parcel in the heart of Kuala Lumpur's Chinatown that could potentially be developed into a premium condominium. The Group received dividend income from GSH of HK$6 million for the Year. Given the volatility in the stock markets, the share price performance of GSH was not satisfactory, resulting in an unrealised fair value loss of HK$88 million recognised for the Year. The share price performance of GSH may continue to fluctuate due to the prevailing stock market conditions, which is not directly related to the actual operational performance of GSH.

Tencent Shares

Commencing last financial year, the Group acquired shares in Tencent (the "Tencent Shares"). As at 31 March 2019, the fair value of such Tencent Shares amounted to HK$88 million, representing approximately 9% of the Group's total financial assets at FVPL. The share price of Tencent Shares was very volatile for the Year, resulting in a fair value loss of HK$28 million being recognised for the Year.

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Results for the Year *(continued)*

Treasury and securities investments *(continued)*

Financial assets at fair value through profit or loss (continued)

Tencent Shares *(continued)*

Tencent is a Chinese multinational investment holding conglomerate founded in 1998, whose subsidiaries specialise in various internet-related services and products, entertainment, artificial intelligence and technology both in the PRC and globally. Tencent is one of the world's most valuable technology conglomerates, one of the world's largest social media groups, venture capital firms and investment corporations. Its many services include social network, music, web portals, e-commerce, mobile games, internet services, payment systems, smartphones, and multiplayer online games, which are all among the world's biggest and most successful in their respective categories. Offerings in the PRC include the instant messenger Tencent QQ and one of the largest web portals, QQ.com. It also owns the majority of the PRC's music services (Tencent Music Entertainment).

Quantedge

The investment objective of Quantedge, an unlisted investment fund, is to achieve absolute long-term capital growth by investing in multiple asset classes across the globe, accordingly the investment results may vary substantially over short periods of time. Its goal is in line with the Group's investment strategy and the Group subscribed for units of Quantedge in early 2018. The investment is for long-term strategic purpose and was classified as available-for-sale financial asset as at 31 March 2018. Following the adoption of the new accounting standard for financial instruments, Quantedge was classified as financial asset at fair value through profit or loss since 1 April 2018. As at 31 March 2019, the fair value of the Group's equity securities in Quantedge amounted to HK$65 million, representing approximately 6% of the Group's total financial assets at FVPL. The Group reported a fair value loss of HK$3 million for its investment in Quantedge for the Year, primarily due to underperformance of its major asset classes in global commodities and global currencies. Quantedge has a track record of delivering superior returns and is optimistic about its future returns by continuing to invest in research and actively identify new sources of risk premiums to further diversify the fund and increase the robustness of its future returns and with the objective to outperform other assets over the long run. The Group will continue to hold Quantedge for long-term strategic purpose.

Ascapia

As at 31 March 2019, the fair value of the Group's investment in Ascapia amounted to HK$58 million, representing approximately 6% of the Group's total financial assets at FVPL. The Group invested in Ascapia for strategic purpose from the beginning of year 2018 and was recorded as available-for-sale financial asset as at 31 March 2018. Same as Quantedge, investment in Ascapia was reclassified to financial asset at FVPL since 1 April 2018.

Ascapia is an unlisted investment fund with investment objective to preserve capital and deliver attractive risk-adjusted returns and to outperform the market indices in bearish markets. The investment approach is based on the premise that companies can often trade at attractive discounts to intrinsic value. This includes securities that trade meaningfully below the investment manager's estimated net asset value of the relevant entity which operates good quality businesses where the investment manager expects such entity to grow earnings significantly over time. The investment manager of Ascapia looks for situations where management is or will be incentivised to align with shareholders and that there are catalysts for change that the market is underestimating. The investment manager seeks to avoid securities that it considers to be fraudulent, faddish, or financially unsustainable and actively attempts to hedge tail-risk with currency, commodities or futures. The Group reported a fair value loss of HK$5 million for its investment in Ascapia for the year, primarily due to short term volatility and underperformance of certain equity investments in the fund. The investment approach of Ascapia aligns with the Group's investment strategy and the Group will continue to maintain its position in the Group's investment portfolio.

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Results for the Year *(continued)*

Treasury and securities investments *(continued)*

Financial assets at fair value through profit or loss (continued)

PPDAI

As at 31 March 2019, the Group held American Depository Shares ("ADSs") of PPDAI with a carrying amount of HK$58 million, representing approximately 6% of the Group's total financial assets at FVPL.

PPDAI's ADSs are listed on the New York Stock Exchange. It is one of the leading online consumer finance marketplace operators in the PRC with strong brand recognition. Launched in 2007, PPDAI is one of the first entrants in online financing service in the PRC connecting borrowers and investors, whose needs have not been met by traditional financial institutions. PPDAI generates revenues primarily from fees charged to borrowers for PPDAI's services in matching them with investors and for other related services. As of 31 March 2019, PPDAI had approximately 93.9 million cumulative registered users and reached 15.4 million cumulative number of borrowers. Based on its unaudited financial results for the three months ended 31 March 2019 ("Q1 2019"), operating revenues increased by 52.6% to RMB1,458.3 million in Q1 2019 from RMB955.4 million in the same period of 2018, and net profit substantially increased by 60.7% to RMB703.1 million in Q1 2019 from RMB437.6 million in the same period of 2018.

After the initial public offering (the "IPO") of PPDAI's ADSs, an announcement was made by the PRC Government putting a cap on the interest rate and restriction on the licensing in the online financing industry which adversely affected many companies in this sector including PPDAI as reflected in their share price. Hence, the share price performance of PPDAI's ADSs was not satisfactory. It also came to the Group's attention that a class action lawsuit has been filed by law firms in the U.S.A. against PPDAI. The filed complaint concerned whether PPDAI's filings with the U.S. Securities and Exchange Commission in connection with the IPO contained untrue statements or omitted material information regarding PPDAI's business practices, the interest rates on loans or the quality of loans. The Group recorded an unrealised fair value loss of HK$56 million from its investment in PPDAI for the Year. Volatility in share price of PPDAI's ADSs is expected as regulators in the PRC are pushing through tough reforms in the Peer-to-Peer lending industry.

Financial assets at fair value through other comprehensive income

In addition to the above investments under financial assets at FVPL, the Group also invests in listed and unlisted equity securities which are held for long term strategic purposes. Such investments were recorded under financial assets at FVOCI upon adoption of the new accounting standard for financial instruments on 1 April 2018. As at 31 March 2019, the fair value of such investments amounted to approximately HK$357 million. During the Year, unrealised fair value gain of HK$95 million was recognised in other comprehensive income from these investments. The major investments under this category are Tencent Shares and investments in eBroker Holding Limited ("eBroker"), which accounted for 93% of the Group's total financial assets at FVOCI as at 31 March 2019.

As at 31 March 2019, the major investment under this category was the Tencent Shares received on the expiry of the ELNs linked to Tencent Shares during the Year. The Group recorded a realised gain in the statement of profit or loss of HK$15 million upon maturity of the ELNs. These Tencent Shares are not intended to be held for trading and was designated at FVOCI at initial recognition. As at 31 March 2019, the fair value of these Tencent Shares amounted to HK$219 million, representing 62% of the Group's total financial assets at FVOCI. Unrealised fair value loss of HK$11 million was recorded in other comprehensive income due to the volatile share price performance as mentioned above.

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Results for the Year *(continued)*

Treasury and securities investments *(continued)*

Financial assets at fair value through other comprehensive income (continued)

During the Year, the Group further participated in eBroker's financing. Together with participation in previous round financing in Last Year, the fair value of total investments in eBroker amounted to HK$111 million as at 31 March 2019, representing 31% of the Group's total financial assets at FVOCI. Unrealised fair value gain of HK$103 million was recorded in other comprehensive income for the Year, by reference to the subscription price of the latest round financing in early 2019. Established in September 2015 in Shanghai, the PRC, eBroker conducts its business under the brand name of eDaili (e代理). Its core business is acting as an agent between wealthy individuals in mainland China and financial institutions as well as insurance issuers in overseas via its online wealth management platform. It has a very strong growth in business, in terms of customers, revenue and net profit, since its establishment. There will be no change in business direction. Whether the Group will continue to participate in its future round's funding will depend on its business growth rate and financial results as well as the valuation, among other factors.

Healthcare services

The Group's healthcare services business is mainly carried out through its investments in Healthway Medical Corporation Limited ("Healthway", together with its subsidiaries, the "HMC Group"), an associate of LCR.

In Singapore and in the Southeast Asia region, the long-term growth outlook for the healthcare sector continues to be driven by an ageing population and a rising middle class. The Group is optimistic about the prospects in the healthcare industry in Singapore, and has established its presence in this field. The LCR Group is interested in approximately 40.82% of the issued shares in Healthway. Healthway is a company listed on the Catalist Board of the SGX-ST and a well-established private healthcare provider in Singapore. The HMC Group owns, operates and manages close to 100 medical centres and clinics. Healthway continued to strengthen its foundation through a series of business optimisation initiatives, in line with its rebranding. It began refurbishment works in some of the clinics to better cater to the needs of patients across Singapore and in the process of closing certain non-performing clinics. Accordingly, there was an increase in expenses and provision for onerous lease contracts. As a result of the above measures, Healthway was able to narrow its losses and the Group's share of loss from the HMC Group amounted to HK$16 million (2018 — HK$23 million). Coupled with the impact of depreciation of Singapore dollar during the Year, the Group's interest in Healthway decreased to HK$424 million (31 March 2018 — HK$454 million). As highlighted in the Singapore Budget 2019, the Community Health Assist Scheme ("CHAS") will be expanded to cover all Singaporeans, regardless of income, for chronic conditions such as diabetes and osteoarthritis. Consequently, more patients will be able to benefit from affordable and accessible healthcare services. This policy update, together with Singapore's ageing population, is expected to drive up patient numbers at clinics across Singapore. Thus, with the expansion of CHAS, Healthway expects clinics to see an increase in patient numbers. To heighten efficiency across all levels of the organization, Healthway is working towards enhancing its IT services, to ensure Healthway remains competitive and efficient in a data-driven and technology-enabled society.

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Results for the Year *(continued)*

Banking business

The Macau Chinese Bank Limited ("MCB") is a joint venture of the HKC Group, in which the HKC Group had a 20% equity interest as at 31 March 2019. During the Year, the HKC Group injected MOP26 million into MCB as its pro-rata subscription of MCB's share capital increase of MOP130 million. MCB recorded strong growth in customer deposits and loans during the Year. The Group's share of profit from MCB decreased to HK$8 million for the Year (2018 — HK$19 million) due to a reduction of equity interest in MCB after the completion of the disposal of 31% equity interests in November 2017.

Pursuant to the Amended and Restated Shareholders Agreement in June 2018, the HKC Group has a put option to sell its remaining 20% interest to the majority shareholder of MCB at any time during the 5 years from 3 November 2017 (the "Put Option"). The fair value of the Put Option was included in "Other financial asset" of the Group's consolidated statement of financial position and the change in fair value of the Put Option was recorded in the "net fair value loss on financial instruments at fair value through profit or loss" of the Group's consolidated statement of profit or loss. The banking business segment reported a profit of HK$0.3 million for the Year, resulting from a slight increase in the fair value of the Put Option (2018 — HK$141 million, including the gain on disposal of 31% equity interests in MCB in November 2017 and fair value gain of the Put Option).

Mineral exploration and extraction

Reference was made to the LCR Group's interest in a minority ownership interest in Skye Mineral Partners, LLC ("Skye") whose major asset, prior to the events described below, was substantially all of the equity interests in CS Mining, LLC ("CS Mining"), a company that owned a number of copper ore deposits in the Milford Mineral Belt in Beaver County, State of Utah in the U.S.A. and had engaged in the business of mining and processing copper and other minerals. Subsequently, the LCR Group invested in Collyer Quay Limited ("CQL"), a joint venture of LCR, for an investment in a joint venture consortium (the "JV Company"). The JV Company, in which the LCR Group has an effective interest of 45%, acquired all or substantially all of the mining assets (the "Assets") held by CS Mining in a court-supervised sale process under its bankruptcy proceedings in August 2017. In January 2018, a verified complaint (the "Complaint") was filed in a United States state court in Delaware by the majority investors in Skye individually and derivatively on behalf of Skye against, among others, certain entities and persons in or related to the LCR Group. The Complaint alleges, among other things, that the majority investors directly and derivatively through their ownership of Skye, suffered from diminution in the value of their equity interests in CS Mining based on an alleged scheme perpetrated by the LCR Group on CS Mining. The LCR Group believes that the Complaint is frivolous and wholly without merit and has opposed, and will continue to vigorously oppose, the allegations set forth in the Complaint (including any amendments thereto) and any other claim that the majority investors in Skye may seek to bring against the LCR Group. The LCR Group has filed a motion to dismiss the Complaint on numerous grounds, and the motion to dismiss, as of the date hereof, remains pending.

Following the acquisition of the Assets by the JV Company, the JV Company had commenced the copper production since the last quarter of 2017. Due to the drop in copper price and the increased production cost during the Year, the JV Company put the mine into care and maintenance mode in early 2019 in order to minimise the costs incurred. As a result, CQL fully impaired its investment in the JV Company and the Group shared a loss of joint venture of HK$88 million for the Year (2018 — HK$44 million) with nil carrying amount as at 31 March 2019 (31 March 2018 — HK$88 million). After taking into account other operating costs in relation to the segment, segment loss before accounting for the share of results of joint ventures for the Year amounted to HK$17 million (2018 — HK$11 million, after a write-back of provision for impairment losses on loans and receivables of HK$21 million).

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Results for the Year *(continued)*

Other business

In order to expand its scope of business in securities and fund investments in Asia, the LCR Group had acquired 39.9% interest in TIH Limited ("TIH"), a company listed on the Mainboard of the SGX-ST in early 2018. TIH is an associate of the LCR Group. The Group recorded a share of profit of HK$5 million from its investment in TIH for the Year (2018 — loss of HK$1 million, restated due to the completion of purchase price allocation exercise in respect of the Group's acquisition), mainly attributable to the fair value gain on its investments at FVPL. As at 31 March 2019, the carrying amount of the investments exceeded the market value of TIH due to the volatile stock market during the Year. The Group carried out an impairment assessment for the investment with reference to the estimated recoverable amount of the investments in TIH and impairment of HK$23 million (2018 — Nil) which represented the goodwill arising from the acquisition in 2018 was made during the Year. Coupled with the effect of depreciation of Singapore dollar during the Year, the interests in TIH as at 31 March 2019 decreased to HK$296 million (31 March 2018 — HK$324 million, restated). It is expected that TIH will leverage on the uncertainty in the current financial market and will continue to actively identify special situations, corporates deleveraging and non-core secondary assets at attractive valuations. Additionally, TIH's experience in corporate finance and extensive network of strategic relationships in Greater China and Southeast Asia enables it to expertly source for opportunities for venture capital investments and long-term investments in attractive companies.

Discontinued operation

In December 2018, HKC completed the disposal of its entire shareholding in LSH to a third party for a consideration of approximately HK$348.7 million, which resulted in a gain on disposal of subsidiaries of HK$153 million for the Year, of which the Group's attributable share amounted to HK$110 million. This segment registered a total revenue of HK$12 million for the Year (2018 — HK$17 million) and the profit of this segment after the gain on disposal was HK$146 million for the Year (2018 — loss of HK$11 million).

Financial Position

The Group's financial position remained healthy. As at 31 March 2019, its total assets amounted to HK$18.7 billion (31 March 2018 — HK$19.6 billion, restated). Property-related assets amounted to HK$12.6 billion as at 31 March 2019 (31 March 2018 — HK$12.8 billion), representing 67% (31 March 2018 — 65%, restated) of the total assets. Total liabilities decreased to HK$3.5 billion (31 March 2018 — HK$4.4 billion), mainly due to the decreased trade payables for securities investments and the disposal of subsidiaries by the Group. Current ratio as at 31 March 2019 amounted to 2.1 (31 March 2018 — 2.0).

As at 31 March 2019, total cash and bank balances (consisting of cash and cash equivalents, time deposits with original maturity of more than three months and restricted cash) amounted to HK$2,960 million (31 March 2018 — HK$1,942 million). The increase in the total cash and bank balances was mainly due to consideration received from disposal of subsidiaries during the Year. Restricted cash balance as at 31 March 2019 amounted to HK$60 million (31 March 2018 — HK$67 million).

As at 31 March 2019, bank and other borrowings of the Group increased to HK$2,728 million (31 March 2018 — HK$2,481 million), which included bank loans of HK$2,282 million (31 March 2018 — HK$2,005 million), other loans of HK$160 million (31 March 2018 — HK$180 million), unsecured notes of HK$285 million (31 March 2018 — HK$295 million) and obligations under finance leases of HK$0.4 million (31 March 2018 — HK$1 million).

Report of the Directors *(continued)*

BUSINESS REVIEW *(continued)*

Financial Position *(continued)*

As at 31 March 2019, the bank loans comprised secured bank loans of HK$1,322 million (31 March 2018 — HK$1,484 million) and unsecured bank loans of HK$960 million (31 March 2018 — HK$521 million) and were denominated mainly in Hong Kong dollars and Singapore dollars. The bank loans were secured by certain properties and shares in certain subsidiaries of the Group. All of the bank loans carried interest at floating rates. Other loans, denominated in Hong Kong dollars, were unsecured fixed rate loans advanced from a holding company of the Company. The unsecured notes were unsecured, denominated in Singapore dollars, and carried interest at a rate of 2.25% per annum. The obligations under finance leases were secured by the rights to the leased fixed assets. Where appropriate, the Group would use interest rate swaps to modify the interest rate characteristics of its borrowings to limit interest rate exposure.

As at 31 March 2019, approximately 47% (31 March 2018 — 29%) of the bank and other borrowings were repayable within one year. As at 31 March 2019, the gearing ratio (measured as total borrowings, net of non-controlling interests, to equity attributable to equity holders of the Company) was 20.7% (31 March 2018 — 19.2%, restated).

In January 2019, the Group acquired an aggregate of 47,634,000 shares in HKC, representing approximately 2.38% of the total issued shares in HKC, at an aggregate consideration of approximately HK$62.1 million. Following the completion of the above acquisition, the Group's interest in HKC increased to 73.95% and an increase in equity of HK$187 million was recognised directly in the retained profits of the Group during the Year. The Group is confident on the long-term potential growth and development of HKC, and believes the above acquisition represented a good opportunity for the Group to increase its ownership in HKC.

The net asset value attributable to equity holders of the Company decreased to HK$10.2 billion as at 31 March 2019 (31 March 2018 — HK$10.3 billion, restated), mainly attributable to the loss for the Year, translation loss on foreign operations from the depreciation of Singapore dollars and Renminbi, net off with the increase in retained profits of the Group from further acquisition of shares in HKC. This was equivalent to HK$20.7 per share as at 31 March 2019 (31 March 2018 — HK$21.0 per share, restated).

The Group monitors the relative foreign exchange position of its assets and liabilities to minimise foreign currency risk. When appropriate, hedging instruments including forward contracts, swap and currency loans would be used to manage the foreign exchange exposure.

The Group had bankers' guarantees of approximately HK$37 million as at 31 March 2019 (31 March 2018 — HK$35 million) issued in lieu of rental and utility deposits for the premises used for operation of food businesses. Approximately 45% (31 March 2018 — 58%) of the bankers' guarantees were secured by certain bank deposits of the Group. Aside from the abovementioned, the Group had neither material contingent liabilities outstanding nor charges on the Group's assets at the end of the Year (31 March 2018 — Nil).

The Group's commitments are mainly related to securities investments and food businesses. During the Year, the construction of the new factory for the food businesses was commenced. Hence, total commitment as at 31 March 2019 increased to HK$170 million (31 March 2018 — HK$101 million). The investments or capital assets will be financed by the Group's internal resources and/or external bank financing, as appropriate.

Staff and Remuneration

The Group had 1,099 full-time employees as at 31 March 2019 (31 March 2018 — 1,838 full-time employees). Staff costs (including directors' emoluments) charged to the statement of profit or loss for the Year amounted to HK$532 million (2018 — HK$470 million). The Group ensures that its employees are offered competitive remuneration packages. The Group also provides benefits such as medical insurance and retirement funds to employees to sustain competitiveness of the Group.

Report of the Directors *(continued)*

PROSPECTS

Global economic outlook remains clouded by uncertainties and downside risks such as escalating trade conflicts, a no-deal Brexit and geopolitical tensions. The deadlock in trade conflict between the U.S.A. and mainland China may further adversely affect business sentiments and consumer confidence.

The Group will continue to be watchful of market developments. We shall stay vigilant in monitoring our investments and seek suitable business opportunities with a view to enhancing shareholder value and sustainable long term return.

BUSINESS STRATEGY

The business activities of the Group are diversified. Lippo China Resources Limited and Hongkong Chinese Limited, the major subsidiaries of the Company, have been the major contributors to the Group's results. The Group is committed to achieve long term sustainable growth of its businesses in preserving and enhancing shareholder value. The Group is focused on selecting attractive investment opportunities to strengthen and extend its business scope and has maintained prudent and disciplined financial management to ensure its sustainability.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Its subsidiaries, associates, joint ventures and joint operation are principally engaged in investment holding, property investment, property development, food businesses, healthcare services, hotel operation, property management, project management, mineral exploration, extraction and processing, fund management, securities investment, treasury investment, money lending, banking and other related financial services.

In December 2018, the Group completed the disposal of Lippo Securities Holdings Limited and thereafter, ceased to engage in underwriting, corporate finance and securities broking.

The activities and other particulars of the principal subsidiaries, principal associates, principal joint ventures and joint operation are set out in the financial statements on pages 205 to 216, pages 217 and 218, pages 219 and 220, and page 221, respectively.

Apart from the above, there were no significant changes in the nature of these activities during the Year.

SEGMENT INFORMATION

An analysis of the Group's revenue and results by principal activity and geographical area for the Year is set out in Note 4 to the financial statements.

RESULTS AND DIVIDENDS

The results and details of cash flows of the Group for the Year and the financial position of the Group as at 31 March 2019 are set out in the financial statements on pages 86 to 221.

An interim dividend of HK3 cents per share (For the six months ended 30 September 2017 — HK3 cents per share) for the six months ended 30 September 2018 was paid in January 2019. The Directors have resolved to recommend the payment of a final dividend of HK5 cents per share (2018 — HK5 cents per share) amounting to approximately HK$24.7 million for the Year (2018 — approximately HK$24.7 million). Total dividends for the Year will be HK8 cents per share (2018 — HK8 cents per share) amounting to approximately HK$39.5 million (2018 — approximately HK$39.5 million).

Report of the Directors *(continued)*

SUMMARY OF GROUP FINANCIAL INFORMATION

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 227.

GOODWILL

Details of movements in goodwill during the Year are set out in Note 17 to the financial statements.

INVESTMENT PROPERTIES

Details of movements in the investment properties during the Year are set out in Note 20 to the financial statements.

BANK LOANS

Details of bank loans are summarised in Note 31 to the financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in Note 34 to the financial statements.

SHARE OPTION SCHEME

Details of the share option scheme of a subsidiary of the Company are set out in Note 35 to the financial statements.

DISTRIBUTABLE RESERVES

As at 31 March 2019, the Company's reserves available for distribution, calculated in accordance with the provisions of Part 6 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), amounted to HK$236,560,000. As at 31 March 2019, other distributable reserve amounted to HK$1,709,202,000.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events after the reporting period of the Group are set out in Note 48 to the financial statements.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries are set out in the financial statements on pages 205 to 216.

DONATIONS

Charitable and other donations made by the Group during the Year amounted to HK$10,407,000 (2018 — HK$26,415,000).

HONORARY CHAIRMAN

On 25 April 2003, the Directors of the Company appointed Dr. Mochtar Riady as Honorary Chairman of the Company in recognition of his valuable contribution to the Company in the past. Dr. Mochtar Riady was not appointed as a director or officer of the Company. He has no executive or management function within the Company and will not attend or vote at meetings of Directors. He will not have any involvement in the day-to-day management, oversight or other operation of the Company.

Report of the Directors *(continued)*

DIRECTORS

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

Executive Directors

Dr. Stephen Riady *(Chairman)*
Mr. John Luen Wai Lee, BBS, JP *(Managing Director and Chief Executive Officer)*

Non-executive Directors

Mr. Jark Pui Lee, SBS, OBE, JP
Mr. Leon Nim Leung Chan

Independent non-executive Directors

Mr. Edwin Neo
Mr. King Fai Tsui
Mr. Victor Ha Kuk Yung

In accordance with Article 112 of the Company's Articles of Association (the "Articles"), Messrs. Leon Nim Leung Chan and King Fai Tsui will retire from office by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Other than Mr. Jark Pui Lee, the Directors of the Company are also directors of certain subsidiaries of the Company. A list of directors of the Company's subsidiaries during the Year and up to the date of this report is available on the Company's website (www.lippoltd.com.hk).

Each of Messrs. Leon Nim Leung Chan and Edwin Neo entered into a letter agreement with the Company for his appointment as a Director of the Company for a term of two years commencing from 1 January 2018. Following the expiry of the term under their respective former letter agreements with the Company, (a) each of King Fai Tsui and Victor Ha Kuk Yung entered into a letter agreement with the Company for his appointment as a Director of the Company for a term of two years commencing from 30 September 2018; (b) each of Dr. Stephen Riady and Mr. John Luen Wai Lee entered into a letter agreement with the Company for his appointment as a Director of the Company for a term of two years commencing from 1 January 2019; and (c) Mr. Jark Pui Lee entered into a letter agreement with the Company for his appointment as a Director of the Company for a term of two years commencing from 1 March 2019. All the above letter agreements are terminable by either party by giving three months' prior written notice. The term of the office of the Directors is also subject to the provisions of the Articles. In accordance with the Articles, one-third of the Directors of the Company must retire from office at each annual general meeting and their re-election is subject to a vote of shareholders. In addition, every Director is subject to retirement by rotation at least once every three years notwithstanding that the total number of Directors to retire at the relevant annual general meeting would as a result exceed one-third of the Directors.

In addition, Dr. Stephen Riady entered into an employment agreement for his employment as an Executive President of the Company with effect from 1 January 2015. The above employment agreement is terminable by either party by giving three months' prior written notice. Dr. Stephen Riady also entered into employment agreements/employment contract with three subsidiaries of the Company which are terminable by either party by giving three months' or six months' prior written notice (as the case may be). Mr. John Luen Wai Lee entered into employment agreements with two subsidiaries of the Company which are terminable by either party by giving three months' prior notice.

Report of the Directors *(continued)*

DIRECTORS *(continued)*

The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Company considers such Directors to be independent.

Under the Company's Articles, every Director or other officer of the Company acting in relation to any of the affairs of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. A Directors' and Officers' Liability Insurance is in place 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.

BRIEF BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Dr. Stephen Riady (former name: Stephen Tjondro Riady), aged 59, has been the Chairman of the board of directors of the Company since 1991. He is also an executive director and the Chairman of the board of directors of each of Lippo China Resources Limited ("LCR") and Hongkong Chinese Limited ("HKC"), both are public listed companies in Hong Kong. He has been the Executive President of each of the Company, LCR and HKC since January 2015. He is a member of the Remuneration Committee and Nomination Committee of each of the Company, LCR and HKC. He also holds directorship in certain subsidiaries of the Company. Dr. Riady is the Executive Chairman of OUE Limited, a company listed on the Mainboard of Singapore Exchange Securities Trading Limited (the "SGX-ST"). He is a non-executive non-independent director of Healthway Medical Corporation Limited ("HMC"), a company listed on the sponsor-supervised listing platform (the "Catalist Board") of the SGX-ST. He is also an executive director of Auric Pacific Group Limited ("Auric"), a company formerly listed on the Mainboard of the SGX-ST. He was appointed a member of the board of commissioners of PT Lippo Karawaci Tbk, a company listed on the Indonesia Stock Exchange, on 18 April 2019. He retired as a non-independent and non-executive director of OUE Lippo Healthcare Limited, a company listed on the Catalist Board of the SGX-ST, on 25 April 2019. Dr. Riady is a director of Lippo Capital Group Limited, Lippo Capital Holdings Company Limited and Lippo Capital Limited which have discloseable interests in the Company under the provisions of the Securities and Futures Ordinance. Dr. Riady is a graduate of the University of Southern California, United States of America and holds a Master of Business Administration from Golden Gate University, United States of America and an Honorary Degree of Doctor of Business Administration from Edinburgh Napier University, United Kingdom. He is one of the first Honorary University Fellows installed by the Hong Kong Baptist University in September 2006. Dr. Riady is the father-in-law of Dr. Andy Adhiwana, an executive director and the Group Chief Executive Officer of Auric. Dr. Riady is the spouse of Madam Shincee Leonardi ("Madam Leonardi") and a brother of Mr. James Tjahaja Riady ("Mr. James Riady"). Madam Aileen Hambali ("Madam Hambali") is the spouse of Mr. James Riady. Interests of Madam Leonardi, Mr. James Riady and Madam Hambali in the Company are disclosed in the section headed "Interests and short positions of shareholders discloseable under the Securities and Futures Ordinance" below.

Report of the Directors *(continued)*

BRIEF BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

Mr. John Luen Wai Lee, BBS, JP, aged 70, has been the Managing Director of the Company since 1991 and is also the Chief Executive Officer of the Company. He is an executive director and the Chief Executive Officer of LCR and HKC, as well as an independent non-executive director of New World Development Company Limited and UMP Healthcare Holdings Limited, both are public listed companies in Hong Kong. He retired as a non-executive non-independent Chairman of HMC on 26 April 2019. Mr. Lee is an authorised representative of the Company, LCR and HKC. In addition, he holds directorships in certain subsidiaries of the Company. Mr. Lee is a Fellow of The Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He was a partner of Price Waterhouse (now known as PricewaterhouseCoopers) in Hong Kong and has extensive experience in corporate finance and capital markets. Mr. Lee is an Honorary Fellow of the City University of Hong Kong, a Justice of Peace in Hong Kong and an awardee of the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region. Mr. Lee is active in public service. Over the years, he has served as a member or chairman of different government boards and committees in Hong Kong, including a member of the Hong Kong Hospital Authority and the Chairman of the Hospital Governing Committee of the Queen Elizabeth Hospital. Currently, he serves as the Chairman of the Hospital Governing Committee of Hong Kong Children's Hospital, a member of the Public Service Commission and the Chairman of the Investment Committee of the Hospital Authority Provident Fund Scheme.

Mr. Jark Pui Lee, SBS, OBE, JP, aged 79, was appointed a Director of the Company in 1992 and was re-designated from an executive Director to a non-executive Director of the Company in March 2015. Mr. Lee holds a Bachelor of Arts degree (Hons) from The University of Hong Kong. He worked for the Hong Kong Government and was the Secretary-General of The Chinese Manufacturers' Association of Hong Kong. He has served and contributed to the local community for over 40 years, and was Chairman of the Government's Social Welfare Advisory Committee, the General Support Programme Vetting Committee of the Innovation and Technology Commission, Hong Kong Council of Social Service, the Legal Aid Services Council, the Po Leung Kuk, the Agency for Volunteer Service and the Hong Kong Council of Volunteering. Mr. Lee is currently the Chairman of International Chamber of Commerce – Hong Kong.

Mr. Leon Nim Leung Chan, aged 63, was appointed an independent non-executive Director of the Company in 1997 and was re-designated as a non-executive director of the Company in September 2004. He is a practising lawyer and presently the principal partner of Messrs. Y.T. Chan & Co. He was admitted as a solicitor of the Supreme Court of Hong Kong in 1980 and was also admitted as a solicitor in England in 1984 and in Victoria, Australia in 1985. He was a member of the Solicitors Disciplinary Tribunal from May 1993 to April 2008. He is also a non-executive director of LCR and HKC. Mr. Chan is a member of the Audit Committee, Remuneration Committee and Nomination Committee of each of the Company, LCR and HKC.

Report of the Directors *(continued)*

BRIEF BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

Mr. Edwin Neo, aged 69, was appointed an independent non-executive Director of the Company in March 2002. He was admitted as a solicitor of the Supreme Court of Hong Kong in 1976 and of the Supreme Court of England and Wales in 1993. Mr. Neo is a practising lawyer and a notary public and is presently the senior partner of Hoosenally & Neo, Solicitors & Notaries. Mr. Neo holds a Bachelor of Laws degree with honours and Post-graduate Certificate in Laws from The University of Hong Kong. He is an independent non-executive director of LCR and HKC. Mr. Neo is also a member of the Remuneration Committee, Nomination Committee and Audit Committee of each of the Company, LCR and HKC.

Mr. King Fai Tsui, aged 69, was appointed an independent non-executive Director of the Company in September 2004. Mr. Tsui is an independent non-executive director of Vinda International Holdings Limited, China Aoyuan Group Limited (formerly known as China Aoyuan Property Group Limited) and Newton Resources Ltd, all are public listed companies in Hong Kong. He has over 40 years of extensive experience in accounting, finance and investment management, particularly in investments in mainland China. Mr. Tsui worked for two of the Big Four audit firms in the United States of America and Hong Kong and served in various public listed companies in Hong Kong in a senior capacity. He is a Fellow of the Hong Kong Institute of Certified Public Accountants, a member of the Chartered Accountants Australia and New Zealand and a member of the American Institute of Certified Public Accountants. He graduated from the University of Houston, Texas, the United States of America and holds a Master of Science in Accountancy and a Bachelor of Business Administration with first class honours. Mr. Tsui is an independent non-executive director of LCR and HKC. He is the Chairman of the Audit Committee of HKC and a member of the Audit Committee of each of the Company and LCR. He is also the Chairman of the Remuneration Committee and Nomination Committee of each of the Company, LCR and HKC.

Mr. Victor Ha Kuk Yung, aged 65, was appointed an independent non-executive Director of the Company in September 2004. Mr. Yung is a professional accountant with over 30 years of working experience in the financial and accounting fields, and served in management positions in various multinational companies in Asia. Mr. Yung holds a Master of Science Degree in Corporate Governance and Directorship from the Hong Kong Baptist University, and is a member of the Hong Kong Institute of Certified Public Accountants. He is also an independent non-executive director of LCR and HKC. Mr. Yung is the Chairman of the Audit Committee of each of the Company and LCR and a member of the Audit Committee of HKC. He is also a member of the Remuneration Committee and Nomination Committee of each of the Company, LCR and HKC. Mr. Yung is an independent non-executive director of Travel Expert (Asia) Enterprises Limited, a public listed company in Hong Kong.

Details of the interests of the Directors in the Company are disclosed in the section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of the Company and associated corporations" below.

Save as disclosed herein and in the section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of the Company and associated corporations" below, the Directors do not have any other relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Report of the Directors *(continued)*

DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS

Details of the emoluments of the Directors on a named basis and the five highest paid employees in the Group are set out in Notes 9 and 10 to the financial statements, respectively.

The emoluments of the Directors are determined by reference to the market rates, time commitment and their duties and responsibilities as well as employment conditions elsewhere in the Group.

The emoluments of the Directors for the Year have been covered by their respective letter agreements and/or employment agreements/employment contract (as applicable) with the Group and/or paid under the relevant statutory requirement save for those as disclosed herein below:

(a) (i) the fixed bonuses of Dr. Stephen Riady in an aggregate amount of HK$249,000; and (ii) the discretionary bonus of Dr. Stephen Riady in an amount of HK$30,000,000;

(b) (i) the director's fee of Mr. John Luen Wai Lee in an amount of HK$30,000 for serving as a director of a former subsidiary of the Company; and (ii) the discretionary bonuses of Mr. John Luen Wai Lee in an aggregate amount of HK$14,586,125; and

(c) the director's fee of Mr. Leon Nim Leung Chan in an amount of HK$30,000 for serving as a director of a former subsidiary of the Company.

Dr. Stephen Riady and Mr. John Luen Wai Lee are entitled to receive salaries, discretionary bonuses and/or other fringe benefits for the executive role in the Group under their respective employment agreements/employment contract with the Group.

Further details of the above Directors' emoluments are disclosed in Note 9 to the financial statements.

Each of the Directors of the Company is entitled to receive a director's fee from the Company. The director's fee paid to each of the Directors of the Company was HK$238,800 for the Year. A non-executive Director will also receive additional fees for duties assigned to and services provided by him as Chairmen and/or members of various board committees of the Company and its subsidiaries. The fees paid to the non-executive Directors for serving as the Chairmen and/or members of various board committees of the Company for the Year are as follows:

	HK$
Chairman	79,200
Member	51,600

With effect from 1 April 2019, the director's fee payable to each of the Directors of the Company was adjusted from HK$238,800 per annum to HK$246,000 per annum and the fees payable to non-executive Directors per annum for serving as Chairmen and/or members of various board committees of the Company were adjusted as follows:

	HK$
Chairman	81,600
Member	52,800

Report of the Directors *(continued)*

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

As at 31 March 2019, the interests or short positions of the Directors and chief executive of the Company 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 (the "SFO")) (the "Associated Corporations"), as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers under the Rules Governing the Listing of Securities on the Stock Exchange (the "Model Code"), were as follows:

Interests in shares and underlying shares of the Company and Associated Corporations

Name of Director	Personal interests (held as beneficial owner)	Family interests (interest of spouse)	Corporate interests (interest of controlled corporations)	Total interests	Approximate percentage of total interests in the issued shares
Number of ordinary shares in the Company					
Stephen Riady	–	–	369,800,219 *Note (i)*	369,800,219	74.98
Jark Pui Lee	–	60	–	60	0.00
John Luen Wai Lee	1,031,250	–	–	1,031,250	0.21
Number of ordinary shares in Lippo China Resources Limited ("LCR")					
Stephen Riady	–	–	6,890,184,389 *Notes (i) and (ii)*	6,890,184,389	74.99
Number of ordinary shares of HK$1.00 each in Hongkong Chinese Limited ("HKC")					
Stephen Riady	–	–	1,477,715,492 *Notes (i) and (iii)*	1,477,715,492	73.95
Jark Pui Lee	469	469	–	938	0.00
John Luen Wai Lee	2,000,270	270	–	2,000,540	0.10
King Fai Tsui	600,000	75,000	–	675,000	0.03

Note:

(i) As at 31 March 2019, Lippo Capital Limited ("Lippo Capital"), an Associated Corporation of the Company, and through its wholly-owned subsidiary, J & S Company Limited, was directly and indirectly interested in an aggregate of 369,800,219 ordinary shares in, representing approximately 74.98% of the issued shares of, the Company. Lippo Capital was a 60% owned subsidiary of Lippo Capital Holdings Company Limited ("Lippo Capital Holdings"), an Associated Corporation of the Company, which in turn was a wholly-owned subsidiary of Lippo Capital Group Limited ("Lippo Capital Group"), an Associated Corporation of the Company. Dr. Stephen Riady ("Dr. Riady") was the beneficial owner of one ordinary share in, representing 100% of the issued share capital of, Lippo Capital Group.

(ii) As at 31 March 2019, the Company, through its 100% owned subsidiaries, was indirectly interested in 6,890,184,389 ordinary shares in, representing approximately 74.99% of the issued shares of, LCR.

(iii) As at 31 March 2019, the Company, through its 100% owned subsidiaries, was indirectly interested in 1,477,715,492 ordinary shares of HK$1.00 each in, representing approximately 73.95% of the issued shares of, HKC.

Report of the Directors *(continued)*

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS *(continued)*

Interests in shares and underlying shares of the Company and Associated Corporations *(continued)*

As mentioned in Note (i) above, Dr. Riady was the beneficial owner of one ordinary share in, representing 100% of the issued share capital of, Lippo Capital Group. Through his interest in Lippo Capital Group, Dr. Riady was also interested or taken to be interested (through controlled corporations) in the issued shares of the following Associated Corporations of the Company as at 31 March 2019:

Name of Associated Corporation	Note	Class of shares	Number of shares interested	Approximate percentage of interest in the issued shares
Abital Trading Pte. Limited	(a)	Ordinary shares	2	100
Auric Pacific Group Limited ("Auric")	(b)	Ordinary shares	80,618,551	65.48
Bentham Holdings Limited	(c)	Ordinary shares	1	100
Blue Regent Limited	(a)	Ordinary shares	100	100
Boudry Limited	(a)	Ordinary shares	10	100
	(a)	Non-voting deferred shares	1,000	100
Brainy World Holdings Limited ("Brainy World")	(d)	Ordinary shares	1	100
Brimming Fortune Limited	(a)	Ordinary shares	1	100
Broadwell Overseas Holdings Limited	(a)	Ordinary shares	1	100
Gainmate Hong Kong Limited	(e)	Ordinary shares	100	100
Grand Peak Investment Limited	(a)	Ordinary shares	2	100
Great Honor Investments Limited	(a)	Ordinary shares	1	100
Greenorth Holdings Limited	(a)	Ordinary shares	1	100
HKCL Investments Limited	(a)	Ordinary shares	1	100
International Realty (Singapore) Pte. Limited	(a)	Ordinary shares	2	100
J & S Company Limited	(a)	Ordinary shares	1	100
Lippo Assets (International) Limited	(a)	Ordinary shares	1	100
	(a)	Non-voting deferred shares	15,999,999	100
Lippo Capital	(c)	Ordinary shares	423,414,001	60
Lippo Capital Holdings	(f)	Ordinary shares	1	100
Lippo Finance Limited	(a)	Ordinary shares	6,176,470	82.35
Lippo Health Care Limited	(g)	Ordinary shares	1	100
Lippo Investments Limited	(a)	Ordinary shares	2	100
Lippo Realty Limited	(a)	Ordinary shares	2	100
MG Superteam Pte. Ltd.	(a)	Ordinary shares	1	100
Multi-World Builders & Development Corporation	(a)	Ordinary shares	4,080	51
Superfood Retail Limited ("Superfood")	(h)	Ordinary shares	10,000	100
The HCB General Investment (Singapore) Pte. Ltd.	(a)	Ordinary shares	100,000	100
Valencia Development Limited	(a)	Ordinary shares	800,000	100
	(a)	Non-voting deferred shares	200,000	100
Winroot Holdings Limited	(a)	Ordinary shares	1	100

Report of the Directors *(continued)*

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS *(continued)*

Interests in shares and underlying shares of the Company and Associated Corporations *(continued)*

Note:

(a) Such share(s) was/were 100% held directly or indirectly by Lippo Capital, a 60% owned indirect subsidiary of Lippo Capital Group.

(b) Of these shares, 4,999,283 ordinary shares were held by Jeremiah Holdings Limited ("Jeremiah"), a 60% owned indirect subsidiary of LCR; 20,004,000 ordinary shares were held by Nine Heritage Pte Ltd ("Nine Heritage"), an 80% owned direct subsidiary of Jeremiah; 36,165,052 ordinary shares were held by Pantogon Holdings Pte Ltd ("Pantogon"), a 100% owned indirect subsidiary of LCR and 759,000 ordinary shares were held by Max Turbo Limited ("Max Turbo"), a 100% owned indirect subsidiary of LCR. Details of Dr. Riady's interest in LCR are disclosed in Notes (i) and (ii) above. In addition, as at 31 March 2019, 18,691,216 ordinary shares were held by Silver Creek Capital Pte. Ltd. ("Silver Creek"). Dr. Riady, through companies controlled by him, is the beneficial owner of 100% of the issued shares in Silver Creek. Accordingly, Dr. Riady was taken to be interested in an aggregate of 80,618,551 ordinary shares in, representing approximately 65.48% of the issued shares of, Auric.

(c) Such share(s) was/were held directly by Lippo Capital Holdings which in turn was a direct wholly-owned subsidiary of Lippo Capital Group.

(d) Such share was 100% held directly by LCM (China) Pte Ltd, a 64.35% owned indirect subsidiary of OUE Limited ("OUE"). OUE was indirectly owned as to approximately 68.65% by Fortune Code Limited ("Fortune Code"). HKC, through its 50% joint venture, Lippo ASM Asia Property Limited, held a 92.05% interest in Fortune Code. Details of Dr. Riady's interest in HKC are disclosed in Notes (i) and (iii) above.

(e) 50 shares were held by Oddish Ventures Pte. Ltd. ("Oddish"), a 100% owned direct subsidiary of OUE and 50 shares were held by Raising Fame Ventures Limited, a 100% owned indirect subsidiary of LCR. Details of Dr. Riady's interest in OUE and LCR are disclosed in Note (d) above and Notes (i) and (ii) above, respectively.

(f) Such share was 100% held directly by Lippo Capital Group.

(g) Such share was 100% held directly by Brainy World. Details of Dr. Riady's interest in Brainy World are disclosed in Note (d) above.

(h) Of these shares, 1,625 ordinary shares were held by Nine Heritage; 2,937 ordinary shares were held by Pantogon; 406 ordinary shares were held by Jeremiah; 62 ordinary shares were held by Max Turbo and 4,970 ordinary shares were held by Oddish. Accordingly, Dr. Riady was taken to be interested in an aggregate of 10,000 ordinary shares in, representing 100% of the issued shares of, Superfood.

As at 31 March 2019, none of the Directors or chief executive of the Company had any interests in the underlying shares in respect of physically settled, cash settled or other equity derivatives of the Company or any of its Associated Corporations.

All the interests stated above represent long positions. Save as disclosed herein, as at 31 March 2019, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its Associated Corporations which were required to be recorded in the register kept by the Company under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

As at 31 March 2019, none of the Directors or chief executive of the Company nor their spouses or minor children (natural or adopted) were granted or had exercised any rights to subscribe for any equity or debt securities of the Company or any of its Associated Corporations.

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Year was the Company or any of its subsidiaries, holding companies or fellow subsidiaries a party to any arrangements to enable a Director of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Report of the Directors *(continued)*

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE

As at 31 March 2019, so far as is known to the Directors of the Company, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the Securities and Futures Ordinance (the "SFO") as follows:

Interests of substantial shareholders in shares of the Company

Name of substantial shareholder	Number of ordinary shares	Approximate percentage of the issued shares
Lippo Capital Limited ("Lippo Capital")	369,800,219	74.98
Lippo Capital Holdings Company Limited ("Lippo Capital Holdings")	369,800,219	74.98
Lippo Capital Group Limited ("Lippo Capital Group")	369,800,219	74.98
Madam Shincee Leonardi	369,800,219	74.98
PT Trijaya Utama Mandiri ("PT TUM")	369,800,219	74.98
Mr. James Tjahaja Riady	369,800,219	74.98
Madam Aileen Hambali	369,800,219	74.98

Note:

1. Lippo Capital, through its wholly-owned subsidiary, J & S Company Limited, was indirectly interested in 14,699,997 ordinary shares of the Company. Together with 355,100,222 ordinary shares of the Company owned by Lippo Capital directly as beneficial owner, Lippo Capital was interested in an aggregate of 369,800,219 ordinary shares in, representing approximately 74.98% of the issued shares of, the Company.

2. Lippo Capital Holdings owned 60% of the issued shares in Lippo Capital. Lippo Capital Group owned 100% of the issued share capital of Lippo Capital Holdings. Dr. Stephen Riady was the beneficial owner of 100% of the issued share capital of Lippo Capital Group. Madam Shincee Leonardi is the spouse of Dr. Stephen Riady.

3. PT TUM owned the remaining 40% of the issued shares in Lippo Capital. PT TUM was wholly owned by Mr. James Tjahaja Riady who is a brother of Dr. Stephen Riady. Madam Aileen Hambali is the spouse of Mr. James Tjahaja Riady.

4. Lippo Capital's interests in the ordinary shares of the Company were recorded as the interests of Lippo Capital Holdings, Lippo Capital Group, Madam Shincee Leonardi, PT TUM, Mr. James Tjahaja Riady and Madam Aileen Hambali. The above 369,800,219 ordinary shares of the Company related to the same block of shares that Dr. Stephen Riady was interested, details of which are disclosed in the above section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of the Company and associated corporations".

All the interests stated above represent long positions. Save as disclosed herein, as at 31 March 2019, none of the substantial shareholders or other persons (other than the Directors or chief executive of the Company) had any 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 under Section 336 of the SFO.

Report of the Directors *(continued)*

DIRECTORS' INTERESTS IN COMPETING BUSINESS

The Lippo Group (a general reference to the companies in which Dr. Stephen Riady and his family members have a direct or indirect interest) is not a legal entity and does not operate as one. Each of the companies in the Lippo Group operates within its own legal, corporate and financial framework. As at 31 March 2019, the Lippo Group might have had or developed interests in business in Hong Kong and other parts in Asia similar to those of the Group and there was a chance that such businesses might have competed with the businesses of the Group.

The Directors of the Company are fully aware of, and have been discharging, their fiduciary duty to the Company. The Company and its Directors would comply with the relevant requirements of the Company's Articles of Association and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") whenever a Director has any conflict of interest in the transaction(s) with the Company.

Save as disclosed herein, during the Year and up to the date of this report, none of the Directors are considered to have interests in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group required to be disclosed under the Listing Rules.

CONTINUING CONNECTED TRANSACTION

Continuing connected transaction disclosed in accordance with the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") is as follows.

On 21 August 2017, a tenancy agreement was entered into between Serene Yield Limited ("Serene Yield"), a wholly-owned subsidiary of Lippo China Resources Limited ("LCR") which in turn is a subsidiary of the Company, and LCR Catering Services Limited ("LCR Catering"), a subsidiary of Auric Pacific Group Limited which in turn is a subsidiary of LCR, pursuant to which LCR Catering agreed to lease from Serene Yield Unit 4, Ground Floor, Lippo Centre, 89 Queensway, Hong Kong, with a net floor area of approximately 7,964 square feet, for a term of three years from 22 August 2017 to 21 August 2020, both days inclusive, at a monthly rental of HK$405,000, exclusive of rates, service charge and all other outgoings, for use as a restaurant with an option to renew for a further three years upon current lease expiry (the "Additional Term") at the then open market rent for prime retail/restaurant accommodation in the Admiralty District of Hong Kong, provided that LCR Catering is not in breach or non-observance of the existing tenancy agreement and that the rent for the Additional Term shall not be more than 20% higher nor less than the rent payable during the last year of the initial term. The service charge of HK$70,243 per month (subject to adjustment) should be payable by LCR Catering to Serene Yield and such service charge shall not exceed HK$95,000 per month (the "Maximum Service Charge"). The maximum aggregate value, that is, the annual cap for the above tenancy agreement, which is equivalent to the annual rental and the annual Maximum Service Charge, for the Year was HK$6,000,000.

The Directors of the Company (excluding Dr. Stephen Riady ("Dr. Riady") who had abstained from voting) considered the terms of the above tenancy agreement were fair and reasonable and in the interests of the Company and its shareholders as a whole.

As at the date of the above tenancy agreement, Dr. Riady, an executive Director of the Company, through a company controlled by him, was indirectly interested in approximately 21.2% of the total issued shares of Auric.

Report of the Directors *(continued)*

CONTINUING CONNECTED TRANSACTION *(continued)*

The independent non-executive Directors have confirmed that the above tenancy agreement had been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the above tenancy agreement on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. Ernst & Young, the Company's auditor, was engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young has issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transaction disclosed above in accordance with Rule 14A.56 of the Listing Rules. A copy of the above auditor's letter will be provided by the Company to the Stock Exchange in accordance with Rule 14A.57 of the Listing Rules.

The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transaction disclosed herein.

DISCLOSURE PURSUANT TO RULE 13.20 OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED

The Group had granted financial assistance to Fortune Code Limited ("FCL"), a subsidiary of Lippo ASM Asia Property Limited which in turn is a principal joint venture of the Company. The relevant advances disclosed pursuant to Rule 13.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and remained outstanding as at 31 March 2019 were granted under the following loan agreements:

(i) a loan agreement dated 29 May 2015 between FCL and Pacific Landmark Holdings Limited ("PLH"), a subsidiary of the Company, pursuant to which PLH agreed to advance a loan of S$53,920,839.43 (the "Loan") to FCL;

(ii) a loan agreement dated 28 August 2015 between FCL and PLH pursuant to which PLH agreed to make available a loan facility of S$7,000,000 (the "Interim Loan") to FCL;

(iii) a loan agreement dated 28 August 2015 between FCL and PLH pursuant to which PLH agreed to advance a further loan of S$100,000,000 (the "Further Loan") to FCL;

(iv) a loan agreement dated 12 October 2015 between FCL and PLH pursuant to which PLH agreed to make available a loan facility of S$2,000,000 (the "Second Interim Loan") to FCL;

(v) a loan agreement dated 30 November 2015 between FCL and PLH pursuant to which PLH agreed to make available a new loan facility of S$38,000,000 (the "New Loan") to FCL;

(vi) a loan agreement dated 19 July 2016 between FCL and PLH pursuant to which PLH agreed to make available a loan facility of approximately S$14,959,000 (the "July 2016 Loan") to FCL; and

(vii) a loan agreement dated 20 October 2016 between FCL and Polar Step Limited ("PSL"), a subsidiary of the Company, pursuant to which PSL agreed to make available a loan facility in the maximum principal amount of S$155,000,000 (the "October 2016 Facility") to FCL. The October 2016 Facility was first drawn on 4 January 2017 (the "October 2016 Facility Drawdown Date") and is unsecured, subject to an interest rate of 2.25% per annum and repayable on demand.

Report of the Directors *(continued)*

DISCLOSURE PURSUANT TO RULE 13.20 OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED *(continued)*

In addition, an unsecured loan of approximately S$10,314,000 (the "June 2013 Loan") was advanced by PLH to FCL on 20 June 2013.

On 20 October 2016, PLH assigned all of its rights, interests, benefits and title in the June 2013 Loan, the Loan, the Further Loan and the July 2016 Loan to PSL. Pursuant to an amended and restated loan agreement dated 20 October 2016 between, inter alia, PSL and FCL, with effect from the October 2016 Facility Drawdown Date, the interest rate of each of the June 2013 Loan, the Loan, the Further Loan and the July 2016 Loan was amended from 6.5% per annum to 2.25% per annum and the repayment date was amended to repayable on demand.

On 4 January 2017, PLH assigned all of its rights, interests, benefits and title in the Interim Loan, the Second Interim Loan and the New Loan to PSL. Pursuant to an amended and restated loan agreement dated 4 January 2017 between, inter alia, PSL and FCL, with effect from 4 January 2017, the interest rate of each of the Interim Loan, the Second Interim Loan and the New Loan was amended from 6.5% per annum to 2.25% per annum and such loans will be repayable on demand.

All the above advances to FCL are unsecured. As at 31 March 2019, the balance of the above advances amounted to approximately S$380,420,000 (equivalent to approximately HK$2,202,783,000).

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN CONTRACTS

Save as disclosed above, there were no contracts of significance in relation to the Company's business, to which the Company or any of its subsidiaries, holding companies or fellow subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director or the controlling shareholders or any of their respective subsidiaries, directly or indirectly, had a material interest.

During the Year, no contract of significance for the provision of services to the Group by a controlling shareholder or any of its subsidiaries has been made.

DIRECTORS' SERVICE CONTRACTS

No Director of the Company proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries, which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

MANAGEMENT CONTRACTS

No contracts concerning the management and/or administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

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

During the Year, there was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries.

Report of the Directors *(continued)*

MAJOR SUPPLIERS AND CUSTOMERS

During the Year, the percentage of revenue attributable to the Group's five largest customers combined was less than 30% of the Group's aggregate revenue. During the Year, the percentage of purchases attributable to the Group's five largest suppliers combined was less than 30% of the Group's aggregate purchases.

None of the Directors of the Company, their close associates or any shareholders (which to the best knowledge and belief of the Directors own more than 5% of the Company's issued shares) had any beneficial interest in the Group's five largest suppliers and customers.

RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group also understands that it is important to maintain good relationship with its suppliers and customers to fulfil its immediate and long-term goals. To maintain its brand competitiveness and dominant status, the Group aims at delivering constantly high standards of quality in the products and services to its customers. During the Year, there was no material and significant dispute between the Group and its suppliers and/or customers.

RETIREMENT BENEFITS SCHEMES

Details of the retirement benefits schemes of the Group and the employer's retirement benefits costs charged to the consolidated statement of profit or loss for the Year are set out in Notes 2.4(ah) and 8 to the financial statements, respectively.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. The Company's Corporate Governance Report is set out on pages 33 to 44.

KEY RISKS AND UNCERTAINTIES

The Group's financial condition, results of operation, businesses and prospects may be affected by a number of risks and uncertainties. Key risks and uncertainties were identified by the Group, details of which are disclosed in the Company's Risk Management Report as set out on pages 45 to 54. There may be other risks and uncertainties in addition to those shown in the above report which are not known to the Group or which may not be material now but could turn out to be material in the future.

ADOPTION OF DIVIDEND POLICY

The Board had approved and adopted a dividend policy for the Company in January 2019 that aims to set out the approach to determine the dividend to be payable by the Company, enhance transparency of the Company and facilitate shareholders and investors of the Company to make informed investment decisions. Details of the Company's dividend policy are disclosed in the Corporate Governance Report as set out on page 44.

Report of the Directors *(continued)*

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Environmental, social and governance ("ESG") issues are fundamental to the Group's sustainability. The conscientious use of resources and adoption of best practices across the Group's businesses underlie its commitment to safeguarding the environment.

The Group obliges itself to maintain business integrity and uphold ethical standards. Guided by a belief in a fair business environment where labour, competition, privacy and intellectual property are respected, the Group makes every effort to communicate its expectations and standards to all business partners, customers and staff.

The development and opinion of staff are highly valued at the Group. By engaging staff in training opportunities and ongoing dialogues, the Group keeps its ears open for suggestions. The Group has incorporated a sound employment management system to ensure a fair, safe, healthy and diverse working environment.

In times of rapid change, competitiveness is defined by flexibility and adaptability. To answer the needs of the current and future generations, the Company carefully manages its environmental impacts according to its Environmental Policy. By optimising its operational practices, the Group continues to improve its use of resources.

Striving forward, the Company will adhere to its belief in sustainable development and improve its ESG performances with time. Capitalising on a wide scope of business, the Company will aim at spreading awareness and influence in different sectors to bring it closer to sustainability.

By publishing the Company's ESG Report, the Company seizes the opportunity to disclose its sustainability performance and solicit stakeholder feedback. The Company's ESG Report is set out on pages 55 to 80.

As far as the Company is aware, it has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained sufficient public float as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

AUDITOR

The financial statements for the Year were audited by Ernst & Young who will retire at the conclusion of the forthcoming annual general meeting and, being eligible, will offer itself for re-appointment.

On behalf of the Board
John Luen Wai Lee
Managing Director and Chief Executive Officer

Hong Kong, 27 June 2019

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to ensuring high standards of corporate governance practices. The Board of Directors of the Company (the "Board") believes that good corporate governance practices are increasingly important for maintaining and promoting investor confidence. Corporate governance requirements keep changing, therefore the Board reviews its corporate governance practices from time to time to ensure they meet public and shareholders' expectation, comply with legal and professional standards and reflect the latest local and international developments. The Board will continue to commit itself to achieving a high quality of corporate governance so as to safeguard the interests of shareholders and enhance shareholder value.

During the year ended 31 March 2019 (the "Year"), the Company continued to take measures to closely monitor and enhance its corporate governance practices so as to comply with the requirements of the code provisions of the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

To the best knowledge and belief of the Directors, the Directors consider that the Company has complied with the code provisions of the CG Code for the Year.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Listing Rules as the code for securities transactions by Directors. Having made specific enquiry of all Directors, all Directors have fully complied with the required standard set out in the Model Code throughout the Year.

To enhance corporate governance, the Company has also established written guidelines no less exacting than the Model Code for the employees of the Group in respect of their dealings in the Company's securities.

BOARD OF DIRECTORS

The Board currently comprises seven members (the composition of the Board is shown on page 19), including two executive Directors and five non-executive Directors of whom three are independent as defined under the Listing Rules (brief biographical details of the Directors are set out on pages 20 to 22). A list containing the names of the Directors and their roles and functions can also be found on the Company's website (www.lippoltd.com.hk) and the Stock Exchange's website (www.hkexnews.hk). To the best knowledge of the Directors, the Board members have no financial, business, family or other material/relevant relationships with each other.

The Company has three independent non-executive Directors, representing more than one-third of the Board. Two independent non-executive Directors have appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. All the independent non-executive Directors have signed the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules to confirm their independence. The Company considers that all independent non-executive Directors have met the independence guidelines of Rule 3.13 of the Listing Rules.

Corporate Governance Report *(continued)*

BOARD OF DIRECTORS *(continued)*

Messrs. King Fai Tsui (who is to retire by rotation at the forthcoming 2019 annual general meeting of the Company (the "2019 AGM")), Edwin Neo and Victor Ha Kuk Yung have served as independent non-executive Directors of the Company for more than nine years. In addition to their confirmation of independence in accordance with Rule 3.13 of the Listing Rules, each of Messrs. Edwin Neo, King Fai Tsui and Victor Ha Kuk Yung continues to demonstrate the attributes of an independent non-executive Director by providing independent views and advice and there is no evidence that their tenure has had any impact on their independence. The Directors are of the opinion that Messrs. Edwin Neo, King Fai Tsui and Victor Ha Kuk Yung remain independent notwithstanding the length of their service and they believe that their valuable knowledge and experience in the Group's business and their external experience continue to generate significant contribution to the Company and its shareholders as a whole.

Under the Company's Articles of Association (the "Articles"), one-third of the Directors must retire from office at each annual general meeting and their re-election is subject to a vote of shareholders. In addition, every Director is subject to retirement by rotation at least once every three years notwithstanding that the total number of Directors to retire at the relevant annual general meeting would as a result exceed one-third of the Directors. Under the Listing Rules, if an independent non-executive Director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. All the Directors have entered into letter agreements and/or employment agreements/employment contract (as applicable) with the Group setting out the key terms and conditions of their respective appointment as Directors of the Company and/or executive role in the Group.

The Board oversees the Group's strategic development and determines the objectives, strategies and policies of the Group. The Board also monitors and controls the operating and financial performance in pursuit of the Group's strategic objectives. The Board has delegated certain functions to the relevant Board committees, details of which are disclosed below. Day-to-day management of the Group's business is delegated to the management of the Company under the supervision of the executive Directors. The functions and powers that are so delegated are reviewed periodically to ensure that they remain appropriate. Matters reserved for the Board are those affecting the Group's overall strategic policies, dividend policy, material policies and decisions, significant changes in accounting policies, material contracts, major investments and approval of interim reports, annual reports and announcements of interim and annual results. Management provides the Directors with management updates of the Group's operation, performance and position. All Directors are kept informed of and duly briefed of major changes and information that may affect the Group's businesses in a timely manner. Legal and regulatory updates are provided to the Directors from time to time for their information so as to keep them abreast of the latest rule requirements and assist them in fulfilling their responsibilities. The Company Secretary may advise the Directors on queries raised or issues which arise in performance of their duties as directors. The Board members have access to appropriate business documents and information about the Group on a timely basis. All Directors and Board committees have recourse to external legal counsel and other professionals for independent advice at the Group's expense upon their request.

Corporate Governance Report *(continued)*

BOARD OF DIRECTORS *(continued)*

Three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, have been established to oversee particular aspects of the Group's affairs.

The Board meets regularly to review the financial and operating performance of the Group and other business units, and formulate future strategy. Six Board meetings were held during the Year.

During the Year, the Chairman held a meeting with the independent non-executive Directors without the presence of other Directors.

Individual attendance of each Director at the Board meetings and general meetings and each committee member at meetings of the Audit Committee, the Remuneration Committee and the Nomination Committee during the Year are set out below:

	Attendance/Number of Meetings				
Directors	Board	Audit Committee	Remuneration Committee	Nomination Committee	General Meetings
Executive Directors					
Dr. Stephen Riady *(Chairman)*	6/6	N/A	4/4	4/4	2/2
Mr. John Luen Wai Lee *(Managing Director and Chief Executive Officer)*	6/6	N/A	N/A	N/A	2/2
Non-executive Directors					
Mr. Jark Pui Lee	5/6	N/A	N/A	N/A	2/2
Mr. Leon Nim Leung Chan	6/6	3/3	4/4	4/4	2/2
Independent Non-executive Directors					
Mr. Victor Ha Kuk Yung *(Chairman of the Audit Committee)*	6/6	3/3	4/4	4/4	2/2
Mr. King Fai Tsui *(Chairman of the Remuneration Committee and Nomination Committee)*	6/6	3/3	4/4	4/4	2/2
Mr. Edwin Neo	6/6	3/3	4/4	4/4	2/2

Corporate Governance Report *(continued)*

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and the Chief Executive Officer of the Company are segregated. Dr. Stephen Riady is the Chairman of the Board. The primary role of the Chairman is to provide leadership for the Board and to ensure that it works effectively in the discharge of its responsibilities. Mr. John Luen Wai Lee is the Chief Executive Officer of the Company. The Chief Executive Officer is responsible for the day-to-day management of the Group's business. Their respective roles and responsibilities are set out in writing which have been approved by the Board.

NON-EXECUTIVE DIRECTORS

There are currently five non-executive Directors of whom three are independent. Under the Company's Articles, every Director, including the non-executive Directors, shall be subject to retirement by rotation at least once every three years. All the non-executive Directors have a fixed term of contract of two years with the Company.

REMUNERATION OF DIRECTORS

A Remuneration Committee was established by the Board in June 2005. It has clear terms of reference and is accountable to the Board. Its terms of reference can be found on the Company's website (www.lippoltd.com.hk) and the Stock Exchange's website (www.hkexnews.hk). The Remuneration Committee has been delegated with the authority and responsibility to determine the remuneration packages of individual Directors and senior management. Senior management of the Company comprises Directors of the Company only.

The principal role of the Remuneration Committee is to exercise the powers of the Board to review and determine or make recommendations to the Board on the remuneration packages of individual Directors and senior staff, including salaries, bonuses and benefits in kind. Salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group have been considered in determining the remuneration packages so as to align management incentives with shareholders' interests. During the Year, the Remuneration Committee reviewed and determined, with delegated responsibility, inter alia, (i) the remuneration packages of the Directors and senior staff; and (ii) service contracts of certain Directors (including the executive Directors). The Remuneration Committee also assessed the performance of the executive Directors.

Majority of the Remuneration Committee members are non-executive Directors and three of them are independent. The Remuneration Committee currently comprises five members including three independent non-executive Directors, namely Messrs. King Fai Tsui (being the Chairman of the Remuneration Committee), Edwin Neo and Victor Ha Kuk Yung, a non-executive Director, namely Mr. Leon Nim Leung Chan, and an executive Director, namely Dr. Stephen Riady. The composition of the Remuneration Committee meets the requirements of chairmanship and independence of the Listing Rules. Four meetings were held during the Year and the individual attendance of each member is set out above.

Details of Directors' emoluments and retirement benefits are disclosed in Notes 9 and 2.4(ah) to the financial statements, respectively.

NOMINATION OF DIRECTORS

The Board has the power to appoint Director(s) pursuant to the Company's Articles. No new Director was appointed during the Year.

Corporate Governance Report *(continued)*

NOMINATION OF DIRECTORS *(continued)*

A Nomination Committee was established by the Board in June 2005. It has clear terms of reference and is accountable to the Board. In light of certain amendments to the Listing Rules, the Board revised the terms of reference of the Nomination Committee in January 2019. A copy of the revised terms of reference can be found on the Company's website (www.lippoltd.com.hk) and the Stock Exchange's website (www.hkexnews.hk). The principal role of the Nomination Committee includes, inter alia, review of the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; assessment of the independence of independent non-executive Directors and make recommendations to the Board for the appointment of independent non-executive Directors; making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors in particular the Chairman of the Board and the chief executive; and to review the terms of reference of the Nomination Committee, the board diversity policy and the Directors' nomination policy and recommend to the Board any necessary changes required. Only the most suitable candidates who are experienced and competent and able to fulfill the fiduciary duties and duties of skill, care and diligence would be recommended to the Board for selection. Appointments are first considered by the Nomination Committee and recommendation of the Nomination Committee are then put to the Board for decision. During the Year, the Nomination Committee reviewed, inter alia, the eligibility of the Directors seeking for re-election at the annual general meeting of the Company held on 4 September 2018 (the "2018 AGM") and assessed the independence of the independent non-executive Directors. The Nomination Committee also reviewed the existing structure, size, composition, diversity and efficiency of the Board, and assisted the Board in the development of the Directors' nomination policy (the "Nomination Policy") and made recommendations to the Board on the revision to the terms of reference of the Nomination Committee and the board diversity policy (the "Diversity Policy"). The Nomination Committee also reviewed and recommended to the Board on the re-election of retiring Directors at the 2019 AGM.

With the support and recommendation of the Nomination Committee, the Board adopted the Nomination Policy in January 2019. The Nomination Policy aims to, inter alia, set out the criteria and process in the nomination, appointment and re-election of Directors and ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company. The Nomination Committee is responsible to identify, evaluate and recommend potential candidates to the Board. The ultimate responsibility for selection and appointment of Directors rests with the entire Board and, where applicable, subject to the approval of the shareholders in general meeting.

Any Directors or shareholders may nominate any individuals as candidates for directorship for the consideration of the Nomination Committee in accordance with the Company's Articles, any applicable policies or procedures of the Company and/or the Listing Rules from time to time. The procedures for such shareholders' nomination are published on the Company's website (www.lippoltd.com.hk). When assessing the suitability of a proposed candidate, the Nomination Committee will take into consideration various factors including, but not limited to, character and integrity, qualification, skills and knowledge, experience, potential contributions, board diversity, number of directorships in other listed companies, independence requirements (for independent non-executive Directors) as set out in the Listing Rules and such other perspectives that are appropriate to the Company's business and succession plan.

Corporate Governance Report *(continued)*

NOMINATION OF DIRECTORS *(continued)*

Retiring Directors eligible for re-election at general meeting and proposed candidates are requested to submit the necessary information together with their written consents to be re-elected or appointed as Directors. The Nomination Committee may use any process it deems appropriate for the purpose of evaluating the retiring Director or the proposed candidate which may include, without limitation, personal interviews, background checks, written submissions by the candidate and/or third-party references. The Nomination Committee shall then recommend the proposed re-election or appointment of Director to the Board for the Board's consideration and, where applicable, the Board will make recommendation to shareholders. The Nomination Committee may nominate a suitable candidate to fill a casual vacancy on the Board for the Board's consideration and approval. A circular containing the requisite information of candidates recommended by the Board to stand for election at the general meeting (whether as new appointment or re-election) will be sent to shareholders as required under the Listing Rules.

The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and substantial and balanced development. The Diversity Policy was adopted by the Board in August 2013 and revised in January 2019. A copy of the revised Diversity Policy can be found on the Company's website (www.lippoltd.com.hk). The Diversity Policy sets out the approach to achieve diversity on the Board which will include and make good use of the difference in skills, professional experience, cultural and educational background, gender, age, knowledge, length of service and other qualities of the members of the Board. These differences will be considered in determining the optimum composition of the Board and all board appointments will be based on merit and contribution, having regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect. The Company will also take into account factors based on its own business model and specific needs from time to time. The Nomination Committee monitors the implementation of the Diversity Policy and will at appropriate time set measurable objectives for achieving diversity under the Diversity Policy. It will review objectives for the implementation of the Diversity Policy and monitor progress towards the achievement thereof. In carrying out its responsibility for identifying suitable candidates to become members of the Board, the Nomination Committee will give adequate consideration to the Diversity Policy and the Nomination Policy. The Nomination Committee will review the Diversity Policy from time to time as appropriate to ensure its continued effectiveness. The Company believes that diversity can strengthen the performance of the Board, and promote effective decision-making and better corporate governance and monitoring.

Majority of the Nomination Committee members are non-executive Directors and three of them are independent. The Nomination Committee currently comprises five members including three independent non-executive Directors, namely, Messrs. King Fai Tsui (being the Chairman of the Nomination Committee), Edwin Neo and Victor Ha Kuk Yung, a non-executive Director, namely Mr. Leon Nim Leung Chan and an executive Director, namely Dr. Stephen Riady. The composition of the Nomination Committee meets the requirements of chairmanship and independence of the Listing Rules. Four meetings were held during the Year and the individual attendance of each member is set out above.

Corporate Governance Report *(continued)*

DIRECTORS' TIME COMMITMENT AND TRAINING

The Company has received confirmation from each Director that he had sufficient time and attention to the affairs of the Company for the Year. Directors are encouraged to participate in professional, public and community organisations. Directors have disclosed to the Company the number and nature of offices held in Hong Kong or overseas listed public companies or organisations and other significant commitments, with the identity of the public companies and organisations and an indication of the time involved. They are also reminded to notify the Company in a timely manner of any change of such information. In respect of those Directors who would stand for re-election at the 2019 AGM, all their directorships held in listed public companies in the past three years are to be set out in the circular to shareholders regarding, inter alia, proposed re-election of retiring Directors. Other details of Directors are set out in the brief biographical details of the Directors and senior management on pages 20 to 22.

Directors are also encouraged to attend seminars and conferences to enrich their knowledge in discharging their duties as a director. The Company has arranged from time to time at its cost seminars and/or conferences conducted by professional bodies for the Directors relating to, inter alia, director's duties, corporate governance and regulatory updates. Directors' knowledge and skills are continuously developed and refreshed by, inter alia, the following means:

(1) participation in continuous professional training seminars and/or conferences and/or courses and/or workshops on subjects relating to, inter alia, corporate governance, directors' duties and legal and regulatory changes organised and/or arranged by the Company and/or professional bodies and/or lawyers;

(2) reading materials provided from time to time by the Company to Directors regarding legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties; and

(3) reading news, journals, magazines and/or other reading materials regarding legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties.

Corporate Governance Report *(continued)*

DIRECTORS' TIME COMMITMENT AND TRAINING *(continued)*

According to the training records provided by the Directors to the Company, all Directors participated in continuous professional development during the Year through the above means (1), (2) and (3). Records of the Directors' training during the Year are as follows:

Directors	Training received
Executive Directors	
Dr. Stephen Riady *(Chairman)*	(1), (2) and (3)
Mr. John Luen Wai Lee *(Managing Director and Chief Executive Officer)*	(1), (2) and (3)
Non-executive Directors	
Mr. Jark Pui Lee	(1), (2) and (3)
Mr. Leon Nim Leung Chan	(1), (2) and (3)
Independent Non-executive Directors	
Mr. Edwin Neo	(1), (2) and (3)
Mr. King Fai Tsui	(1), (2) and (3)
Mr. Victor Ha Kuk Yung	(1), (2) and (3)

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has arranged directors' and officers' liability insurance for years to indemnify 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.

AUDITOR'S REMUNERATION

Ernst & Young has been appointed by the shareholders annually as the Company's auditor. During the Year, the fees charged to the financial statements of the Group for the statutory audit and non-statutory audit services provided by Ernst & Young (which for the purpose includes any entity under common control, ownership or management with the auditor or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the auditor nationally and internationally) amounted to approximately HK$10.6 million (2018 — HK$9.8 million) and approximately HK$0.8 million (2018 — HK$0.6 million), respectively. The non-statutory audit services provided during the Year consisted of the review of the Group's continuing connected transaction and other reporting services.

Corporate Governance Report *(continued)*

AUDIT COMMITTEE

The Board established an Audit Committee in December 1998. The Audit Committee has clear terms of reference and is accountable to the Board. Its terms of reference can be found on the Company's website (www.lippoltd.com.hk) and the Stock Exchange's website (www.hkexnews.hk). The Audit Committee assists the Board in meeting its responsibilities for ensuring an effective system of internal control and compliance, and in meeting its external financial reporting objectives. The Audit Committee is also responsible for the Company's corporate governance functions. All Committee members are non-executive Directors and three of them including the Chairman are independent. The Audit Committee comprises four members including three independent non-executive Directors, namely Messrs. Victor Ha Kuk Yung (being the Chairman of the Audit Committee), Edwin Neo and King Fai Tsui and a non-executive Director, namely Mr. Leon Nim Leung Chan. Three meetings were held during the Year and the individual attendance of each member is set out above.

The Committee members possess diversified industry experience and the Chairman of the Audit Committee has appropriate professional qualifications and experience in accounting matters. Under its current terms of reference, the Committee will meet at least twice each year. Management and auditor shall normally attend the meetings. In addition, the Audit Committee holds regular meetings with external auditor without the presence of executive Directors and/or management.

During the Year, the Audit Committee discharged its duties by reviewing and/or monitoring financial, audit, risk management, internal control and corporate governance matters of the Group, including management accounts, financial statements, interim and annual reports, corporate governance report, risk management report and internal audit reports and discussing with executive Directors, management, external auditor and internal audit department (the "IA Department") regarding financial matters, corporate governance policies and practices and internal audit, control and risk management matters of the Group, and making recommendations to the Board including, inter alia, financial-related matters. The Audit Committee reviewed the Company's compliance with the CG Code and disclosure in the corporate governance report, the Company's corporate governance policies and practices, the training and continuous professional development of Directors and senior management, the Company's policies and practices in compliance with legal and regulatory requirements and the code of conduct applicable to employees and Directors. The Audit Committee also recommended to the Board that, subject to the shareholders' approval at the 2019 AGM, Ernst & Young be re-appointed as the Company's external auditor for the ensuing year; and reviewed the fees charged by the Company's external auditor.

Corporate Governance Report *(continued)*

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board recognises its responsibility for maintaining adequate systems of risk management and internal control and is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems. The Board should oversee management in the design, implementation and monitoring of the risk management and internal control systems. It also reviews and monitors the effectiveness of the risk management and internal control systems on an ongoing basis.

During the Year, a review of the effectiveness of the Group's risk management and internal control systems covering the risk management functions and all material controls, including financial, operational and compliance controls was conducted, details of which are set out in the Risk Management Report on pages 45 to 54. Such review will be conducted on an annual basis.

An Inside Information Policy was adopted by the Company which sets out guidelines to the Directors, officers and all relevant employees of the Group to ensure inside information (as defined in the Listing Rules) (the "Inside Information") of the Group would be disseminated to the public in equal and timely manner in accordance with applicable laws and regulations. The Company also established Group Internal Notification Policies and Procedures for setting out guidelines for identification and notification of Inside Information and notifiable transactions (as defined in the Listing Rules). A Whistleblowing Policy and an Anti-corruption Policy were also adopted by the Group.

During the Year, the Board reviewed the adequacy of resources, qualifications and experience of staff of the Company's internal audit function as well as its accounting and financial reporting function, and their training programmes and budgets. The review will be conducted annually in accordance with the requirements of the CG Code.

INTERNAL AUDIT

The IA Department was set up in 2007 to perform internal audit and to review the internal control and risk management systems of the Group.

The principal roles of the internal audit are to ensure the effectiveness of internal control procedures and compliance with different standards and policies across different businesses and operations of the Group. The IA Department audits and evaluates the Group's internal control operation and risk management process so as to address the financial, operational and compliance risks in the Group. The Board and the Audit Committee will actively take actions based on the findings from the IA Department. The IA Department is also responsible for providing improvement recommendations to different operation teams and departments so as to minimise the risk exposure in the future.

COMPANY SECRETARY

The Company Secretary is an employee of the Company. The Company Secretary is responsible for facilitating the Board's processes and communications among Board members, with shareholders and with management. During the Year, the Company Secretary had taken over 15 hours of relevant professional training to update his skills and knowledge.

Corporate Governance Report *(continued)*

COMMUNICATION WITH SHAREHOLDERS

The Company has established a shareholders' communication policy and will review it on a regular basis to ensure its effectiveness.

The Company's Annual General Meeting (the "AGM") is one of the principal channels of communication with its shareholders. It provides an opportunity for shareholders to ask questions about the Company's performance. Separate resolutions will be proposed for each substantially separate issue at the AGM. Board members, including the Chairmen of the Board and Board committees and Board committee members, and the Company's external auditor attended the 2018 AGM and were available to answer questions from shareholders.

Under the Listing Rules, all resolutions proposed at shareholders' meetings must be voted by poll except where the chairman of a general meeting, in good faith and in compliance with the Listing Rules, decides to allow resolutions to be voted on by the shareholders on a show of hands. Details of the poll procedures will be explained during the proceedings of shareholders' meetings. The poll voting results will be released and posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lippoltd.com.hk).

To provide effective communication, the Company maintains a website at www.lippoltd.com.hk. All the financial information and other disclosures including, inter alia, annual reports, interim reports, announcements, circulars, notices and Articles are available on the Company's website.

Shareholders may direct their questions about their shareholdings to the Company's Registrar, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or contact the Customer Service Hotline of the Company's Registrar at (852) 2980 1333. Shareholders may send their enquiries to the Board or the Company Secretary in written form to the registered office of the Company.

SHAREHOLDERS' RIGHTS

Under Section 566 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance"), shareholders representing at least 5% of the total voting rights of all the shareholders having a right to vote at the general meetings are entitled to send a request to the Company to convene a general meeting. Such requisition must state the general nature of the business to be dealt with at the meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. The request may be sent to the Company in hard copy form or in electronic form and must be authenticated by the shareholder(s) making it and deposited at the registered office of the Company or sent to the Company's email address at lippo.ir@lippohk.com. Besides, in relation to an annual general meeting which a company is required to hold, Sections 615 and 616 of the Companies Ordinance provide that shareholders representing at least 2.5% of the total voting rights of all shareholders of the company having a right to vote on the resolution at the annual general meeting or at least 50 shareholders having a right to vote on the resolution at the annual general meeting, may request the company to circulate a notice of the resolution for consideration at the annual general meeting, by sending a request, which must be authenticated by the shareholders making it, in a hard copy form or electronic form. Such request must be deposited at the registered office of the Company or sent to the Company's email address at lippo.ir@lippohk.com.

Corporate Governance Report *(continued)*

DIVIDEND POLICY

The Company considers stable and sustainable returns to the shareholders and investors of the Company to be its goal and endeavours to achieve a progressive dividend policy where appropriate. The Board had approved and adopted a dividend policy for the Company (the "Dividend Policy") in January 2019 that aims to set out the approach to determine the dividend to be payable by the Company, enhance transparency of the Company and facilitate shareholders and investors of the Company to make informed investment decisions.

In deciding whether to propose a dividend and in determining the dividend amount, the Board will take into account the Group's earnings performance, financial position, investment and funding requirements, and future prospects. There is no assurance that a dividend will be proposed or declared in any given year.

The Board will review the Dividend Policy from time to time to ensure its continued effectiveness.

FAIR DISCLOSURE AND INVESTOR RELATIONS

The Company uses its best endeavours to distribute material information about the Group to all interested parties as widely as possible. When announcements are made through the Stock Exchange, the same information will be available to the public on the Company's website. The Company recognises its responsibility to disclose its activities to those with a legitimate interest and to respond to their questions. In all cases, great care has been taken in handling Inside Information of the Group. An Inside Information Policy was adopted by the Company which sets out guidelines to ensure Inside Information of the Group is to be disseminated to the public in equal and timely manner in accordance with applicable laws and regulations.

Management of the Group maintains regular contacts with the investment community. A shareholders' communication policy was adopted by the Group.

During the Year, no amendments were made to the Company's Articles. The latest version of the Company's Articles is available on the Company's website (www.lippoltd.com.hk) and the Stock Exchange's website (www.hkexnews.hk).

FINANCIAL REPORTING

The Board recognises its responsibility to prepare the Company's financial statements which give a true and fair view and are in compliance with Hong Kong Financial Reporting Standards, Listing Rules and other regulatory requirements. As at 31 March 2019, the Board was not aware of any material misstatement or uncertainties that might put doubt on the Group's financial position or continue as a going concern. The Board selected appropriate accounting policies and applied consistently. Judgments and estimates were reasonably and prudently made. The external auditor is responsible for audit and report, if any, material misstatement or non-compliance with Hong Kong Financial Reporting Standards or other regulations. The Board uses its best endeavours to ensure a balanced, clear and understandable assessment of the Group's performance, position and prospects in financial reporting.

The responsibilities of the auditor with respect to financial reporting are set out in the Independent Auditor's Report on pages 81 to 85.

CORPORATE SOCIAL RESPONSIBILITY

The Group is conscious of its role as a socially responsible group of companies. It cares for and supports the communities where it operates. The Group has made donations for community well-being from time to time.

Risk Management Report

Effective risk management is essential for the Group to take the appropriate level of risks and opportunities in pursuing its strategic and business goals. The Group is committed to the continuous improvement of the risk management system in order to facilitate the long-term growth and sustainability of its businesses. During the year ended 31 March 2019 (the "Year"), the Group has integrated Environmental, Social and Governance ("ESG") risk factors into enterprise risk management process given that the increasing significance of ESG risks.

The Group's risk management framework is established with reference to ISO 31000:2009 Risk Management — Principles and Guidelines and COSO Enterprise Risk Management — Integrated Framework (2017), which comprises 3 key components:

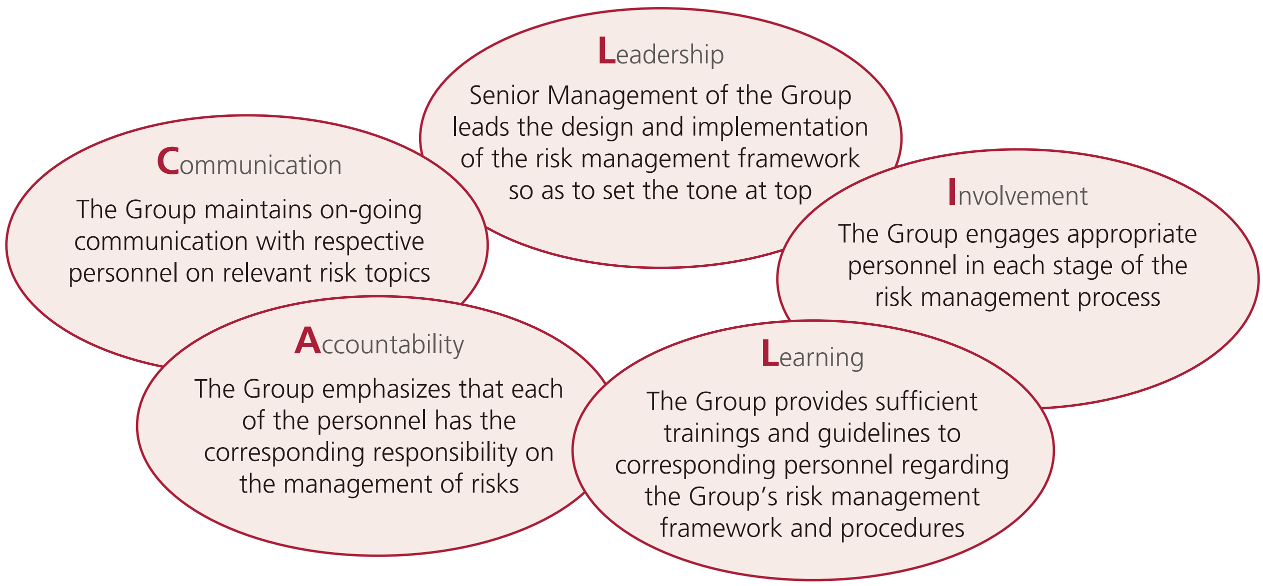
1. Risk Management Strategy;

2. Risk Governance Structure; and

3. Risk Management Process.

RISK MANAGEMENT STRATEGY

The Group recognises the importance of a proactive risk culture to the effective implementation of a risk management system. In order to foster the desired risk culture, the Group has adopted the following "LILAC" approach:



Risk Management Report *(continued)*

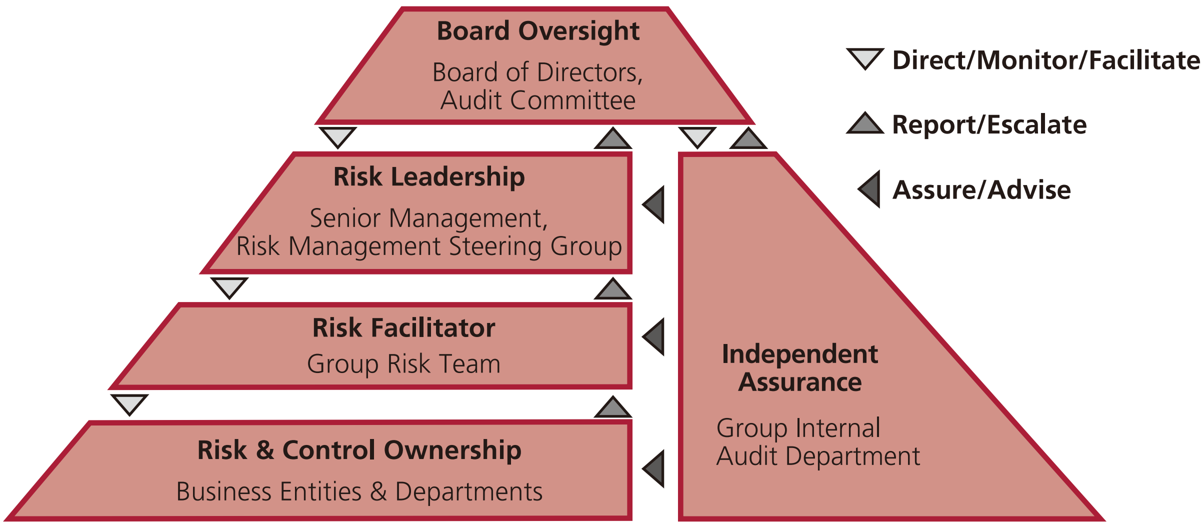
RISK MANAGEMENT STRATEGY *(continued)*

Furthermore, the risk management system is integrated into various parts of the business and day-to-day operation processes instead of a standalone program, and the Group aims to achieve the following objectives through the risk management activities:

- Promote corporate governance with a sound system of internal controls
- Embed a structured and disciplined approach to identify risks together with the basis of likelihood and potential impact on the achievement of the Group's business objectives
- Enable the Group to strike the right balance between risks and rewards by making risk informed decisions in accordance with the Group's business objectives and risk appetite
- Ensure the adequacy and effectiveness of risk controls in place to manage key risks
- Ensure compliance with the relevant legal and regulatory requirements

RISK GOVERNANCE STRUCTURE

The Group's risk governance structure provides the foundation for risk oversight and escalation. The roles and responsibilities of each layer are clearly established to ensure a thorough understanding among all the personnel within the Group.



Risk Management Report *(continued)*

RISK GOVERNANCE STRUCTURE *(continued)*

The key roles and responsibilities of each layer are listed below:

Board Oversight

The Board of Directors (the "Board")

- Take the overall responsibility for the risk management and internal control systems

Audit Committee empowered by the Board

- Determine the Group's overall risk appetite and establish appropriate culture throughout the Group for effective risk governance
- Review and approve risk criteria adopted by senior management to ensure that they are aligned with the Group's risk appetite
- Oversee the risk exposure of various types including the mitigation strategies
- Provide oversight on the risk management and internal control systems and review their adequacy and effectiveness at least on an annual basis

Risk Leadership

Senior Management

- Provide overall leadership in risk management activities, via the Risk Management Steering Group (the "RM Steering Group")

RM Steering Group led by Senior Management

- Establish risk criteria
- Assess the group level material risks and review the entity level risk profile periodically
- Determine and assign sufficient resources to implement the risk management framework and manage risks within the Group
- Update periodically the Audit Committee with the Group's risk profile and status of risk treatment plans for key business risks
- Ensure the annual review of adequacy and effectiveness of the risk management system

Risk Management Report *(continued)*

RISK GOVERNANCE STRUCTURE *(continued)*

Risk Facilitator

Group Risk Team

- Implement the Group's risk management policies and plans formulated by the RM Steering Group
- Develop necessary tools and templates for risk assessment, risk treatment plan and risk reporting
- Cascade and facilitate the risk management process and activities across all business entities and departments
- Follow up on the implementation of risk treatment plans and ensure the internal controls and risk mitigations are properly designed and implemented

Risk and Control Ownership

Business Entities and Departments

- Identify and review changes in risks in line with changes in the business environment
- Analyse risks and identify appropriate controls or risk treatment plans to address the risks
- Responsible for risk management activities and reporting in their businesses or operations
- Perform risk and control self-assessment activity to evaluate the effectiveness of risk management and internal controls for their respective entities

Independent Assurance

Group Internal Audit Department

- Conduct audit projects on various entities and functions across the Group and provide independent review on (a) the adequacy and effectiveness of the risk management framework; and (b) the adequacy and effectiveness of internal controls in the business operations

Risk Management Report *(continued)*

RISK MANAGEMENT PROCESS

The Group's risk management process provides a structured and systematic approach to manage risks. The following diagram illustrates the key activities in the process.

Establish Context	Identify Risk	Analyse and Evaluate Risk	Treat Risk	Report and Monitor Risk
The Group establishes risk assessment criteria and risk matrix to cascade the risk appetite across the Group and provides referencing risk inventory	Respective business entities and the Group's management identify the risks in their areas of businesses or operations	Respective business entities and the Group's management assess the likelihood and impact of the risks, determine acceptance and prioritize the risks	Respective business entities and the Group's management evaluate the existing risk controls and formulate risk treatment plan if appropriate	Respective business entities and the Group's management report the risk profile regularly to appropriate level of authority and maintain ongoing monitoring

CONTINUOUS IMPROVEMENT

The Group continues to strive for improvement on its risk management system and has taken a series of actions during the Year:

Component		Enhancement
Risk Management Strategy	✓	Implemented the Group's risk appetite statements to provide a clear direction for nature and extent of the risks that the Group is willing to undertake in pursuit of its strategic and business objectives
	✓	Revised enterprise risk management manual to incorporate changes in the Year and enhanced the readability of the manual
Risk Governance	✓	Implemented Risk and Control Self-Assessment
	✓	Discussed key risk profiles in the RM Steering Group
	✓	Collaborated with Group Internal Audit Department to establish risk-based audit plan and conduct audits on the risk management of the entities of the Group

Risk Management Report *(continued)*

CONTINUOUS IMPROVEMENT *(continued)*

Component	Enhancement
Risk Management Process	✓ Conducted refresher workshops to update risk owners and representatives with the necessary risk knowledge and information ✓ Encouraged risk owners to engage corresponding stakeholders in the discussion of risks throughout the risk management process ✓ Reported risk profile in a more specific manner with respect to the specific industries ✓ Integrated Environmental, Social and Governance ("ESG") risk factors into enterprise risk management process

MATERIAL RISKS

During the Year, the Group conducted risk review from the Group's perspective and on the risk profile submitted by the underneath business entities. Through this combined top-down and bottom-up risk review process, the Group has identified the material risks of various business segments for the Year.

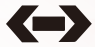
The Group classifies risks into 4 main categories:

Strategic	–	Risk resulting from suboptimal determination and execution of business strategies or changes in external business environment, which may impact the Group in the long term
Operational	–	Risk of potential financial losses and/or business instability arising from failures in internal controls, operational processes, or in the system that supports them
Financial	–	Risk resulting from financial and reporting activities and/or use of financial instruments
Compliance	–	Risk of non-compliance with any internal requirements/standards, legal/regulatory requirements, and/or any related third party legal actions/disputes

Risk Management Report *(continued)*

MATERIAL RISKS *(continued)*

A. Group Investments and Operations

Risks	Examples of Response Taken	Risk Trend
Strategic – Strategy Direction Risk The risk of inappropriate or ineffective enterprise level strategies and initiatives due to changes of market or economic conditions impacting the achievement of financial objectives	• Periodic planning exercises between the Group's management and entities' responsible officers to discuss and analyse their strategic directions • Regular meetings amongst Board members and senior management to review the execution of strategic plan • Regular operational review in light of present circumstances.	
Strategic – Investment Risk The risk of poor performance of the investment portfolio due to different factors such as the rising of geopolitical tensions and volatility in global financial market, type or leadership of the investee companies, thereby impacting the Group's profitability and/or financial strength	• Adequate risk assessment in the investment decision process • Setting up of investment committee and authority matrix for the approval of investments • Well-diversified investment portfolio across different industries and geographic locations • Certain limits set for specific types of investment • Regular Board review on the progress and performance of the investments	
Operational – Natural Disaster Risk[1] The risk of extensive damage in network facilities caused by storm, flood, landslide, extreme weather phenomenon due to climate change impacting the Group's ability to sustain operation and/or loss of critical data and/or information	• Performing periodic system backup • Establish business continuity plan covering different disaster scenarios • Appropriate insurance coverage for different disaster scenarios	

1 material risk identified with ESG aspects

Risk Management Report *(continued)*

MATERIAL RISKS *(continued)*

B. Food Businesses

Risks	Examples of Response Taken	Risk Trend
Strategic – Competitor Risk The risk of competitors' actions (such as aggressive pricing and introduction of new products/services) or new entrants to the market, thereby impacting the Group's ability to achieve the market share target and/or sale revenue target	• Periodic monitoring and discussion on market conditions • Competitive pricing and provision of value added services • Setting and periodic evaluation of marketing plans and campaigns • Continuous product or service development and improvement	
Operational – Quality and Safety Risk[1] The risk of sub-standard or unsafe product, service or business activity, thereby impacting the Group's reputation, or exposing the Group to regulatory/legal actions	• Food safety and quality management system in place throughout the supply chain • Established supplier assessment process • Temperature monitoring for food storage • Staff training on product safety and operation • Equipment maintenance and cleaning program and pest control • Quality assurance against receiving, storing, production, etc. • Established product recall procedure	
Operational – Operating Cost Risk The risk of increasing operating cost, impacting the company's operational budget control	• Ongoing monitoring and negotiating of commodities price and forecasting of sales volume • Explore commodity hedging to cushion the rising prices • Using bulk oil tank storage to save delivery cost in drum	

[1] material risk identified with ESG aspects

Risk Management Report *(continued)*

MATERIAL RISKS *(continued)*

B. Food Businesses *(continued)*

Risks	Examples of Response Taken	Risk Trend
Operational **– Talent Attraction and Retention Risk** The risk of failure to attract and/or retain qualified staff, impacting the business operation and achievement of business objectives	• Ongoing recruitment advertisements placed in different channels • Talent scouting • In-house training to improve the productivity of existing staff	

C. Financial Service Business

Risks	Examples of Response Taken	Risk Trend
Compliance **– Legal/Regulatory Compliance Risk** The risk of violation of legal/regulatory requirements of the jurisdiction/supervisory agency, thereby exposing the Group to legal/regulatory actions and/or financial loss	• Group level oversight of entities' compliance programs including the program status and progress of actions • Effective compliance functions in different areas enforcing the compliance of internal policies and procedures for sales practices, staff dealing, know your customer control, anti-money laundering control, etc. • Regular monitoring of the regulatory changes	

Risk Management Report *(continued)*

MATERIAL RISKS *(continued)*

D. Property Investment, Property Development and Management Services

Risks	Key Controls	Risk Trend
Strategic – Competitor Risk The risk of competitors' actions (such as aggressive pricing and introduction of new products/services) or new entrants to the market, thereby impacting the Group's ability to achieve the market share target and/or sale revenue target	• Sourcing of more appropriate leasing agents • Adjustment of commission to motivate leasing agents • Taking aggressive measures to expedite leasing	Risk level has remained steady

Risk level has increased — Risk level has remained steady — Risk level has decreased

REVIEW OF RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

During the Year, the Board, through the Audit Committee, has reviewed the adequacy and effectiveness of the risk management and internal control systems based on:

1. Regular risk management progress reports on the status of implementation;
2. Regular risk reports on the Group's material risks and entities' risk profile including key mitigations;
3. Risk and control self-assessment by various entities;
4. Regular audit reports by the Group Internal Audit Department for audit evaluation of the internal controls and key findings with relevant recommendations;
5. Consideration on the adequacy of resources, staff qualifications and experience, training programmes and budgets of the accounting, internal audit and financial reporting functions;
6. Consideration on the scope and quality of management's ongoing monitoring of the systems; and
7. Consideration on the extent and frequency of communication and reporting to the Board and Audit Committee on the risk management results and risk issues.

As a result of the review, the Board, with the confirmation from the Management of the Group, considered the risk management and internal control systems to be effective and adequate for the Year. However, it should be acknowledged that the systems are designed to manage rather than to eliminate the risks of failure to achieve business objectives, and can only provide reasonable but not absolute assurance.

Environmental, Social and Governance Report

ABOUT THIS REPORT

This report captures the performance of the Company and its subsidiaries (together, the "Group") in the environmental, social and governance ("ESG") aspects for the year ended 31 March 2019 (the "Year") (the "ESG Report"). By reporting the policies, measures and performances of the Group in ESG aspects, it allows all stakeholders to better understand the progress of the Group towards sustainability.

Reporting Boundary

The ESG Report focuses on the operation of the Company's head office in Hong Kong and its subsidiaries in food businesses, property development, property investment and property management, and corporate finance and securities broking for the Year. While the ESG Report does not cover all of the Group's operations, the aim of the Group is to consistently upgrade the internal data collection procedure and gradually expand the scope of disclosure.

Segments	Subsidiaries covered in the reporting boundary
Food businesses	Auric Pacific Group Limited ("Auric") Auric Marketing (M) Sdn. Bhd. ("Auric Marketing")[1] Auric Pacific Food Industries Pte. Ltd. ("Auric Pacific Food Industries") Auric Pacific Food Processing Sdn. Bhd. ("Auric Pacific Food Processing")[1] Auric Pacific Marketing Pte. Ltd. ("Auric Pacific Marketing")[1] Centurion Marketing Pte. Ltd. ("Centurion Marketing")[1, 2] Cuisine Continental (HK) Limited ("Cuisine Continental")[2] Delifrance (HK) Limited ("Delifrance HK") Delifrance (Singapore) Pte. Ltd. ("Delifrance Singapore") Food Junction Holdings Limited ("Food Junction") LCR Catering Services Limited
Property development, property investment and property management	北京力寶世紀置業有限公司 (Beijing Lippo Century Realty Co., Ltd.) 成都力寶置業有限公司 (Chengdu Lippo Realty Limited) Fairseas 1 Pte. Ltd. ("Fairseas") 福建莆田忠信物業管理有限公司 (Fujian Putian Zhong Xin Property Management Limited) 福州力寶商業顧問有限公司 (Fuzhou Lippo Commercial Consultants Limited) One Realty Pte. Ltd. ("One Realty")
Corporate finance and securities broking	Lippo Investments Management Limited ("Lippo Investments") Lippo Securities Holdings Limited ("LSHL", together with its subsidiaries, the "LSHL Group")[3]
Management services	北京力寶商業顧問有限公司 (Beijing Lippo Commercial Consultants Limited) ("Beijing Lippo") HCL Management Limited LCR Management Limited

1 Auric Marketing, Auric Pacific Food Processing, Auric Pacifc Marketing and Centurion Marketing ceased to be subsidiaries of the Company on 29 March 2019.

2 Centurion Marketing and Cuisine Continental are new additions to the reporting boundary in the ESG Report for 2018/2019.

3 LSHL Group ceased to be subsidiaries of the Company on 11 December 2018.

Environmental, Social and Governance Report *(continued)*

ABOUT THIS REPORT *(continued)*

Reporting Standard

The ESG Report was prepared in accordance with the "comply or explain" provisions of the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") contained in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The reporting principles of "Materiality", "Quantitative", "Balance" and "Consistency" form the backbone of the ESG Report. Selected key performance indicators that are categorised by the ESG Reporting Guide as "recommended disclosures" for enhanced reporting are included in the ESG Report. The ESG Reporting Guide Content Index is inserted at the back of the ESG Report for easy reference.

To ensure the accuracy of key environmental performance indicators, the Group commissioned a professional consultant to conduct a carbon assessment.

Confirmation and Approval

Information in the ESG Report was sourced from the official documents, statistical data and management and operational information of and collected by the Group. The ESG Report was approved by the Board of Directors of the Company (the "Board") on 27 June 2019.

Opinion and Feedback

The Group values the opinion of stakeholders. If any stakeholder has any feedback or suggestions on the ESG Report, please send them to the registered office of the Company at 40th Floor, Tower Two, Lippo Centre, 89 Queensway, Hong Kong or the Company's email address at lippo.ir@lippohk.com. Your feedback or suggestions would greatly help the Group continuously improve its performance.

ESG GOVERNANCE

The Board takes the overall responsibility for the oversight of the Group's policies, measures and performance on ESG matters. Through regular board meetings, the Board evaluates and reviews ESG matters, such as product responsibility, employment, community investment and environmental management.

To more properly address and manage the sustainability risks and opportunities faced by the Group, the Group formed a working group which comprises representatives from, inter alia, business divisions and compliance team. To better prepare the Group to rise above future challenges, it is on the Group's agenda to continue enhancing its ESG governance and develop sustainability strategies more comprehensively.

ESG GOVERNANCE *(continued)*

Risk Management and Internal Control

The Group considers effective risk management as an integral part of day-to-day operations and sound corporate governance. It is essential for the Group to evaluate risks that may prevent or endanger the achieving of its strategic and business goals, and identify opportunities ahead.

The Board has the overall responsibility for the risk management and internal control systems. The Group's risk governance structure and risk management process span all business entities and departments. Empowered by the Board, the Audit Committee reviews and approves risk criteria, oversees the risk exposure and reviews the adequacy and effectiveness of the systems.

In an effort to educate business entities and departments, the Group organised company-wide workshops at three locations during the Year on how to identify and assess risk areas, and take appropriate actions to address the risks.

For further information regarding the Group's risk management strategy, governance structure and process, please refer to the Risk Management Report on pages 45 to 54.

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

Stakeholders are groups or individuals who have a significant impact on the Group's business, and those who are materially influenced or affected by the Group's business. Key groups of stakeholders are shown below:

Internal Stakeholders	External Stakeholders
• The Board • Management • General staff	• Investors • Shareholders • Suppliers • Business partners • Auditors • Customers • Service providers • Bankers • Communities

Understanding stakeholders' views guides the Group to meet their needs and expectations, and manage potential risks and opportunities. To collect their feedback, the Group engages its internal and external stakeholders through a number of channels such as meetings, emails, telephone, interviews, conferences, visits, website and survey.

Environmental, Social and Governance Report *(continued)*

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT *(continued)*

Highlights of stakeholder communication

Employees	Suppliers
Engage employees through implementing a range of initiatives to create a healthy workplace with development opportunities.	Keep suppliers aware of the Group's social and environmental standards during supplier selection and assessment.

Customers	Communities
Communicate with customers to improve the products and services the Group delivers, and enhance their satisfaction.	Support the community through making charitable efforts, such as donation and sponsorship.

Materiality Assessment

To identify the most important environmental and social issues for the Group and its stakeholders, the independent consultant commissioned by the Group adopted a three-step approach to conduct a materiality assessment.

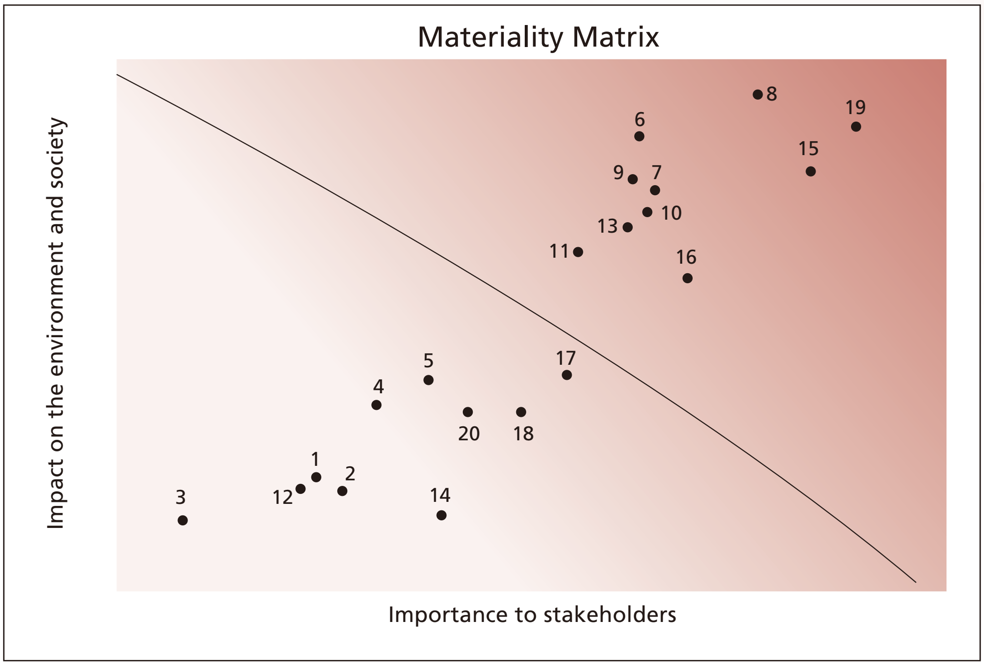
1. Issue identification	2. Online questionnaire	3. Materiality matrix
Management Interview • Conducted interview with the senior management to identify new and emerging material issues and risks **Expert review** • Identified relevant issues	• Stakeholders ranked the issues by their importance to them and the Group's impact on the environment and society • Received 197 valid responses from internal and external stakeholders	• Assessed the materiality of each issue • Developed a materiality matrix to present stakeholders' views

The Group has identified 10 out of 20 issues relating to the environmental and social aspects to be the material focus of the ESG Report.

Environmental, Social and Governance Report *(continued)*

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT *(continued)*

Materiality Assessment *(continued)*



Number[4]	Identified Material Issues
19	Anti-corruption
8	Health and safe working environment
15	Protection of customer information and privacy
6	Employment management system
7	Employer-employee relations
9	Training and development
10	Elimination of discrimination
13	Labour standards
16	Quality management and after-sales service
11	Employee diversity and equal opportunities

Looking ahead, the Group will continue to explore different forms of engagement and strengthen its interaction with stakeholders to create mutually beneficial relationships.

4 Please refer to the above materiality matrix. The issues considered to be material to the Group are shown in the top right hand side of the graph.

Environmental, Social and Governance Report *(continued)*

OPERATING RESPONSIBLY

Business ethics and consistently high standards of product quality are essential for the long-term viability of the Group's business. The Group's commitment and approach to responsible corporate citizenship are underpinned by the following policies and guidelines.

Anti-corruption Policy	Whistleblowing Policy	Product and Service Responsibility Policy	Sustainable Supply Chain Policy

Anti-corruption and Whistleblowing Measures

Honesty, integrity and fairness have always been at the core of the Group's operations. In line with the Group's stance to prohibiting bribery, extortion, fraud and money laundering, the Group has the Anti-corruption Policy in place, which sets out the Group's expectations on all Directors and staff. It gives guidance on the standard of conduct in circumstances such as accepting or offering advantage, dealing with conflict of interest and handling confidential information. Considering the business nature of the LSHL Group, its employees are also required to act in accordance with the Staff Dealing Rule in its Compliance Manual, as well as the Prevention of Money Laundering and Terrorist Financing Policy.

The Whistleblowing Policy enables employees or any other person to raise concerns on possible improprieties or non-compliance without fear of reprisal or retribution. To facilitate and encourage reporting, communication channels (email address and telephone number) are made available to all employees. Reports can be made for the attention of managers or head of department, the Group Internal Audit Department ("GIA"), the Chief Executive Officer of the Company or the Audit Committee of the Company (as the case may be). The process is kept confidential and the whistleblower is protected against unfair dismissal, victimisation or unwarranted disciplinary action.

The Audit Committee of the Company has the responsibility of overseeing the procedure and investigating reports received, which is administered with the support of the GIA. The Company will inform the whistleblower of the outcomes of the investigation. The Whistleblowing Policy is reviewed periodically by the head of the GIA to ensure effective monitoring and implementation.

There are no relevant laws and regulations in relation to corruption that have a significant impact on the Group. During the Year, the Group did not identify any non-compliance cases with laws and regulations in relation to corruption nor was there any concluded legal case regarding corruption practices brought against it or its employees.

Product Responsibility

The Group is committed to delivering products and services of high quality to its customers. Guided by the Product and Service Responsibility Policy, the Group ensures the products and services it offers are in line with laws and regulations relating to privacy matters, health and safety, advertising and labelling, etc.

Protection of customers' data privacy and intellectual property

As stated in the Product and Service Responsibility Policy, employees are expected to follow its guiding principles to safeguard customers' data privacy and intellectual property of any third-party. In addition, the Group has a range of measures designed to protect privacy and safeguard confidential information that it handles in its business activities.

Environmental, Social and Governance Report *(continued)*

OPERATING RESPONSIBLY *(continued)*

Product Responsibility *(continued)*

Protection of customers' data privacy and intellectual property (continued)

Cuisine Continental, Delifrance HK and Delifrance Singapore

Communicating Privacy Policy	Enforcing data security
At subsidiaries such as Delifrance HK and Delifrance Singapore that hold personally identifiable information of customers, a privacy policy is in place which provides guidance on how to collect, use, communicate and disclose those information. The policy is publicly available on the company website for easy access by customers and members of the public. To respect customers' privacy, Delifrance HK and Delifrance Singapore collect, use and retain only required information.	Cuisine Continental, Delifrance HK and Delifrance Singapore have put in place security measures to protect customer data against loss or theft, as well as unauthorised access, disclosure, copying, use or modification. The data is handled by authorised employees and the scope of information disclosure is limited.

There are no relevant laws and regulations in relation to privacy matters that have a significant impact on the Group. During the Year, the Group did not identify any cases of non-compliance with laws and regulations regarding privacy matters.

Safety and quality management

Food businesses

Ensuring the safety and quality of products and services delivered is a priority at all times across the Group's food businesses.

Management systems adopted	
ISO 9001 Quality Management System	ISO 22000 Food Safety Management System
Good Manufacturing Practices (GMP)	Hazard Analysis and Critical Control Point (HACCP) system

Subsidiaries such as Auric Pacific Food Industries, Auric Pacific Food Processing, Delifrance HK and Delifrance Singapore have a number of management systems in place. The Group assesses and monitors food safety risks through these systems on an on-going basis.

To identify and minimise potential food safety hazards, the Group implements a range of preventive and mitigation measures throughout its production and retail chain. These ensure the products sold meet the Group's standards and regulatory requirements relating to health and safety.

Environmental, Social and Governance Report *(continued)*

OPERATING RESPONSIBLY *(continued)*

Product Responsibility *(continued)*

Safety and quality management (continued)

Food businesses *(continued)*

Vendor assessment	▼	• Evaluate new and existing suppliers against quality and safety requirements through audit
Incoming materials inspection	▼	• Perform assessment in accordance with the established acceptance criteria during receiving of raw materials, including raw ingredients, dry ingredients, seasoning and packaging
Materials storage	▼	• Ensure materials are kept in appropriate locations and temperature according to the product categories
Handling and processing of products	▼	• Staff are required to follow proper operating procedures, and maintain personal hygiene and cleanliness when carrying out daily production duties • Properly clean and maintain production facilities and equipment
End products testing	▼	• Perform laboratory testing to ensure the microbiological quality of end products and goods for sale at stores meet regulatory requirements
Logistics	▼	• Ensure the condition of warehouse, storage areas and delivery fleet are properly maintained and cleaned
Retail	▼	• Conduct regular quality assessment of retail stores

If non-conforming or potentially unsafe product is spotted, or a product recall is required, the Group has in place a controlling and handling procedure. Respective departments are responsible for segregating and evaluating the non-conforming products, and initiating corrective actions.

To ensure food safety in daily operations, during the Year, Cuisine Continental and Delifrance HK organised games for staff in stores and provided monthly training to all store-in-charge to share the results of retail quality assessment and customer complaints in relation to product quality and improvement actions.

The Group abides by the applicable laws and regulations relating to health and safety of products and services provided. During the Year, the Group regrets that there was one case of non-compliance with laws and regulations regarding health and safety of products and services provided. Delifrance Singapore was fined approximately HK$1,700 for non-compliance with the National Environment Agency regulations under Regulation 26(a) of the Environmental Public Health (Food Hygiene) Regulations (Cap. 95, Rg. 16) and Regulation 33(1). Delifrance Singapore has thereafter implemented an action plan to tighten the standards on food hygiene and safety at each outlet.

Environmental, Social and Governance Report *(continued)*

OPERATING RESPONSIBLY *(continued)*

Product Responsibility *(continued)*

Safety and quality management (continued)

Corporate finance and securities broking

The LSHL Group established a Compliance Manual based on both the requirements of the Group and that of the Securities and Futures Commission (the "SFC"), outlining the code of conduct for employees when performing their duties. Employees are expected to follow the 'Know Your Client' approach in accordance with the SFC guidelines when providing financial recommendations to clients.

When customer complaints arises, the relevant parties should follow the LSHL Group's established procedures in handling the complaints. All complaints should be directed to the Compliance Department. Investigation should be carried out by staff who are not directly involved in the subject matter of the complaint. Each case must be promptly responded to and concluded in writing.

Property development, property investment and property management

During the Year, the Group did not have any ongoing property project under development. Product health and safety as well as quality project management were not considered as material issues for this business segment.

Responsible marketing and customer communication

The Group is mindful of its obligations to advertise and label its products and services responsibly. Considering the business nature of the Group, it provides information regarding its products and services both on printed communication materials and digital platforms during day-to-day operations. As part of the Product and Service Responsibility Policy, the Group is committed to providing adequate information on its products and services that customers can trust.

Product labels provide customers with information on allergens, product shelf life dates, and storage and consumption advice. At subsidiaries such as Cuisine Continental and Delifrance HK, sharing session on customer services are held to offer insights into handling and responding to customer queries on products and services to restaurant managers.

For the LSHL Group, the Compliance Manual clarifies the standards and practices of providing information to customers. For provision of services with a high risk level, such as derivative products, employees should ensure customers understand the nature and associated risks of the products.

There are no relevant laws and regulations in relation to advertising and labelling that have a significant impact on the Group. During the Year, the Group did not identify any cases of non-compliance or complaints regarding advertising and labelling.

Environmental, Social and Governance Report *(continued)*

OPERATING RESPONSIBLY *(continued)*

Supply Chain Management

The Group continues to enhance its supply chain management through managing the social and environmental risks in its supply chain. The Sustainable Supply Chain Policy sets out the social, ethical and environmental standards to be considered in the supplier selection and monitoring process. These revolve around:

- **Business ethics**
- **Product/ Service safety and quality**
- **Work health and safety**
- **Social responsibility**
- **Environmental management**

The Group's business dealings steer clear of suppliers that commit material breach of laws regarding workplace health and safety, as well as environmental laws in aspects including conservation, emission, water management, waste management, noise control, etc. The Group monitors and evaluates its suppliers against the abovementioned requirements on an on-going basis, and will continue to work closely with business partners to build a socially and environmentally responsible supply chain.

CARING FOR OUR EMPLOYEES

An engaged and talented workforce is the core pillar for the Group's long-term growth and viability. With this in mind, the Group is committed to creating an engaged, healthy and safe workplace, with respect for different cultures and traditions, and employee development. In conjunction with the Human Resources Policy, the Group has a set of measures and initiatives in place supporting employee performance.

Employee Health and Safety

Safeguarding the health and safety of employees has always been at the core of the Group's operations. The Human Resources Policy underlines the Group's commitment to protecting employees from workplace hazards, and minimising safety and health risks.

Food businesses

Safety guidelines

Recognising the importance of safety awareness, the Group has established safety guidelines that help employees prioritise safety at work:

- **Prevention of occupational hazards and ill-health**
- **Safe operation of machines**
- **Fire prevention**
- **Manual handling operations**
- **Procedures for handling chemicals**
- **Housekeeping in factory**
- **Emergency safety procedures**
- **Safety procedures in office**
- **Safety incident reporting**

Cuts, burn and scald, slips, trips and bruises are the most common safety hazards at factories and restaurants. The safety guidelines detail the appropriate conduct and necessary protective equipment for performing different tasks to avoid safety hazards.

Environmental, Social and Governance Report *(continued)*

CARING FOR OUR EMPLOYEES *(continued)*

Employee Health and Safety *(continued)*

Food businesses (continued)

Safety committee

A number of subsidiaries in the Group's food businesses have set up safety committees overseeing workplace health and safety. The committees comprise personnel from various departments, such as the Human Resources Department, Operation Department, Project Department and Quality Assurance Department.

At Delifrance Singapore, it is the responsibility of the safety committee to develop, implement and administer a comprehensive safety management system. The safety committee has to ensure safety standards at the outlets and baking centre are in line with all statutory obligations and practices. Regular meetings were conducted to review and resolve health and safety issues, and help the company stay abreast of applicable laws and regulations.

Safety training

At subsidiaries such as Delifrance Singapore, safety guidebooks and safety training, including structured classroom and on-the-job training, are provided to current and newly hired factory employees. Employees are required to sign a "Letter of Undertaking" to acknowledge their completion of the training.

To prepare for fire emergencies, the fire safety committees in the Group's food businesses organise fire drills and provide training on a regular basis.

Safety inspections and communications

To maintain good housekeeping, safety inspections are conducted on a regular basis. For example, at Delifrance HK, monthly assessment in store is conducted to maintain a safe working environment. The Human Resources Department reviews health and safety issues, and provides case sharing and preventive actions in monthly restaurant manager meetings.

The Group provides medical insurance programmes and encourages employees to provide suggestions on improving workplace health and safety through various communication channels.

Property development, property investment and property management

To protect employees from injury, the Group ensures sufficient personal protective equipment are provided and are readily available on site. To prepare employees for special accidents such as electric shock, strong acid and alkali injury, heat stroke and syncope, etc., the Group communicates the special accident handling guidelines to various departments, such as the engineering department, security department and cleaning department.

The Group regrets that there were 18 cases of minor work related injuries during the Year across the 15 subsidiaries covered in the reporting boundary. The injuries were caused by incidents such as cut, sprain, and slip and fall. The Group has conducted investigations and implemented preventive measures, such as conducting review of risk assessment and adequacy of safety equipment, and providing safety awareness training to prevent reoccurrence.

Environmental, Social and Governance Report *(continued)*

CARING FOR OUR EMPLOYEES *(continued)*

Employment Management System

The Human Resources Policy outlines the Group's principles for developing a motivating, diverse, impartial, harmonious and safe working environment. Employment policies and procedures across different operations are in place regarding recruitment, dismissal, hours of work, overtime, compensation and benefits and other employment arrangements.

Diversity and equal opportunities

Employee diversity and equal opportunities are at the core of the Human Resources Policy. Employees are treated equally irrespective of their age, gender, marital status, pregnancy, sexual orientation, family status, disability, politics, race, nationality or religion. Recruitment, compensation, rewards and promotion are fairly based on employees' performance, aptitude and potential.

Various subsidiaries have policies, procedures and measures in support of a culture of diversity and equal opportunities:

Cuisine Continental and Delifrance HK

The equal opportunity policy of Cuisine Continental and Delifrance HK underlines its commitment to being an equal opportunity employer and making sure all employees are treated fairly and with respect. Cuisine Continental and Delifrance HK rejects any form of unfair discrimination, harassment and defamation, and treats employees justly according to their abilities to meet the requirements of their role.

Employees, customers or any other person can raise their concerns or report any cases in relation to equal opportunity or discrimination to the Human Resources Department for investigation. To enhance employee awareness, Cuisine Continental and Delifrance HK ensures such policy and procedure are communicated to all head office staff and frontline managerial staff during the induction training.

Auric Pacific Marketing and Centurion Marketing

To create a faith-friendly workplace for Muslim colleagues and respect their dietary requirements, Auric Pacific Marketing and Centurion Marketing provide ovens exclusively for heating halal food. To alert employees of cultural differences, the Human Resources Team circulates a friendly reminder through the e-bulletin.

Understanding Halal

Halal is an Arabic word meaning lawful or permitted. It is the standard of conduct for Muslims that applies to all facets of life. Muslim colleagues do not consume non-halal food, with pork a common example.

Fair and competitive remuneration

To keep employees engaged and enhance their well-being, the Group develops and delivers comprehensive welfare and benefits. The Group's remuneration package offers a number of benefits in addition to the statutory requirements, such as paid marriage leave, medical and compassionate leave, generous annual leave, healthcare insurance and retirement benefits.

Environmental, Social and Governance Report *(continued)*

CARING FOR OUR EMPLOYEES *(continued)*

Employment Management System *(continued)*

Employee engagement

Open communication helps build trust and higher levels of engagement in the workplace. Communication channels are available for employees to raise any concerns at work to their direct supervisors and managers, the Human Resources Department, the General Manager or the Chief Executive Officer as appropriate. All feedback received will be handled confidentially. The Group did not receive any employee grievances during the Year.

Engagement activities can boost trust and happiness among employees. For instance, employees from Auric Pacific Marketing and Centurion Marketing received monthly updates on company events and engagement activities through email and the Human Resources bulletin. During the Year, the Group has organised various employee activities to enhance employees' sense of belonging, such as Long Service Award Dinner, Chinese New Year Thankful Lunch, staff outing and Annual Dinner. The Group also encouraged employees to participate in charity activities such as "McDull Charity Run" organised by The Samaritan Befrienders Hong Kong and food donation for the "Three-Legged Charity Walk" organised by Christian Action and caring visits to the elderly and disabled, as well as disadvantaged families and individuals.

Training and Development

Training and development are central to the Group's approach to keeping employees engaged and energised about their future with the Group. The Human Resources Policy sets out a clear framework for providing learning and development opportunities to employees. The Group supports employees to seek a variety of internal and external training opportunities, through which they are able to acquire requisite skills and advance in their roles.

The Group has a performance management and development process for its employees. Annual performance appraisal is designed to evaluate employees' performance against various performance indexes and annual objectives, as applicable. The relevant divisions and departments are responsible for conducting coaching, assessing development needs of employees and setting aside training and development budgets.

Create a culture of self-directed learning

The Group seeks to create a motivated and energetic team that never stops learning. To encourage employees to become self-directed learners, the Group provides financial support to employees taking training and development programmes.

The Group arranges training sessions which provide insights into corporate governance, as well as updates on regulatory requirements and development for the Directors and senior management. At subsidiaries in the Group's food businesses, such as Cuisine Continental and Delifrance HK, training topics for frontline managers and office employees range from retail quality and hygiene to customer services and leadership skills. For subsidiaries in other businesses, the Group organised training workshop for employees on topics such as enterprise risk management, anti-money laundering, counter-terrorist financing and cybersecurity.

Environmental, Social and Governance Report *(continued)*

CARING FOR OUR EMPLOYEES *(continued)*

Labour Standards

The Group recognises its responsibility to uphold ethical labour standards and comply with the relevant laws and regulations where it operates. In line with its commitment in prohibiting child and forced labour as underlined in the Human Resources Policy, the Group has implemented effective systems and controls across its operations. As a preventive practice, the Group evaluates applicants with suitable assessment of academic qualifications, talent, age and experience.

There are no relevant laws and regulations in relation to employment, health and safety, and labour standards that have a significant impact on the Group. During the Year, the Group did not identify any non-compliance cases regarding health and safety, employment, child labour and forced labour.

INVESTING IN SOCIETY

The Group is committed to supporting the communities where it operates by understanding the needs and reducing the impacts of its operations on the neighbourhoods.

The Group seeks to make donations that assists meeting the needs and expectation of local communities and fostering the social development as outlined in the Donation Policy. The Group supports making contributions to areas such as education, culture, sickness and disability relief, poverty alleviation, disaster aid and religious pursuit. During the Year, the Group has donated a total of approximately HK$10,407,000 for various charity initiatives. In addition to monetary contributions, for example, the Group also sponsored coffee coupons and food to volunteers of the project "Red Pocket for every home" and "3-Legged Charity Walk" organised by Christian Action.

The Group mobilised employees, together with their families and friends, to support the "Share-To-Care Volunteer Campaign" organised by Agency for Volunteer Service in January 2019. Our volunteers participated in caring visits and delivered gift bags to the elderly and disabled, as well as disadvantaged families and individuals.

In future, the Group will continue its efforts in community engagement and make use of its expertise in community investment initiatives.

PROTECTING THE ENVIRONMENT

The Group upholds environmentally responsible business practices for the interest of the communities. As stipulated in its Environmental Policy, the Group takes into consideration the material environmental risks and opportunities in its business decisions. The Group's Environmental Policy expects subsidiaries to manage and minimise their environmental impact. Environmental performance is tracked and reported on an on-going basis to ensure compliance with regulatory requirements and industry codes.

Subsidiaries of food businesses, such as Auric Pacific Food Industries, manage the environmental impacts of its operations through the ISO 14001 Environmental Management Systems. Auric Pacific Food Industries is also ISO 14001 certified since 2000.

Environmental, Social and Governance Report *(continued)*

PROTECTING THE ENVIRONMENT *(continued)*

Environmental Impact and Management

Environmental Performance Highlights

Total GHG emissions	17,857.5 tCO_2-e
Total energy consumption	42,774 MWh-e
Total water consumption	408,944 m^3
Total waste generated	4,533.4 tonnes
Total packaging materials used	683 tonnes

Further details of the environmental performance of the Year are provided below and in the Key Performance Indicators section.

Emissions

The quantification of Greenhouse Gases ("GHG") emissions was conducted in accordance with international and local standards, including:

- the Guidelines for Accounting and Reporting Greenhouse Gas Emissions – China Public Building Operator Units (Enterprises) (Trial) of the PRC;
- the Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong;
- ISO 14064-1; and
- the GHG Protocol.

Environmental, Social and Governance Report *(continued)*

PROTECTING THE ENVIRONMENT *(continued)*

Environmental Impact and Management *(continued)*

Emissions (continued)

GHG emissions	Emissions (tonnes of CO_2-e) 2018/2019	2017/2018[5]
Scope 1: Direct emissions	4,661.4	4,100.2
Scope 2: Energy indirect emissions	12,661.3	12,406.5
Scope 3: Other indirect emissions	534.8	128.5
Total GHG emissions (Scope 1, 2 and 3)	17,857.5	16,635.2
GHG intensity (tonnes of CO_2-e/m^2)	0.25	0.24
GHG intensity (tonnes of CO_2-e/HK$1 million revenue)	6.96	6.62

Air emissions	Emissions (kg) 2018/2019	2017/2018[6]
Nitrogen oxides	67,932.5	272.8
Sulphur oxides	5,149.8	1.3
Respirable suspended particles	4,826.5	26.4

The total GHG emissions of the Year was 17,857.5 tonnes of CO_2-e, with an 7.3% increase comparing with 2017/2018. The GHG intensity was 0.25 tonnes of CO_2-e/m^2 or 6.96 tonnes of CO_2-e/HK$1 million revenue. A rise of 4.2% and 5.1% was observed respectively comparing with 2017/2018. The primary source of GHG emissions was Scope 2 energy indirect GHG emissions, which was mainly contributed by electricity consumption, accounting for nearly 71% of the total GHG emissions. Scope 1 direct GHG emissions and Scope 3 other indirect GHG emissions constituted 26% and 3% of the total GHG emissions respectively. Key air pollutants included nitrogen oxides, sulphur oxides and respirable suspended particles, which were emitted by boilers, manufacturing equipment and vehicles.

To manage emissions, the Group continues to give priority to purchase of machines, equipment and company vehicles with higher energy efficiency and lower emissions, such as LED lights and electric vehicles.

The emissions data is set out in the Key Performance Indicators section below.

Moving forward, the Group will consider the possibility of using the emission data in support of establishing a group-wide carbon reduction strategy, identifying carbon reduction actions and setting reduction targets.

Resource management

The Group relies on the planet for many of the raw materials, energy and water utilised by its operations, and acknowledges its responsibility in responsible and efficient use of these resources.

5 Delifrance Singapore and Beijing Lippo were excluded.

6 Subsidiaries in Singapore and Malaysia were excluded.

Environmental, Social and Governance Report *(continued)*

PROTECTING THE ENVIRONMENT *(continued)*

Environmental Impact and Management *(continued)*

Resource management (continued)

Energy management

The total energy consumption of the Year was 42,774.0 MWh-e, with a 5.2% increase comparing with 2017/2018. The energy intensity was 0.60 MWh-e/m^2 floor area or 16.7 MWh-e/HK$1 million revenue. An increase of 3.4% and 3.1% was recorded respectively comparing with 2017/2018. Improving operational energy efficiency is a fundamental strategy to reduce energy consumption and associated GHG emissions. Throughout the subsidiaries, a range of energy-efficiency initiatives have been implemented:

- Automatic lighting controls on a set schedule to save energy during non-business hours;
- Set thermostat of air conditioners to optimal temperature that balance employee comfort and energy use;
- Perform regular cleaning and maintenance of air-conditioning systems;
- Install lighting control sensor in the Company's head office;
- Choose energy efficient electrical appliances where applicable; and
- Give priority to LED lights when there is need for replacement.

Direct energy consumption	Indirect energy consumption
15,839 MWh-e	26,936 MWh

Water management

The total water consumption of the Year was 408,944 m^3, and the water intensity was 5.8 m^3/m^2 floor area. A rise of 34.1% and 26.1% was recorded respectively comparing with 2017/2018. Considering the nature of the Group's businesses, the Group mainly withdraws water from municipal supplies. It has minimal impact on local water resources and has no issue in sourcing water. Domestic water is consumed for personal hygiene and routine cleaning. Domestic effluents are discharged into municipal wastewater sewage treatment systems.

To enhance the quality of wastewater discharge and ensure environmental compliance, Auric Pacific Food Industries and Auric Pacific Food Processing conduct treatment of wastewater and arrange third-party testing before discharge.

Though there are limited opportunities to reuse and recycle water due to its business nature, the Group has identified and implemented initiatives to reduce the amount of water it consumes. Examples include refitting water efficient taps with low flow rate and performing regular maintenance of its water supply system.

The data on use of resources is set out in Key Performance Indicators section below.

Environmental, Social and Governance Report *(continued)*

PROTECTING THE ENVIRONMENT *(continued)*

Environmental Impact and Management *(continued)*

Resource management (continued)

Waste management

During the Year, the Group produced 0.06 tonnes of hazardous waste and 4,533.3 tonnes of non-hazardous waste. Hazardous waste intensity and non-hazardous waste intensity were 0.82 tonnes/m^2 floor area and 0.06 tonnes/m^2 floor area respectively. Major non-hazardous waste generated throughout the Group's operations are domestic solid waste from offices, and food waste and packaging waste from food businesses. All non-hazardous waste was collected and handled by authorised waste collectors. Mindful of its responsibility to manage and reduce the waste it produces, the Group has implemented a set of measures:

Waste reduction in offices

- Practise reuse and recycling in offices where applicable
- Reuse one-sided paper for printing
- Adopt e-communication whenever possible

Waste reduction measures adopted in various production facilities and retail stores

- Give priority to durable tools and equipment during purchasing
- Reuse store decorations
- Reuse shipment trays

Food waste reduction and collection

- Conduct sales forecasts and monitor return of excess products for adjusting production patterns
- Standardise control of production process to achieve consistency in product quality and reduce defective products
- Store perishable ingredients properly
- Repurpose leftover ingredients in other dishes, such as bread cubes, while maintaining quality and safety standards
- Donate surplus food to local organisations for redistribution to the needy
- Practise food waste collection where applicable

Reduce single-use plastic materials

- Avoid unnecessary wrapping of food products
- Use environmentally friendly packaging materials, such as FSC-certified paper packaging and bio-degradable plastic bags
- Encourage customers to use their own bags before offering plastic bags
- Provide plastic straws only upon customers' request

Environmental, Social and Governance Report *(continued)*

PROTECTING THE ENVIRONMENT *(continued)*

Environmental Impact and Management *(continued)*

Resource management (continued)

Waste management *(continued)*

No Straw Everyday	Cookies/mooncake tins collection	Bread donation
Delifrance HK Delifrance HK launched "No Straws on Monday and Friday" in June 2018 and expanded it to "No Straw Everyday" in September 2018. It had replaced the single-use plastic straws with bio-degradable substitutes. Delifrance HK estimated that these initiatives helped reduce the amount of straws purchased per store by 39%, comparing with the same period before implementation.	To help reduce waste at the Chinese New Year and Mid-Autumn Festival, Delifrance HK encouraged customers to bring in their cleaned Delifrance cookies tins and mooncake tins of any brands for recycling by offering Delifrance HK$50 vouchers in return.	Delifrance HK partnered with the People Service Centre, which collects surplus bakery products at retail stores and redistributes to the needy.

The Group's operations generated minimal quantities of hazardous waste, such as spent fluorescent light tubes, which were disposed of by authorised vendors in accordance with applicable environmental regulations.

To enhance environmental awareness of employees, Delifrance HK provides bi-annually environmental training to restaurant managers on waste reduction and recycling, food waste separation, energy and water conservation, and sustainable procurement.

Moving forward, the Group will continue to explore ways to enhance its energy, water and waste management measures across its operations to reduce its impact on the environment and natural resources.

There are no relevant laws and regulations in relation to the environment that have a significant impact on the Group. During the Year, the Group did not identify any non-compliance cases regarding environmental laws and regulations.

KEY PERFORMANCE INDICATORS

Environmental Performance[7]

	Emissions (kg)	
Air emissions	**2018/2019**	2017/2018[8]
Nitrogen oxides	67,932.5	272.8
Sulphur oxides	5,149.8	1.3
Respirable suspended particles	4,826.5	26.4

[7] Delifrance Singapore and Beijing Lippo were excluded for figures in 2017/2018.

[8] Subsidiaries in Singapore and Malaysia were excluded.

Environmental, Social and Governance Report *(continued)*

KEY PERFORMANCE INDICATORS *(continued)*

Environmental Performance[7] *(continued)*

GHG emissions	Emissions (tonnes of CO_2-e) 2018/2019	2017/2018
Scope 1: Direct emissions	4,661.4	4,100.2
Scope 2: Energy indirect emissions	12,661.3	12,406.5
Scope 3: Other indirect emissions	534.8	128.5
Total GHG emissions (Scope 1, 2 and 3)	17,857.5	16,635.2
GHG intensity (tonnes of CO_2-e/m^2)	0.25	0.24
GHG intensity (tonnes of CO_2-e/HK$1 million revenue)	6.96	6.62

Waste	Amount (tonnes) 2018/2019	2017/2018
Hazardous waste	0.06	0.25[9]
Hazardous waste intensity (tonnes/million m^2)	0.82	0.06[9]
Non-hazardous waste	4,533.3	5,111.3[10]
Non-hazardous waste intensity (tonnes/m^2)	0.06	0.11

Energy consumption		Amount of consumption 2018/2019	2017/2018
Direct energy	Petrol (MWh-e)	475.4	252.5
	Diesel (MWh-e)	14,515.4	14,194.7
	Towngas (MWh-e)	847.7	884.2
Indirect energy	Electricity (MWh)	26,935.5	25,344.9
Total energy consumption (MWh-e)		42,774.0	40,676.3
Energy intensity (MWh-e/m^2)		0.60	0.58
Energy intensity (MWh-e/HK$1 million revenue)		16.7	16.2

Water consumption	Amount of consumption 2018/2019	2017/2018
Total water consumption (m^3)	408,944[11]	304,987
Water intensity (m^3/m^2)	5.8	4.6

Packaging material	Amount of consumption 2018/2019	2017/2018
Total packaging material used (tonnes)	683	619
Packaging material intensity (tonnes/HK$1 million revenue)	0.27	0.26

7 Delifrance Singapore and Beijing Lippo were excluded for figures in 2017/2018.

9 including hazardous waste generated by office operation of Fairseas only. Hazardous waste intensity is presented in tonnes per employee in 2017/2018.

10 Delifrance Singapore, Beijing Lippo, Auric, Auric Marketing, Food Junction, One Realty, Fairseas, LSHL and Lippo Investments were excluded.

11 Centurion Marketing was excluded.

Environmental, Social and Governance Report *(continued)*

KEY PERFORMANCE INDICATORS *(continued)*

Social Performance[12]

Number of employees									2018/2019		2017/2018	
Region	Gender	Below 30	30-50	Above 50	Management	Other employees	Sub-total	Total workforce	Workforce ratio by gender	Total workforce	Workforce ratio by gender
Hong Kong	Male	96	83	49	22	206	228	1,472	1:1	1,781	1.1:1
	Female	90	169	109	9	359	368				
Singapore	Male	132	238	100	26	444	470				
	Female	109	122	107	13	325	338				
PRC	Male	0	20	19	8	31	39				
	Female	1	20	8	5	24	29				
Malaysia	Male	–	–	–	–	–	–				
	Female	–	–	–	–	–	–				

Work-related fatality and injury				2018/2019		2017/2018	
Region	Gender	Number and rate of work-related fatalities	Number of work-related injury	Work-related injury rate (per 1,000 workforce) (by region)	Work-related injury rate (per 1,000 workforce)	Work-related injury rate (per 1,000 workforce) (by region)	Work-related injury rate (per 1,000 workforce)
Hong Kong	Male	0	3	9	12.2	13	18
	Female	0	6				
Singapore	Male	0	8	9		25	
	Female	0	1				
PRC	Male	0	0	0		0	
	Female	0	0				
Malaysia	Male	–	–	–		5	
	Female	–	–				

[12] Auric Marketing, Auric Pacific Food Processing, Auric Pacific Marketing and Centurion Marketing, which ceased to be subsidiaries of the Company on 29 March 2019, were excluded for figures in 2018/2019.

Environmental, Social and Governance Report *(continued)*

KEY PERFORMANCE INDICATORS *(continued)*

Social Performance[10] *(continued)*

Number of employees trained Region	Gender	Management	Other employees	Subtotal	2018/2019 Male	2018/2019 Female
Hong Kong	Male	14 (64%)	124 (60%)	138 (61%)	473 (64%)	372 (51%)
	Female	3 (33%)	212 (59%)	215 (58%)		
Singapore	Male	18 (69%)	313 (70%)	331 (70%)		
	Female	19 (100%)	134 (41%)	153 (45%)		
PRC	Male	4 (50%)	0 (0%)	4 (10%)		
	Female	3 (60%)	1 (4%)	4 (14%)		
Malaysia	Male	–	–	–		
	Female	–	–	–		

Average training hours Region	Gender	Management	Other employees	Total employees	2018/2019 Male	2018/2019 Female
Hong Kong	Male	10.5	4	4.6	5.7	4.0
	Female	1.2	3.5	3.4		
Singapore	Male	6.6	6.6	6.6		
	Female	18.9	4.3	4.9		
PRC	Male	1.8	0	0.4		
	Female	2.1	0.1	0.5		
Malaysia	Male	–	–	–		
	Female	–	–	–		

Environmental, Social and Governance Report *(continued)*

ESG REPORTING GUIDE CONTENT INDEX

Material Aspect	Content	Page Index/ Remarks
A. Environmental		
A1 Emissions		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	69-70
A1.1	The types of emissions and respective emissions data.	73-74
A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	74
A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	74
A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	74
A1.5	Description of measures to mitigate emissions and results achieved.	70
A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	72-73
A2 Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	70-71
A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	74
A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	74
A2.3	Description of energy use efficiency initiatives and results achieved.	71
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	71; No issue in sourcing water
A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	74

Environmental, Social and Governance Report *(continued)*

ESG REPORTING GUIDE CONTENT INDEX *(continued)*

Material Aspect	Content	Page Index/ Remarks
A3 The Environment and Natural Resources		
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources.	68-73
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	68-73
B. Social		
B1 Employment		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	66-67
B1.1	Total workforce by gender, employment type, age group and geographical region.	75
B2 Health and Safety		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	64-65
B2.1	Number and rate of work-related fatalities.	75
B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	64-65
GRI 403-2	Injury rate (number of injuries per 1,000 employees).	75
B3 Development and Training		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	67

Environmental, Social and Governance Report *(continued)*

ESG REPORTING GUIDE CONTENT INDEX *(continued)*

Material Aspect	Content	Page Index/ Remarks
B4 Labour Standards		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	68
B4.1	Description of measures to review employment practices to avoid child and forced labour.	68
B5 Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	64
B6 Product Responsibility		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	60-63
B6.3	Description of practices relating to observing and protecting intellectual property rights.	60-61
B6.4	Description of quality assurance process and recall procedures.	61-63
B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	60-61

Environmental, Social and Governance Report *(continued)*

ESG REPORTING GUIDE CONTENT INDEX *(continued)*

Material Aspect	Content	Page Index/ Remarks
B7 Anti-corruption		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	60
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	60; No concluded legal cases
B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	60
B8 Community Investment		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	68
B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	68
B8.2	Resources contributed (e.g. money or time) to the focus area.	68

Independent Auditor's Report

EY 安永

To the members of Lippo Limited
(Incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of Lippo Limited (the "Company") and its subsidiaries (the "Group") set out on pages 86 to 221, which comprise the consolidated statement of financial position as at 31 March 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 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 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 period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Independent Auditor's Report *(continued)*

KEY AUDIT MATTERS *(continued)*

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of interest in a joint venture	
The carrying amount of the Group's interests in joint ventures amounted to HK$10,525 million as at 31 March 2019. The interests in joint ventures were stated at the Group's share of net assets under the equity method of accounting, less any impairment losses at the end of each reporting period. The carrying amount of the Group's interest in Lippo ASM Asia Property Limited ("LAAPL"), a material joint venture of the Group, amounted to HK$10,245 million as at 31 March 2019. LAAPL has a controlling interest in OUE Limited, a listed company in Singapore which is principally engaged in developing and managing assets across the commercial, hospitality, retail, residential and healthcare sectors. The impairment assessment of the Group's interest in LAAPL and its subsidiaries is significant to our audit due to (i) the significance of the carrying amount as at 31 March 2019; and (ii) the determination of the recoverable amount of the interest in LAAPL requires significant management's judgement and estimate. Related disclosures are included in Notes 3 and 22 to the consolidated financial statements.	We assessed management's process for identifying the objective evidence of impairment in respect of the interest in LAAPL. We evaluated and tested the assumptions and methodologies used by management in the determination of the recoverable amount. We assessed the cash flow projection of LAAPL by making reference to its historical financial performance. For the discount rate applied to the cash flow projection, we assessed the inputs used to determine the rate with reference to market data. We involved our internal valuation specialists to assist us in assessing the discount rate adopted in the cash flow projection.
Fair value of investment properties	
As at 31 March 2019, investment properties measured at fair values amounted to approximately HK$923 million, with a corresponding net fair value gain of HK$30 million recognised in profit or loss. The valuation process is inherently subjective and dependent on a number of estimates. The Group has engaged independent professional valuers to perform the valuation of the investment properties. Related disclosures are included in Notes 3 and 20 to the consolidated financial statements.	We considered the objectivity, independence and competency of the valuers. We assessed the valuation methodologies adopted and assumptions used by the valuers, and performed market value benchmarking against comparable properties. We involved our internal valuation specialists to assist us in evaluating the methodologies adopted and the assumptions used by the valuers for the valuation of investment properties held by the Group.

Independent Auditor's Report *(continued)*

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The Directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than 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 THE DIRECTORS 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 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The Directors of the Company are assisted by the Audit Committee in discharging their responsibilities 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. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, 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 HKSAs 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 *(continued)*

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

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

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

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

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

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

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

We communicate with the Audit Committee 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 the Audit Committee 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 *(continued)*

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

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

The engagement partner on the audit resulting in this independent auditor's report is Wong Yat Kin.

Ernst & Young
Certified Public Accountants
22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

27 June 2019

Consolidated Statement of Profit or Loss

For the year ended 31 March 2019

	Note	2019 HK$'000	2018 HK$'000 (Restated)
Continuing operations			
Revenue	5	**2,554,210**	2,497,327
Cost of sales	8	**(1,406,343)**	(1,372,313)
Gross profit		**1,147,867**	1,125,014
Other income	6	**33,108**	30,401
Administrative expenses		**(798,602)**	(734,338)
Other operating expenses		**(454,205)**	(433,483)
Gain/(Loss) on disposal of subsidiaries	38	**873,928**	(14,560)
Gain on disposal of joint ventures		**–**	159,576
Net fair value gain on investment properties		**30,062**	75,127
Net fair value loss on financial instruments at fair value through profit or loss	8	**(186,012)**	(15,561)
Other gains/(losses) — net	7	**(55,032)**	37,121
Finance costs	11	**(90,169)**	(66,653)
Share of results of associates		**(3,430)**	(15,120)
Share of results of joint ventures	12	**(190,738)**	133,997
Profit before tax from continuing operations	8	**306,777**	281,521
Income tax	13	**(17,444)**	(29,811)
Profit for the year from continuing operations		**289,333**	251,710
Discontinued operation			
Profit/(Loss) for the year from discontinued operation	14	**145,666**	(11,445)
Profit for the year		**434,999**	240,265
Attributable to:			
Equity holders of the Company		**(112,191)**	92,290
Non-controlling interests		**547,190**	147,975
		434,999	240,265
		HK$	HK$ (Restated)
Earnings/(Loss) per share attributable to equity holders of the Company	15		
Basic and diluted			
– For profit/(loss) for the year		**(0.23)**	0.19
– For profit/(loss) from continuing operations		**(0.44)**	0.20

Consolidated Statement of Comprehensive Income

For the year ended 31 March 2019

	Note	2019 HK$'000	2018 HK$'000 (Restated)
Profit for the year		**434,999**	240,265
Other comprehensive income/(loss)			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:			
Available-for-sale financial assets:			
Changes in fair value		–	19,099
Adjustment for disposals		–	(2,436)
Adjustment for derecognition		–	(12,919)
Adjustment for disposal of interests in a joint venture		–	167
Exchange differences on translation of foreign operations		**(92,003)**	234,961
Exchange differences reclassified to profit or loss upon:			
Disposal of foreign subsidiaries	38	**26,228**	13,155
Disposal of a foreign joint operation		–	2,021
Deemed disposal of a foreign associate		–	(1,849)
Liquidation of foreign operations	7	**(12,142)**	14,805
Settlement of intercompany dividend	7	–	10,054
Share of other comprehensive income/(loss) of associates		**(24,860)**	14,761
Share of other comprehensive income/(loss) of joint ventures:			
Exchange differences on translation of foreign operations		**(205,036)**	611,635
Changes in fair value of available-for-sale financial assets		–	115,339
Other reserves		**(8,048)**	17,112
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods, net of tax		**(315,861)**	1,035,905
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:			
Changes in fair value of equity instruments at fair value through other comprehensive income		**95,444**	–
Share of changes in fair value of equity instruments at fair value through other comprehensive income of joint ventures		**29,438**	–
Gain on property revaluation		**2,790**	–
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods, net of tax		**127,672**	–
Other comprehensive income/(loss) for the year, net of tax		**(188,189)**	1,035,905
Total comprehensive income for the year		**246,810**	1,276,170
Attributable to:			
Equity holders of the Company		**(225,523)**	746,058
Non-controlling interests		**472,333**	530,112
		246,810	1,276,170
Total comprehensive income/(loss) for the year attributable to equity holders of the Company:			
– From continuing operations		**(327,534)**	752,763
– From discontinued operation		**102,011**	(6,705)
		(225,523)	746,058

Consolidated Statement of Financial Position

As at 31 March 2019

	Note	2019 HK$'000	2018 HK$'000 (Restated)
Non-current assets			
Intangible assets	17	**181,592**	213,238
Exploration and evaluation assets	18	**602**	356
Fixed assets	19	**1,091,618**	1,072,613
Investment properties	20	**923,465**	880,548
Interests in associates	21	**1,114,187**	1,179,352
Interests in joint ventures	22	**10,524,740**	10,709,418
Financial assets at fair value through other comprehensive income	23	**356,513**	–
Financial assets at fair value through profit or loss	24	**392,359**	–
Available-for-sale financial assets	23	**–**	396,228
Debtors, prepayments and other assets	26	**38,634**	42,427
Other financial asset	25	**49,087**	48,826
Deferred tax assets	33	**845**	8,326
		14,673,642	14,551,332
Current assets			
Properties held for sale		**86,165**	92,433
Properties under development	27	**29,566**	30,580
Inventories	28	**11,349**	302,406
Loans and advances	29	**83,631**	20,833
Debtors, prepayments and other assets	26	**264,539**	568,044
Financial assets at fair value through profit or loss	24	**588,148**	1,745,628
Other financial assets	25	**365**	–
Tax recoverable		**202**	7,411
Client trust bank balances		**–**	300,909
Restricted cash	30	**59,899**	67,032
Time deposits with original maturity of more than three months		**69,342**	77,812
Cash and cash equivalents		**2,830,780**	1,797,328
		4,023,986	5,010,416
Current liabilities			
Bank and other borrowings	31	**1,289,332**	722,266
Creditors, accruals and other liabilities	32	**464,942**	1,552,700
Other financial liabilities	25	**9,770**	14,513
Tax payable		**192,633**	231,670
		1,956,677	2,521,149
Net current assets		**2,067,309**	2,489,267
Total assets less current liabilities		**16,740,951**	17,040,599

Consolidated Statement of Financial Position *(continued)*

As at 31 March 2019

	Note	2019 HK$'000	2018 HK$'000 (Restated)
Non-current liabilities			
Bank and other borrowings	31	**1,438,668**	1,758,594
Creditors, accruals and other liabilities	32	**24,412**	31,816
Other financial liability	25	**220**	–
Deferred tax liabilities	33	**66,193**	71,970
		1,529,493	1,862,380
Net assets		**15,211,458**	15,178,219
Equity			
Equity attributable to equity holders of the Company			
Share capital	34	**986,598**	986,598
Reserves	36	**9,223,349**	9,346,403
		10,209,947	10,333,001
Non-controlling interests		**5,001,511**	4,845,218
		15,211,458	15,178,219

John Luen Wai Lee
Director

Stephen Riady
Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2019

	Attributable to equity holders of the Company									
	Share capital	Special capital reserve *(Note 36(a))*	Fair value reserve of financial assets at FVOCI*	Other assets revaluation reserve	Hedging reserve *(Note 36(b))*	Exchange equalisation reserve	Retained profits	Total	Non-controlling interests	Total equity
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 31 March 2018, as previously reported	986,598	1,709,202	221,888	–	1,977	511,312	6,909,216	10,340,193	4,847,615	15,187,808
Prior year adjustments *(Note 49(b))*	–	–	(3,451)	–	–	–	(3,741)	(7,192)	(2,397)	(9,589)
At 31 March 2018, as restated	986,598	1,709,202	218,437	–	1,977	511,312	6,905,475	10,333,001	4,845,218	15,178,219
Impact on initial application of HKFRS 9 *(Note 2.2(a))*	–	–	(218,863)	–	–	–	189,933	(28,930)	(11,021)	(39,951)
At 1 April 2018, as adjusted	986,598	1,709,202	(426)	–	1,977	511,312	7,095,408	10,304,071	4,834,197	15,138,268
Profit/(Loss) for the year	–	–	–	–	–	–	(112,191)	(112,191)	547,190	434,999
Other comprehensive income/(loss) for the year:										
Exchange differences on translation of foreign operations	–	–	–	–	–	(46,922)	–	(46,922)	(45,081)	(92,003)
Exchange differences reclassified to profit or loss upon:										
Disposal of foreign subsidiaries	–	–	–	–	–	6,789	–	6,789	19,439	26,228
Liquidation of foreign operations	–	–	–	–	–	(9,078)	–	(9,078)	(3,064)	(12,142)
Share of other comprehensive loss of associates	–	–	–	–	–	(18,643)	–	(18,643)	(6,217)	(24,860)
Share of other comprehensive income/(loss) of joint ventures	–	–	30,926	–	(5,621)	(145,062)	–	(119,757)	(63,889)	(183,646)
Changes in fair value of equity instruments at fair value through other comprehensive income	–	–	72,187	–	–	–	–	72,187	23,257	95,444
Gain on property revaluation	–	–	–	2,092	–	–	–	2,092	698	2,790
Total comprehensive income/(loss) for the year	–	–	103,113	2,092	(5,621)	(212,916)	(112,191)	(225,523)	472,333	246,810
Transfer of fair value reserve upon disposal of equity instruments at fair value through other comprehensive income	–	–	7,997	–	–	–	(7,997)	–	–	–
Changes in non-controlling interests without change in control *(Note 39)*	–	–	–	–	–	–	186,656	186,656	(249,495)	(62,839)
Share of equity movements arising on equity transactions of joint ventures	–	–	–	–	–	–	(15,804)	(15,804)	(6,132)	(21,936)
Transfer of reserve of a joint venture	–	–	(397)	–	–	–	397	–	–	–
2017/2018 final dividend declared and paid to shareholders of the Company	–	–	–	–	–	–	(24,658)	(24,658)	–	(24,658)
2018/2019 interim dividend declared and paid to shareholders of the Company	–	–	–	–	–	–	(14,795)	(14,795)	–	(14,795)
Dividends declared and paid to non-controlling shareholders of subsidiaries	–	–	–	–	–	–	–	–	(41,901)	(41,901)
Unclaimed dividends to non-controlling shareholders of subsidiaries	–	–	–	–	–	–	–	–	116	116
Return of capital to a non-controlling shareholder of a subsidiary	–	–	–	–	–	–	–	–	(7,607)	(7,607)
At 31 March 2019	986,598	1,709,202	110,287	2,092	(3,644)	298,396	7,107,016	10,209,947	5,001,511	15,211,458

* FVOCI stands for fair value through other comprehensive income and the balance at 31 March 2018 represents the investment revaluation reserve in relation to the available-for-sale financial assets under HKAS 39.

Consolidated Statement of Changes in Equity *(continued)*

For the year ended 31 March 2019

	Attributable to equity holders of the Company								
	Share capital	Special capital reserve *(Note 36(a))*	Investment revaluation reserve	Hedging reserve *(Note 36(b))*	Exchange equalisation reserve	Retained profits	Total	Non-controlling interests	Total equity
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 1 April 2017	986,598	1,709,202	146,520	(10,333)	(58,229)	6,269,567	9,043,325	5,171,412	14,214,737
Profit for the year (restated)	–	–	–	–	–	92,290	92,290	147,975	240,265
Other comprehensive income/(loss) for the year:									
Available-for-sale financial assets:									
Changes in fair value	–	–	13,973	–	–	–	13,973	5,126	19,099
Adjustment for disposals	–	–	(1,828)	–	–	–	(1,828)	(608)	(2,436)
Adjustment for derecognition	–	–	(9,379)	–	–	–	(9,379)	(3,540)	(12,919)
Adjustment for disposal of interests in a joint venture	–	–	110	–	–	–	110	57	167
Exchange differences on translation of foreign operations	–	–	–	–	118,980	–	118,980	115,981	234,961
Exchange differences reclassified to profit or loss upon:									
Disposal of a foreign subsidiary	–	–	–	–	9,551	–	9,551	3,604	13,155
Disposal of a foreign joint operation	–	–	–	–	1,467	–	1,467	554	2,021
Deemed disposal of a foreign associate	–	–	–	–	(1,387)	–	(1,387)	(462)	(1,849)
Liquidation of foreign operations	–	–	–	–	4,727	–	4,727	10,078	14,805
Settlement of intercompany dividend	–	–	–	–	2,877	–	2,877	7,177	10,054
Share of other comprehensive income/(loss) of associates (restated)	–	–	(7,337)	–	18,083	–	10,746	4,015	14,761
Share of other comprehensive income of joint ventures	–	–	76,378	12,310	415,243	–	503,931	240,155	744,086
Total comprehensive income for the year (restated)	–	–	71,917	12,310	569,541	92,290	746,058	530,112	1,276,170
Changes in non-controlling interests without change in control *(Note 39)*	–	–	–	–	–	513,978	513,978	(740,104)	(226,126)
Share of equity movements arising on equity transactions of joint ventures	–	–	–	–	–	69,093	69,093	25,062	94,155
2016/2017 final dividend declared and paid to shareholders of the Company	–	–	–	–	–	(24,658)	(24,658)	–	(24,658)
2017/2018 interim dividend declared and paid to shareholders of the Company	–	–	–	–	–	(14,795)	(14,795)	–	(14,795)
Dividends declared and paid to non-controlling shareholders of subsidiaries	–	–	–	–	–	–	–	(142,137)	(142,137)
Unclaimed dividends to non-controlling shareholders of subsidiaries	–	–	–	–	–	–	–	873	873
At 31 March 2018 (restated)	986,598	1,709,202	218,437	1,977	511,312	6,905,475	10,333,001	4,845,218	15,178,219

Consolidated Statement of Cash Flows

For the year ended 31 March 2019

	Note	2019 HK$'000	2018 HK$'000
Cash flows from operating activities			
Cash generated from/(used in) operations	40(a)	**370,055**	(354,602)
Interest received		**25,738**	14,659
Dividends received from:			
Associate		**–**	53,298
Joint venture		**2,873**	–
Investments		**26,867**	25,524
Taxes paid:			
Hong Kong		**(1,920)**	(7,548)
Overseas		**(44,046)**	(96,247)
Net cash flows from/(used in) operating activities		**379,567**	(364,916)
Cash flows from investing activities			
Proceeds from return of capital of:			
Available-for-sale financial assets		**–**	1,496
Financial assets at fair value through other comprehensive income		**497**	–
Financial assets at fair value through profit or loss		**7,264**	–
Proceeds from disposals of:			
Fixed assets		**914**	48,005
An associate		**1,587**	–
Joint ventures		**–**	59,785
Financial assets at fair value through other comprehensive income		**35,776**	–
Financial assets at fair value through profit or loss		**253,861**	–
Available-for-sale financial assets		**–**	8,347
Payments to acquire:			
Fixed assets		**(160,673)**	(141,051)
Exploration and evaluation assets		**(258)**	(393)
Associates		**–**	(98,309)
Financial assets at fair value through other comprehensive income		**(235,730)**	–
Financial assets at fair value through profit or loss		**(318,548)**	–
Available-for-sale financial assets		**–**	(477,440)
Additions to investment properties		**–**	(57,769)
Repayment from associates		**–**	29,261
Advances to associates		**(45)**	(45)
Investments in joint ventures		**(31,058)**	–
Repayment from a joint venture		**–**	465
Advances to joint ventures		**(143,402)**	(134,162)
Disposal of a joint operation		**–**	784
Disposal of subsidiaries	38	**1,323,098**	181,753
Refund of exclusivity payment		**(130,000)**	–
Recovery of loans and advances		**–**	21,475
Decrease/(Increase) in time deposits with original maturity of more than three months		**1,784**	(27,471)
Net cash flows from/(used in) investing activities		**605,067**	(585,269)

Consolidated Statement of Cash Flows *(continued)*

For the year ended 31 March 2019

	2019 **HK$'000**	2018 HK$'000
Cash flows from financing activities		
Finance costs paid	**(82,025)**	(70,384)
Drawdown of bank and other borrowings *(Note)*	**1,423,065**	2,317,221
Repayment of bank and other borrowings *(Note)*	**(1,115,934)**	(2,149,567)
Repayment of obligations under finance leases	**(1,060)**	(574)
Acquisition of non-controlling interests	**(62,839)**	(201,538)
Payment for share capital reduction by a subsidiary	**–**	(24,588)
Dividends paid to shareholders of the Company	**(39,453)**	(39,453)
Dividends paid to non-controlling shareholders of subsidiaries	**(41,901)**	(142,137)
Return of capital to a non-controlling shareholder of a subsidiary	**(7,607)**	–
Decrease in restricted cash	**4,013**	832,036
Net cash flows from financing activities	**76,259**	521,016
Net increase/(decrease) in cash and cash equivalents	**1,060,893**	(429,169)
Cash and cash equivalents at beginning of year	**1,797,328**	2,136,919
Exchange realignments	**(27,441)**	89,578
Cash and cash equivalents at end of year	**2,830,780**	1,797,328

Note: The amounts exclude bank loans drawn down by the Group for lending to its margin clients in respect of the initial public offerings. All such bank loans were fully repaid during the year.

Notes to the Financial Statements

1. CORPORATE AND GROUP INFORMATION

Lippo Limited is a limited liability company incorporated in the Hong Kong Special Administrative Region of the People's Republic of China. The registered office of the Company is located at 40th Floor, Tower Two, Lippo Centre, 89 Queensway, Hong Kong.

The principal activity of the Company is investment holding. Its subsidiaries, associates, joint ventures and joint operation are principally engaged in investment holding, property investment, property development, food businesses, healthcare services, hotel operation, property management, project management, mineral exploration, extraction and processing, fund management, securities investment, treasury investment, money lending, banking and other related financial services.

The immediate holding company of the Company is Lippo Capital Limited, a company incorporated in the Cayman Islands. In the opinion of the Directors, the ultimate holding company of the Company is Lippo Capital Group Limited, a company incorporated in Hong Kong.

Details of the principal subsidiaries are set out on pages 205 to 216.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and certain financial instruments which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK$") and all values are rounded to the nearest thousand ("HK$'000") except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Notes to the Financial Statements *(continued)*

2.1 BASIS OF PREPARATION *(continued)*

Basis of consolidation *(continued)*

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All significant intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

Notes to the Financial Statements *(continued)*

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements:

Amendments to HKFRS 2	*Classification and Measurement of Share-based Payment Transactions*
Amendments to HKFRS 4	*Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts*
HKFRS 9	*Financial Instruments*
HKFRS 15	*Revenue from Contracts with Customers*
Amendments to HKFRS 15	*Clarifications to HKFRS 15 Revenue from Contracts with Customers*
Amendments to HKAS 40	*Transfers of Investment Property*
HK(IFRIC)-Int 22	*Foreign Currency Transactions and Advance Consideration*
Annual Improvements 2014-2016 Cycle	Amendments to HKFRS 1 and HKAS 28

Other than as explained below regarding the impact of HKFRS 9 and HKFRS 15, the application of the above new and revised standards has had no significant financial effect on these financial statements.

(a) HKFRS 9 *Financial Instruments*

HKFRS 9 replaces HKAS 39 *Financial Instruments: Recognition and Measurement*, bringing together all three aspects of the accounting for financial instruments: classification and measurement; impairment; and hedge accounting. The Group has recognised the transition adjustments against the applicable opening balances in equity at 1 April 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 39.

The following information sets out the impact of adopting HKFRS 9 on the consolidated statement of financial position, including the effect of replacing HKAS 39's incurred credit loss calculations with HKFRS 9's expected credit losses ("ECLs").

Classification and measurement

The changes in classification and measurement mainly affect the classification and measurement of the available-for-sale financial assets of the Group and its joint ventures and associate.

Impairment

Upon adoption of HKFRS 9, the Group has applied the simplified approach and recorded lifetime expected losses that are estimated based on the present values of all cash shortfalls over the remaining life of all of its trade debtors. The results of the revision at 1 April 2018 have not resulted in any material change in impairment provision or any material impact on the carrying amount of the Group's financial assets.

A joint venture has applied the general approach and recorded lifetime or twelve-month ECLs in accordance with HKFRS 9.

Notes to the Financial Statements *(continued)*

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

(a) HKFRS 9 *Financial Instruments* *(continued)*

A reconciliation between the carrying amounts under HKAS 39 and the balances reported under HKFRS 9 as at 1 April 2018 is as follows:

	Note	HKAS 39 measurement category	HKFRS 9 measurement category	HKAS 39 carrying amount HK$'000	Re-classification HK$'000	Re-measurement (including ECL impact) HK$'000	HKFRS 9 carrying amount HK$'000
Financial assets							
Available-for-sale financial assets:							
Equity securities	(i)	AFS	FVOCI	95,954	(95,954)	–	–
Debt securities	(ii)	AFS	FVPL	20,937	(20,937)	–	–
Investment funds	(iii)	AFS	FVPL	279,337	(279,337)	–	–
Financial assets at fair value through other comprehensive income:							
Equity securities	(i)	N/A	FVOCI	–	95,954	(33,378)	62,576
Financial assets at fair value through profit or loss:							
Equity securities		FVPL	FVPL	808,562	–	–	808,562
Debt securities	(ii)	FVPL	FVPL	195,965	20,937	–	216,902
Investment funds	(iii)	FVPL	FVPL	364,694	279,337	(1,017)	643,014
Equity linked notes		FVPL	FVPL	376,407	–	–	376,407
Loans and advances		L&R	AC	20,833	–	–	20,833
Financial assets included in debtors, prepayments and other assets		L&R	AC	564,039	–	–	564,039
Other financial asset		FVPL	FVPL	48,826	–	–	48,826
Client trust bank balances		L&R	AC	300,909	–	–	300,909
Restricted cash		L&R	AC	67,032	–	–	67,032
Time deposits with original maturity of more than three months		L&R	AC	77,812	–	–	77,812
Cash and cash equivalents		L&R	AC	1,797,328	–	–	1,797,328
Total financial assets				5,018,635	–	(34,395)	4,984,240
Other asset							
Interests in joint ventures	(iv)	N/A	N/A	10,709,418	–	(5,556)	10,703,862
Financial liabilities							
Bank and other borrowings		AC	AC	2,480,860	–	–	2,480,860
Financial liabilities included in creditors, accruals and other liabilities		AC	AC	1,375,186	–	–	1,375,186
Other financial liabilities		FVPL	FVPL	14,513	–	–	14,513
Total financial liabilities				3,870,559	–	–	3,870,559

FVOCI: Fair value through other comprehensive income
FVPL: Fair value through profit or loss
AC: Amortised cost
AFS: Available-for-sale
L&R: Loans and receivables
N/A: Not applicable

Notes to the Financial Statements *(continued)*

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

(a) HKFRS 9 *Financial Instruments* *(continued)*

The following table summarised the impact of initial application of HKFRS 9 on the Group's equity as at 1 April 2018:

	Note	Fair value reserve of financial assets at FVOCI HK$'000	Retained profits HK$'000	Non-controlling interests HK$'000
HKAS 39 carrying amount at 31 March 2018, as previously reported		221,888	6,909,216	4,847,615
Prior year adjustments	(vii)	(3,451)	(3,741)	(2,397)
HKAS 39 carrying amount at 31 March 2018, as restated		218,437	6,905,475	4,845,218
Remeasurement of financial assets at fair value through other comprehensive income	(i)	(25,030)	–	(8,348)
Remeasurement of financial assets at fair value through profit or loss	(iii)	–	77	(1,094)
ECL adjustments	(iv)	79	(4,056)	(1,579)
Transfer from retained profits to fair value reserve of financial assets at FVOCI	(i)	(182,511)	182,511	–
Transfer from fair value reserve of financial assets at FVOCI to retained profits	(v)	(18,788)	18,788	–
Transfer of fair value reserve of financial assets at FVOCI by a joint venture and an associate	(vi)	7,387	(7,387)	–
Balance at 1 April 2018, as adjusted		(426)	7,095,408	4,834,197

Note:

(i) Equity securities classified as AFS were reclassified to FVOCI because the Group invests in such investments for strategic purpose and intends to hold for the foreseeable future and the Group has irrevocably elected to so classify upon initial recognition or transition. Besides, certain unlisted equity instruments classified as AFS were previously carried at cost less impairment. Upon initial application of HKFRS 9 at 1 April 2018, difference between the carrying amount and fair value was adjusted to retained profits and the accumulated impairment was transferred from retained profits to fair value reserve of financial assets at FVOCI (formerly investment revaluation reserve).

(ii) Certain debt securities were reclassified from AFS to FVPL as their cash flow characteristics fail the solely comprised of principal and interest criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell.

(iii) Investment funds classified as AFS were reclassified to FVPL as their cash flows are not solely payments of principal and interest on the principal outstanding. Besides, certain investment funds classified as AFS were previously carried at cost less impairment. Upon initial application of HKFRS 9 at 1 April 2018, difference between the carrying amount and fair value was adjusted to retained profits.

(iv) HKFRS 9 ECL decreased the net asset value of a joint venture of the Company. Hence, the Group's interests in joint ventures decreased.

(v) Investment revaluation reserve relating to debt securities and investment funds, which was previously presented under accumulated other comprehensive income, was transferred to retained profits.

(vi) A joint venture and an associate reclassified their financial assets in accordance with HKFRS 9. The amount represented the share of transfer from fair value reserve of financial assets at FVOCI to retained profits.

(vii) The amounts refer to the prior period adjustments due to the completion of purchase price allocation exercise for the acquisition of an associate during the year. Further details are disclosed in Note 49(b) to the financial statements.

Notes to the Financial Statements *(continued)*

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

(b) HKFRS 15 *Revenue from Contracts with Customers*

HKFRS 15 and its amendments replace HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new 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. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in Notes 3 and 5 to the financial statements. As a result of the application of HKFRS 15, the Group has changed the accounting policy with respect to revenue recognition in Note 2.4 to the financial statements.

The Group has adopted HKFRS 15 using the modified retrospective method of adoption. Results for the periods beginning on or after 1 April 2018 are presented under HKFRS 15, while prior period amounts are not adjusted and continue to be reported in accordance with the previous basis. In addition, the Group has elected to apply HKFRS 15 retrospectively to all contracts as at 1 April 2018. The major changes as a result of the adoption of HKFRS 15 are as follows:

Sale of goods and fast-moving consumer products with variable consideration

For the sale of goods and fast-moving consumer products under food businesses, some contracts with customers provide a right of return, trade discounts, promotional rebates or trading term rebates. Prior to adopting HKFRS 15, the Group recognised revenue from the sale of goods measured at the fair value of the consideration received or receivable, net of returns, trading discounts, promotional rebates and trading term rebates. Under HKFRS 15, variable consideration is estimated and is constrained to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty is subsequently resolved.

Rights of return

The Group previously recorded a provision for the net margin arising from expected returns, with the initial carrying amount of goods expected to be returned included in inventories and the respective initial sales amount expected to be refunded as net of trade debtors. Under HKFRS 15, the Group estimates the amount of expected returns in determining the transaction price and recognises revenue based on the amounts to which the Group expects to be entitled through the end of the return period. The Group recognises the amount of expected returns as a refund liability included in creditors, accruals and other liabilities, representing its obligation to return the customer's consideration. Separately, the Group recognises a right of return asset included in debtors, prepayments and other assets for the right to recover the returned goods. The reclassification has not resulted in any material impact to the consolidated statements of financial position as at 1 April 2018 and 31 March 2019.

Notes to the Financial Statements *(continued)*

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

(b) HKFRS 15 *Revenue from Contracts with Customers* *(continued)*

Promotional rebates and trading terms rebates

The Group provides retrospective promotional rebates and trading terms rebates to some of its customers based on the threshold of purchase. Prior to the adoption of HKFRS 15, the Group estimated the amount of promotional rebates and included a provision for rebates in creditors, accruals and other liabilities. Under HKFRS 15, retrospective promotional rebates and trading term rebates give rise to variable consideration. To estimate the variable consideration to which it will be entitled, the Group applied the expected value method. Upon adoption of HKFRS 15, the Group recognised refund liabilities of HK$40,632,000 for the expected future rebates as at 1 April 2018, which was previously included in provision for rebates. There is no impact on the total creditors, accruals and other liabilities and retained profits as at 1 April 2018. As at 31 March 2019, the adoption of HKFRS 15 resulted in an increase in refund liabilities of HK$4,037,000 and a corresponding decrease in provision for rebates under total creditors, accruals and other liabilities.

The following table gives a summary of the amounts of affected line items in the consolidated statement of profit or loss for the year ended 31 March 2019 that have been impacted by HKFRS 15:

	Year ended 31 March 2019		
	As presented under accounting policies pre 1 April 2018	Effect on adoption of HKFRS 15	As presented under accounting policies from 1 April 2018
	HK$'000	HK$'000	HK$'000
Revenue	2,558,315	(4,105)	2,554,210
Cost of sales	(1,424,108)	17,765	(1,406,343)
Gross profit	1,134,207	13,660	1,147,867
Other operating expenses	(440,545)	(13,660)	(454,205)
Profit before tax from continuing operations	306,777	–	306,777

There is no material impact on profit for the year, and basic and diluted loss per share attributable to equity holders of the Company for the year ended 31 March 2019. Furthermore, there is no impact on other comprehensive income or on the Group's operating, investing and financing cash flows for the year ended 31 March 2019. Except the reclassification impact as disclosed above, there is no impact on the amounts of line items in the consolidated statement of financial position as at 31 March 2019.

Notes to the Financial Statements *(continued)*

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements:

Amendments to HKFRS 3	*Definition of a Business*[2]
Amendments to HKFRS 9	*Prepayment Features with Negative Compensation*[1]
Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]
HKFRS 16	*Leases*[1]
HKFRS 17	*Insurance Contracts*[3]
Amendments to HKAS 1 and HKAS 8	*Definition of Material*[2]
Amendments to HKAS 19	*Plan Amendment, Curtailment or Settlement*[1]
Amendments to HKAS 28	*Long-term Interests in Associates and Joint Ventures*[1]
HK(IFRIC)-Int 23	*Uncertainty over Income Tax Treatments*[1]
Annual Improvements 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23[1]

1 Effective for annual periods beginning on or after 1 January 2019
2 Effective for annual periods beginning on or after 1 January 2020
3 Effective for annual periods beginning on or after 1 January 2021
4 No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Notes to the Financial Statements *(continued)*

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

HKFRS 16, replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases — Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees — leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt HKFRS 16 from 1 April 2019. The Group plans to adopt the transitional provisions in HKFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 April 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During the year, the Group has performed a detailed assessment on the impact of adoption of HKFRS 16. At 31 March 2019, the Group's future minimum lease payments under non-cancellable operating leases as shown in Note 42(b) amounted to approximately HK$518,587,000, the majority of which are payable between one and five years after the reporting date. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding lease liability in respect of all these leases unless they qualify for low value or short-term leases.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

Notes to the Financial Statements *(continued)*

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 April 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 April 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as "uncertain tax positions"). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 April 2019. The interpretation is not expected to have any significant impact on the Group's financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Interests in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's interests in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(a) Interests in associates and joint ventures *(continued)*

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's interests in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's interests in associates or joint ventures.

If an interest in an associate becomes an interest in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

(b) Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group recognises in relation to its interest in a joint operation:

(i) its assets, including its share of any assets held jointly;

(ii) its liabilities, including its share of any liabilities incurred jointly;

(iii) its revenue from the sale of its share of the output arising from the joint operation;

(iv) its share of the revenue from the sale of the output by the joint operation; and

(v) its expenses, including its share of any expenses incurred jointly.

The assets, liabilities, revenues and expenses relating to the Group's interest in a joint operation are accounted for in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(c) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed 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. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the net identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units ("CGU"), or groups of CGU, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the CGU (group of CGU) to which the goodwill relates. Where the recoverable amount of the CGU (group of CGU) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a CGU (or group of CGU) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the CGU retained.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(d) Fair value measurement

The Group measures its investment properties and certain financial instruments at fair value at the end of each reporting period. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(e) Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets, inventories, investment properties, properties under development, properties held for sale and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or CGU's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the CGU to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

(f) 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 and that person

(i) has control or joint control over 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 *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(f) Related parties *(continued)*

(b) the party is an entity 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 of a parent, subsidiary or fellow subsidiary of the other entity);

(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 Group or to the parent of the Group.

(g) Fixed assets and depreciation

Fixed assets, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of fixed assets is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5. The cost of an item of fixed assets comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of fixed assets have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of fixed assets are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of fixed assets to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Freehold land	Not depreciated
Leasehold land under finance leases and buildings	Over the remaining lease terms
Leasehold improvements	Over the unexpired terms of the leases or useful life, whichever is shorter
Furniture, fixtures, plant and equipment	10% to 100%
Motor vehicles	10% to 33⅓%
Yacht	10%

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Fixed assets and depreciation *(continued)*

Where parts of an item of fixed assets have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of fixed assets including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is not depreciated as the asset is not available for use. Construction in progress is reclassified to the appropriate category of fixed assets when completed and ready for use.

(h) Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period. When fair value is not reliably determinable for a property under development, the property is measured at cost until the earlier of the date construction is completed and the date at which fair value becomes reliably determinable.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of investment properties are recognised in the statement of profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Fixed assets and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is dealt with as movements in the other asset revaluation reserve. On disposal of the asset, the relevant portion of the other asset revaluation reserve realised in respect of previous valuations is transferred to the retained profits as a movement in reserves.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(i) Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets relating to unpatented technology and customer relationships which acquired in a business combination have finite useful lives and are measured at cost less accumulated amortisation and impairment losses. These intangible assets are amortised in the statement of profit or loss on a straight-line basis over their estimated useful lives as follows:

Unpatented technology	10%
Customer relationships	10%

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the CGU level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Trademarks

Trademarks were acquired in business combinations. The useful life of the "Food Junction" trademark is estimated to be indefinite given that no legal, regulatory, contractual, competitive, economic or any other factors limit the life of the trademarks. As a result, trademarks would not be amortised until the useful life is determined to be finite. Trademarks would be tested for impairment in accordance with HKAS 36 annually and whenever there is an indication that they may be impaired.

(j) Exploration and evaluation assets

The Group, through its interests in joint arrangements, has investments in mineral properties, which are in the exploration stage. Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognised and capitalised on a property by property basis. Such costs include, but are not exclusive to, costs of geological and geophysical studies, exploratory drilling and sampling. The aggregate costs related to abandoned mineral properties are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment. An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted had no impairment been recognised.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(j) Exploration and evaluation assets *(continued)*

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Group to obtain financing to complete development of the properties, and on future production or proceeds of disposition.

The Group recognises in the statement of profit or loss costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount.

All capitalised exploration and evaluation expenditure is monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditure is not expected to be recovered, it is charged to the statement of profit or loss. Exploration areas where reserves have been discovered but require major capital expenditure before production can begin are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is underway as planned.

(k) Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, are included in fixed assets, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in fixed assets.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(l) Investments and other financial assets (policies under HKFRS 9 applicable from 1 April 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), and fair value through profit or loss ("FVPL").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at FVPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 April 2018)" below.

In order for a financial asset to be classified and measured at amortised cost or FVOCI, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

(i) The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

(ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(l) Investments and other financial assets (policies under HKFRS 9 applicable from 1 April 2018) *(continued)*

Subsequent measurement (continued)

Financial assets at FVOCI (debt instruments)

The Group measures debt investments at FVOCI if both of the following conditions are met:

(i) The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling.

(ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

For debt investments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets designated at FVOCI (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at FVOCI when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as revenue in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at FVPL

Financial assets at FVPL include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not SPPI are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVPL are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at FVOCI. Dividends on equity investments classified as financial assets at FVPL are also recognised as revenue in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(m) Investments and other financial assets (policies under HKAS 39 applicable before 1 April 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at FVPL, loans and receivables and available-for-sale financial assets, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at FVPL.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at FVPL

Financial assets at FVPL include financial assets held for trading and financial assets designated upon initial recognition as at FVPL. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at FVPL are carried in the statement of financial position at fair value with positive net changes in fair value recognised in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition (applicable before 1 April 2018)" below.

Financial assets designated upon initial recognition as at FVPL are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets in listed and unlisted equity securities, debt securities and investment funds. Equity investments and investment funds classified as available for sale are those which are neither classified as held for trading nor designated as at FVPL. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(m) Investments and other financial assets (policies under HKAS 39 applicable before 1 April 2018) *(continued)*

Subsequent measurement (continued)

Available-for-sale financial assets (continued)

After initial recognition, available-for-sale financial assets are subsequently measured at fair value with unrealised gains or losses recognised as other comprehensive income in the investment revaluation reserve until the financial assets are derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss, or until the financial assets are determined to be impaired, when the cumulative gain or loss is reclassified from the investment revaluation reserve to the statement of profit or loss. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as revenue in accordance with the policies set out for "Revenue recognition (applicable before 1 April 2018)" below.

When the fair value of unlisted equity securities and investment funds cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that financial asset, or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities and funds are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

(n) Derecognition of financial assets (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

(i) the rights to receive cash flows from the asset have expired; or

(ii) the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(n) Derecognition of financial assets (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018) *(continued)*

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

(o) Impairment of financial assets (policies under HKFRS 9 applicable from 1 April 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next twelve months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For debt investments at FVOCI, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than thirty days past due.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(o) Impairment of financial assets (policies under HKFRS 9 applicable from 1 April 2018) *(continued)*

General approach (continued)

The Group considers a financial asset in default when contractual payments are ninety days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at FVOCI and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Impairment of financial assets (policies under HKAS 39 applicable before 1 April 2018)

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Impairment of financial assets (policies under HKAS 39 applicable before 1 April 2018) *(continued)*

Available-for-sale financial assets

For available-for-sale financial assets, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss — is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Impairment losses on debt instruments are reversed through the statement of profit or loss if the subsequent increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in the statement of profit or loss.

(q) Financial liabilities (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018)

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include financial liabilities included in creditors, accruals and other liabilities, bank and other borrowings and derivative financial instruments.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(q) Financial liabilities (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018) *(continued)*

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at FVPL (policies under HKFRS 9 applicable from 1 April 2018)

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at FVPL are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at FVPL are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at FVPL (policies under HKAS 39 applicable before 1 April 2018)

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(q) Financial liabilities (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018) *(continued)*

Subsequent measurement (continued)

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

(r) Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

(s) Offsetting of financial instruments (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018)

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

(t) Derivative financial instruments (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018)

Initial recognition and subsequent measurement

When appropriate, the Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risk and interest rate risk, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(t) Derivative financial instruments (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018) *(continued)*

Current versus non-current classification

Derivative instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into current and non-current portions based on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows). Where the Group expects to hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond twelve months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item.

(u) Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value which is determined by reference to prevailing market prices, on an individual property basis.

(v) Properties under development

Properties under development intended for sale are classified as current assets and stated at the lower of cost and net realisable value. Properties being constructed or developed as investment properties are classified as investment properties and accounted for in accordance with the policy stated under "Investment properties". Other properties under development are stated at cost less any impairment losses. Costs comprise the cost of land, development expenditure, other attributable costs and borrowing costs capitalised. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

(w) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

(i) raw materials and stores, purchase costs on a weighted-average basis; and

(ii) finished goods and goods for sale, costs of direct materials, labour and production overheads based on the level of normal activity, assigned on a weighted-average basis.

Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

Net realisable value represents the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(x) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, cash at banks, demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

(y) Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general guidance for provisions above; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the guidance for revenue recognition.

(z) Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(z) Income tax *(continued)*

Deferred tax liabilities are recognised for all taxable temporary differences, except:

(i) when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

(ii) in respect of taxable temporary differences associated with interests in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

(i) when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

(ii) in respect of deductible temporary differences associated with interests in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(aa) Revenue recognition (applicable from 1 April 2018)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, 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 between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(i) Sale of goods and fast-moving consumer products

Revenue is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied. The goods are often sold with a right of return and with retrospective promotional rebates and trading term rebates based on the aggregate sales over a period of time.

The amount of revenue recognised is based on the transaction price, which comprises the contractual price, net of the estimated promotional rebates and trading term rebates and adjusted for expected returns. Based on the Group's experience with similar types of contracts, variable consideration is typically constrained and is included in the transaction price only to the extent that it is a highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The Group recognises the expected promotional rebates and trading term rebates payable to customer where consideration have been received from customers and refunds due to expected returns from customers as refund liabilities. Separately, the Group recognises a related asset for the right to recover the returned goods, based on the former carrying amount of the good less expected costs to recover the goods, and adjust them against cost of sales correspondingly.

At the end of each reporting date, the Group updates its assessment of the estimated transaction price, including its assessment of whether an estimate of variable consideration is constrained. The corresponding amounts are adjusted against revenue in the period in which the transaction price changes. The Group also updates its measurement of the asset for the right to recover returned goods for changes in its expectations about returned goods.

The Group has elected to apply the practical expedient to recognise the incremental costs of obtaining a contract as an expense when incurred where the amortisation period of the asset that would otherwise be recognised is one year or less.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(aa) Revenue recognition (applicable from 1 April 2018) *(continued)*

Revenue from contracts with customers (continued)

(ii) Sale of food and beverage

Revenue from sale of food and beverage is recognised upon the delivery to and acceptance by customers, net of discounts.

(iii) Sale of properties

Revenue from the sale of properties is recognised at the point in time when control of the properties is transferred to the customers. Deposits received from purchasers prior to revenue recognition are accounted for as deposits received.

(iv) Provision of management services

Revenue from the provision of management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

(v) Commission income

Commission income on dealing in securities and commodities is recognised at a point in time on the transaction date when the relevant contract notes are exchanged.

Revenue from other sources

Fixed rental income is recognised on a time proportion basis over the lease terms. The variable portion of the rental income is recognised when the Group's entitlement to relevant payment has been established in accordance with the terms of the agreements.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(ab) Revenue recognition (applicable before 1 April 2018)

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

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when revenue can be measured reliably, on the following bases:

(i) rental income, on a straight-line basis over the lease terms. Contingent rent, which is determined based on a factor other than just the passage of time, is recognised when the Group's entitlement to receive payment has been established in accordance with the terms of the agreements;

(ii) income from the sale of properties, on the exchange of legally binding unconditional sales contracts or when the relevant completion certificates are issued by the respective government authorities, whichever is later;

(iii) dealings in securities and sale of investments, on the transaction dates when the relevant contract notes are exchanged or the settlement dates when the securities are delivered;

(iv) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instruments to the net carrying amount of the financial assets;

(v) dividend income, when the shareholders' right to receive payment has been established;

(vi) management and service fee income, when the services have been rendered;

(vii) revenue from sale of goods, upon the transfer of significant risks and rewards of ownership of the goods to the customer, usually on delivery of goods. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods; and

(viii) revenue from sale of food and beverage, upon the delivery to and acceptance by customers, net of sales discounts.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(ac) Contract assets (applicable from 1 April 2018)

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

(ad) Contract liabilities (applicable from 1 April 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

(ae) Contract costs (applicable from 1 April 2018)

Other than the costs which are capitalised as inventories, exploration and evaluation assets, fixed assets and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

(i) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.

(ii) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.

(iii) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

(af) Right-of-return assets (applicable from 1 April 2018)

A right-of-return asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the goods to be returned, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned goods.

(ag) Refund liabilities (applicable from 1 April 2018)

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

(ah) Employee benefits

Paid leave entitlement

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of each reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward at the end of each reporting period.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(ah) Employee benefits *(continued)*

Retirement benefits

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In Hong Kong, the Group operates defined contribution Mandatory Provident Fund retirement benefit schemes (the "MPF Schemes") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Schemes. Contributions are made based on a percentage of the employees' relevant income and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Schemes. The assets of the MPF Schemes are held separately from those of the Group in independently administered funds. The Group's employer contributions vest fully with the employees when contributed into the MPF Schemes except for the Group's employer voluntary contributions forfeited when the employees leave employment prior to fully vesting in such contributions, which can be used to reduce the amount of future employer contributions or to offset against future administration expenses or to refund to the Group, in accordance with the rules of the MPF Schemes.

The employees of the Group's subsidiaries which operate in mainland China are required to participate in a central pension scheme operated by the local municipal government. Contributions are made to the central pension scheme based on a percentage of the employees' relevant income and are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

The Singapore companies in the Group make contributions to the Central Provident Fund Scheme ("CPF") in Singapore, a defined contribution pension scheme. Contributions to the CPF are recognised as an expense in the statement of profit or loss in the period in which the related service is performed.

(ai) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., 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. The 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 capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(aj) Dividends and distributions

Final dividends and distributions are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends and distributions are simultaneously proposed and declared because the Company's memorandum and articles of association grant the Directors the authority to declare interim dividends and distributions. Consequently, interim dividends and distributions are recognised immediately as a liability when they are proposed and declared.

Notes to the Financial Statements *(continued)*

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(ak) Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than Hong Kong dollars. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange equalisation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

Notes to the Financial Statements *(continued)*

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

(a) Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments — Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. The Group may provide ancillary services to the occupants of properties it holds. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property. The property is an investment property only if the ancillary services are insignificant to the arrangement as a whole.

(b) Estimation uncertainty

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

Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

(i) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;

(ii) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the dates of the transactions that occurred at those prices; and

Notes to the Financial Statements *(continued)*

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

(b) Estimation uncertainty *(continued)*

Estimation of fair value of investment properties (continued)

(iii) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The carrying amount of investment properties as at 31 March 2019 was HK$923,465,000 (2018 — HK$880,548,000). Further details are disclosed in Note 20 to the financial statements.

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for non-financial assets at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or CGU and choose a suitable discount rate in order to calculate the present value of those cash flows.

The recoverable amounts of the CGU to which goodwill and trademarks have been allocated to are determined based on value in use calculations. The key assumptions applied in the determination of the value in use are disclosed and further explained in Note 17 to the financial statements. The carrying amount of intangible assets as at 31 March 2019 was HK$181,592,000 (2018 — HK$213,238,000). Impairment loss on goodwill of HK$10,681,000 (2018 — Nil) was provided during the year.

After application of the equity method, the Group assesses whether there is any objective evidence of impairment for the interests in associates. The interests in associates are tested for impairment when there is objective evidence of impairment. During the year, impairment loss of HK$22,698,000 (2018 — Nil) was provided for interests in associates. The carrying amount of interests in associates as at 31 March 2019 was HK$1,114,187,000 (2018 — HK$1,179,352,000, restated). Further details are disclosed in Note 21 to the financial statements.

Fair value of unlisted equity investments

When the fair values of financial assets recorded in the statement of financial position cannot be derived from active markets, their fair values are determined using valuation techniques including the use of comparable recent arm's length transactions and other valuation techniques commonly used by other market participants. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgements include considerations of inputs such as the implied equity value, volatility and discount rate. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The Group classifies the fair value of these investments as Level 3. Further details are included in Note 46 to the financial statements.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

(b) Estimation uncertainty *(continued)*

Provision for expected credit losses on trade debtors

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade debtors is disclosed in Note 26 to the financial statements.

Estimation of variable consideration for sale of goods and fast-moving consumer products

In estimating the variable consideration for the sale of goods, the Group uses the expected value method to predict the promotional rebates and trading term rebates and product returns by the different product types. The Group relies on historical experience with purchasing patterns and product returns of customers for the past year. For new products, the Group uses the historical trends for purchasing patterns and returns for similar products, and adjusted for higher return rates based on historical trends for new product launches, so as to determine the projection for new product returns.

The Group has exercised judgement in applying the constraint on the estimated variable consideration that can be included in the transaction price. For promotional rebates and trading term rebates, the Group has determined that a portion of the estimated variable consideration is subject to the constraint as, based on past experience with the customers, it is highly probable that a significant reversal in the cumulative amount of revenue recognised will occur, and therefore will not be recognised as revenue. For product returns, the Group considers its historical experience and evidence from other similar contracts to develop an estimate of variable consideration for expected returns using the expected value method.

Notes to the Financial Statements *(continued)*

4. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services, and has reportable operating segments as follows:

(a) the property investment segment includes investments relating to letting and resale of properties;

(b) the property development segment includes development and sale of properties;

(c) the treasury investment segment includes investments in money markets;

(d) the securities investment segment includes investments in securities held-for-trading and for long-term strategic purpose;

(e) the food businesses segment mainly includes distribution of consumer food and non-food products, food manufacturing and retailing, the management of restaurants and food court operations;

(f) the healthcare services segment includes provision of healthcare management services;

(g) the banking business segment engages in the provision of commercial and retail banking services;

(h) the mineral exploration and extraction segment includes mineral exploration, extraction and processing; and

(i) the "other" segment comprises principally money lending, the provision of property, project, fund management and investment advisory services and investment in closed-end fund.

The corporate finance and securities broking segment which provides securities and futures brokerage, investment banking, underwriting and other related advisory services was classified as discontinued operation during the current year (Note 14).

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss) and comprises segment results of the Company and its subsidiaries, the Group's share of results of associates and joint ventures.

Segment results are measured consistently with the Group's profit/(loss) before tax except that the Group's share of results of associates and joint ventures, unallocated corporate expenses and certain finance costs are excluded from such measurement.

Segment assets exclude interests in associates and joint ventures, deferred tax assets, tax recoverable and other head office and corporate assets which are managed on a group basis.

Segment liabilities exclude tax payable, deferred tax liabilities and other head office and corporate liabilities which are managed on a group basis.

Inter-segment transactions are on an arm's length basis in a manner similar to transactions with third parties.

Notes to the Financial Statements *(continued)*

4. SEGMENT INFORMATION *(continued)*

Year ended 31 March 2019

	Continuing operations											Discontinued operation		
	Property investment HK$'000	Property development HK$'000	Treasury investment HK$'000	Securities investment HK$'000	Food businesses HK$'000	Healthcare services HK$'000	Banking business HK$'000	Mineral exploration and extraction HK$'000	Other HK$'000	Inter-segment elimination HK$'000	Consolidated HK$'000	Corporate finance and securities broking HK$'000	Inter-segment elimination HK$'000	Consolidated HK$'000
Revenue														
External	86,368	6,083	14,163	35,426	2,396,501	–	–	–	15,669	–	2,554,210	11,493	–	2,565,703
Inter-segment	5,355	–	–	–	–	–	–	–	860	(6,215)	–	84	(84)	–
Total	91,723	6,083	14,163	35,426	2,396,501	–	–	–	16,529	(6,215)	2,554,210	11,577	(84)	2,565,703
Segment results	82,587	2,453	14,163	(178,718)	975,118	–	261	(16,854)	(28,971)	84	850,123	145,750	(84)	995,789
Unallocated corporate expenses											(293,086)			(293,086)
Finance costs											(56,092)			(56,092)
Share of results of associates	–	5,782	–	–	–	(16,104)	–	–	6,892	–	(3,430)	–	–	(3,430)
Share of results of joint ventures	(111,827)	2,852	–	–	(18)	(1,101)	7,681	(88,325)	–	–	(190,738)	–	–	(190,738)
Profit before tax											306,777			452,443
Segment assets	1,742,151	111,673	1,059,282	1,570,183	2,319,940	–	49,087	2,139	115,377	(966)	6,968,866	–	–	6,968,866
Interests in associates	6,476	367,761	–	–	–	423,772	–	–	316,178	–	1,114,187	–	–	1,114,187
Interests in joint ventures	10,384,189	2,042	–	–	2,932	1,370	134,207	–	–	–	10,524,740	–	–	10,524,740
Unallocated assets											89,835	–	–	89,835
Total assets											18,697,628	–	–	18,697,628
Segment liabilities	1,061,355	8,282	–	10,151	489,561	419,342	–	4,997	426,976	(386,339)	2,034,325	–	–	2,034,325
Unallocated liabilities											1,451,845	–	–	1,451,845
Total liabilities											3,486,170	–	–	3,486,170
Other segment information:														
Capital expenditure *(Note)*	21,750	–	–	–	131,517	–	–	258	10,290	–	163,815	3	–	163,818
Depreciation	(25,123)	(11)	–	–	(37,147)	–	–	(45)	(263)	–	(62,589)	(50)	–	(62,639)
Interest income	52,283	–	14,163	8,690	2,864	–	–	–	1,109	–	79,109	–	–	79,109
Finance costs	(17,338)	–	–	(5,009)	(5,329)	–	–	–	(6,401)	–	(34,077)	–	–	(34,077)
Gain/(Loss) on disposal of:														
Subsidiaries	–	15,547	–	–	858,381	–	–	–	–	–	873,928	153,255	–	1,027,183
Fixed assets	–	4	–	–	(2,402)	–	–	–	–	–	(2,398)	–	–	(2,398)
Write-back of provisions/ (Provisions) for impairment losses on:														
Intangible assets	–	–	–	–	(10,681)	–	–	–	–	–	(10,681)	–	–	(10,681)
Fixed assets	(1,782)	–	–	–	3,262	–	–	–	–	–	1,480	–	–	1,480
An associate	–	–	–	–	–	–	–	–	(22,698)	–	(22,698)	–	–	(22,698)
Properties under development	–	(138)	–	–	–	–	–	–	–	–	(138)	–	–	(138)
Properties held for sale	196	–	–	–	–	–	–	–	–	–	196	–	–	196
Inventories	–	–	–	–	(8,158)	–	–	–	–	–	(8,158)	–	–	(8,158)
Loans and receivables	–	–	–	–	(2,535)	–	–	–	(3,332)	–	(5,867)	(238)	–	(6,105)
Fixed assets written off	–	–	–	–	(6,720)	–	–	–	–	–	(6,720)	–	–	(6,720)
Realised translation gains reclassified to the statement of profit or loss relating to liquidation of foreign operations	9,272	2,093	–	–	–	–	–	–	777	–	12,142	–	–	12,142
Net fair value gain/(loss) on financial instruments at fair value through profit or loss	–	–	–	(191,787)	5,514	–	261	–	–	–	(186,012)	–	–	(186,012)
Net fair value gain on investment properties	30,062	–	–	–	–	–	–	–	–	–	30,062	–	–	30,062
Unallocated:														
Capital expenditure *(Note)*											1,705			1,705
Depreciation											(14,693)			(14,693)
Finance costs											(56,092)			(56,092)

Notes to the Financial Statements *(continued)*

4. SEGMENT INFORMATION *(continued)*

Year ended 31 March 2018 (restated)

	Continuing operations											Discontinued operation		
	Property investment HK$'000	Property development HK$'000	Treasury investment HK$'000	Securities investment HK$'000	Food businesses HK$'000	Healthcare services HK$'000	Banking business HK$'000	Mineral exploration and extraction HK$'000	Other HK$'000	Inter-segment elimination HK$'000	Consolidated HK$'000	Corporate finance and securities broking HK$'000	Inter-segment elimination HK$'000	Consolidated HK$'000
Revenue														
External	90,207	40,345	9,165	27,026	2,315,848	–	–	–	14,736	–	2,497,327	17,077	–	2,514,404
Inter-segment	6,024	–	–	–	–	–	–	–	780	(6,804)	–	312	(312)	–
Total	96,231	40,345	9,165	27,026	2,315,848	–	–	–	15,516	(6,804)	2,497,327	17,389	(312)	2,514,404
Segment results	156,403	1,933	9,165	(26,030)	158,527	11,878	141,294	(10,961)	(14,811)	312	427,710	(11,133)	(312)	416,265
Unallocated corporate expenses											(214,389)			(214,389)
Finance costs											(50,677)			(50,677)
Share of results of associates	–	5,821	–	–	–	(22,518)	–	–	1,577	–	(15,120)	–	–	(15,120)
Share of results of joint ventures	158,538	(31)	–	–	294	(25)	18,759	(43,538)	–	–	133,997	–	–	133,997
Profit before tax											281,521			270,076
Segment assets	1,741,608	150,155	815,393	2,848,776	1,501,545	–	48,826	1,949	109,488	(1,103)	7,216,637	327,951	–	7,544,588
Interests in associates	7,101	373,914	–	–	–	454,394	–	–	343,943	–	1,179,352	–	–	1,179,352
Interests in joint ventures	10,509,770	2,145	–	–	–	2,474	106,945	88,084	–	–	10,709,418	–	–	10,709,418
Unallocated assets											128,390	–	–	128,390
Total assets											19,233,797	327,951	–	19,561,748
Segment liabilities	787,753	17,389	–	471,481	580,760	420,374	–	91,136	432,745	(185,794)	2,615,844	439,695	–	3,055,539
Unallocated liabilities											1,327,990	–	–	1,327,990
Total liabilities											3,943,834	439,695	–	4,383,529
Other segment information:														
Capital expenditure *(Note)*	58,375	–	–	–	109,541	–	–	393	17	–	168,326	146	–	168,472
Depreciation	(19,945)	(34)	–	–	(42,681)	–	–	(52)	(75)	–	(62,787)	(134)	–	(62,921)
Amortisation of intangible assets	–	–	–	–	(104)	–	–	–	–	–	(104)	–	–	(104)
Interest income	51,985	–	9,165	2,083	3,426	–	–	–	414	–	67,073	–	–	67,073
Finance costs	(13,530)	–	–	–	(1,745)	–	–	–	(701)	–	(15,976)	(27)	–	(16,003)
Gain/(Loss) on disposal of:														
A subsidiary	–	(14,560)	–	–	–	–	–	–	–	–	(14,560)	–	–	(14,560)
Joint ventures	30,993	–	–	–	14,678	–	113,905	–	–	–	159,576	–	–	159,576
A joint operation	–	–	–	–	–	–	–	(105)	–	–	(105)	–	–	(105)
Fixed assets	–	(6)	–	–	21,657	–	–	(3)	–	–	21,648	–	–	21,648
Available-for-sale financial assets	–	–	–	7,767	–	–	–	–	–	–	7,767	–	–	7,767
Gain on deemed disposal of an associate	–	–	–	–	–	4,859	–	–	–	–	4,859	–	–	4,859
Gain on derecognition of available-for-sale financial assets	–	–	–	–	–	12,919	–	–	–	–	12,919	–	–	12,919
Write-back of provisions/(Provisions) for impairment losses on:														
Fixed assets	–	–	–	–	13,227	–	–	–	–	–	13,227	–	–	13,227
A joint venture	–	465	–	–	–	–	–	–	–	–	465	–	–	465
Available-for-sale financial assets	–	–	–	(11,267)	(12,628)	–	–	–	–	–	(23,895)	–	–	(23,895)
Properties under development	–	(143)	–	–	–	–	–	–	–	–	(143)	–	–	(143)
Properties held for sale	195	–	–	–	–	–	–	–	–	–	195	–	–	195
Inventories	–	–	–	–	(7,774)	–	–	–	–	–	(7,774)	–	–	(7,774)
Loans and receivables	–	–	–	–	(2,338)	–	–	21,475	(15,800)	–	3,337	(154)	–	3,183
Fixed assets written off	–	–	–	–	(3,582)	–	–	–	–	–	(3,582)	–	–	(3,582)
Realised translation losses reclassified to the statement of profit or loss relating to:														
Liquidation of foreign operations	–	(1,140)	–	–	(13,665)	–	–	–	–	–	(14,805)	–	–	(14,805)
Settlement of intercompany dividend	–	–	–	–	(10,054)	–	–	–	–	–	(10,054)	–	–	(10,054)
Net fair value gain/(loss) on financial instruments at fair value through profit or loss	–	–	–	(37,848)	(5,586)	484	27,389	–	–	–	(15,561)	–	–	(15,561)
Net fair value gain on investment properties	75,127	–	–	–	–	–	–	–	–	–	75,127	–	–	75,127
Unallocated:														
Capital expenditure *(Note)*											57,291			57,291
Depreciation											(11,878)			(11,878)
Gain on disposal of fixed assets											60			60
Finance costs											(50,677)			(50,677)

Note: Capital expenditure includes additions to fixed assets, investment properties and exploration and evaluation assets.

Notes to the Financial Statements *(continued)*

4. SEGMENT INFORMATION *(continued)*

Geographical information

(a) Revenue from external customers

	2019 HK$'000	2018 HK$'000
Hong Kong	**280,675**	278,273
Macau	**5,908**	31,180
Mainland China	**19,766**	30,077
Republic of Singapore	**1,565,533**	1,546,227
Malaysia	**665,924**	592,946
Other	**16,404**	18,624
Revenue from continuing operations	**2,554,210**	2,497,327
Revenue from discontinued operation — Hong Kong	**11,493**	17,077
	2,565,703	2,514,404

The revenue information above is based on the locations of the customers.

(b) Non-current assets

	2019 HK$'000	2018 HK$'000 (Restated)
Hong Kong	**1,290,571**	1,300,102
Macau	**134,207**	106,945
Mainland China	**283,754**	298,383
Republic of Singapore	**11,755,727**	12,081,916
Malaysia	**132,440**	82,206
Indonesia	**139,541**	–
United States of America	**40,725**	125,219
Other	**60,640**	61,861
	13,837,605	14,056,632

The non-current assets information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about a major customer

Revenue of approximately HK$416,916,000 for the year ended 31 March 2019 (2018 — HK$428,627,000) was derived from sales by the food businesses segment to a single customer.

Notes to the Financial Statements *(continued)*

5. REVENUE

An analysis of revenue from continuing operations is as follows:

	2019 HK$'000	2018 HK$'000
Revenue from contracts with customers:	2,256,947	–
Sale of properties	–	43,901
Sale of goods and fast-moving consumer products	–	1,706,766
Sale of food and beverage	–	449,552
Provision of management services	–	13,034
Revenue from other sources:		
Fees charged to food court tenants	136,958	130,525
Property rental income	34,085	34,666
Interest income	78,285	66,985
Dividend income	26,736	24,943
Other	21,199	26,955
	2,554,210	2,497,327

Revenue from contracts with customers

(a) Disaggregated revenue information

Year ended 31 March 2019

Segments	Property development HK$'000	Food businesses HK$'000	Other HK$'000	Total HK$'000
Type of goods or services:				
Sale of properties	6,083	–	–	6,083
Sale of goods and fast-moving consumer products	–	1,788,264	–	1,788,264
Sale of food and beverage	–	448,374	–	448,374
Provision of management services	–	–	14,226	14,226
Total revenue from contracts with customers	6,083	2,236,638	14,226	2,256,947
Geographical markets:				
Hong Kong	–	240,447	11,220	251,667
Macau	5,906	–	–	5,906
Mainland China	177	–	2,556	2,733
Republic of Singapore	–	1,348,935	450	1,349,385
Malaysia	–	647,256	–	647,256
Total revenue from contracts with customers	6,083	2,236,638	14,226	2,256,947
Timing of revenue recognition:				
Goods transferred at a point in time	6,083	2,236,638	–	2,242,721
Services transferred over time	–	–	14,226	14,226
Total revenue from contracts with customers	6,083	2,236,638	14,226	2,256,947

Notes to the Financial Statements *(continued)*

5. REVENUE *(continued)*

Revenue from contracts with customers *(continued)*

(a) Disaggregated revenue information *(continued)*

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

Year ended 31 March 2019

Segments	Property development HK$'000	Food businesses HK$'000	Other HK$'000	Total HK$'000
Revenue from contracts with customers				
External customers	6,083	2,236,638	14,226	2,256,947
Inter-segment	–	–	860	860
Total revenue from contracts with customers	6,083	2,236,638	15,086	2,257,807
Revenue from other sources — external	–	159,863	1,443	161,306
Total segment revenue	6,083	2,396,501	16,529	2,419,113

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

(i) Sale of goods and fast-moving consumer products

Revenue from sale of goods and fast-moving consumer products is recognised at a point in time when the goods are delivered to the customer and all criteria for acceptance have been satisfied. The goods are often sold with a right of return and with volume discounts based on the aggregate sales over a period of time. Trading terms with customers are either on a cash basis or on credit. For those customers who trade on credit, a credit period of 30 to 90 days is allowed according to relevant business practice.

(ii) Sale of food and beverage

Revenue from sale of food and beverage is recognised at a point in time when the food and beverage are delivered to the customer, net of discounts. The payment of the transaction price is due immediately at the point the customer purchases the goods.

(iii) Sale of properties

Revenue from the sale of properties is recognised at a point in time when control of the properties is transferred to the customers. Deposits received from purchasers prior to revenue recognition are accounted for as deposits received.

(iv) Provision of management services

The performance obligation is satisfied over time as services are rendered. Accordingly, the service fee income is recognised as the service is performed over time.

Notes to the Financial Statements *(continued)*

6. OTHER INCOME

	2019 HK$'000	2018 HK$'000
Recovery of costs from food court tenants	**32,284**	30,313
Interest income from promissory note	**824**	88
	33,108	30,401

7. OTHER GAINS/(LOSSES) — NET

	2019 HK$'000	2018 HK$'000
Gain/(Loss) on disposal of:		
Fixed assets	**(2,398)**	21,708
A joint operation	**–**	(105)
An associate	**5**	–
Available-for-sale financial assets	**–**	7,767
Gain on deemed disposal of an associate	**–**	4,859
Gain on derecognition of available-for-sale financial assets	**–**	12,919
Write-back of provisions/(Provisions) for impairment losses on:		
Intangible assets	**(10,681)**	–
Fixed assets	**1,480**	13,227
An associate	**(22,698)**	–
Joint ventures	**(41)**	465
Available-for-sale financial assets	**–**	(23,895)
Properties under development	**(138)**	(143)
Properties held for sale	**196**	195
Inventories	**(8,158)**	(7,774)
Loans and receivables	**(5,867)**	3,337
Bad debt recovered	**2,223**	–
Fixed assets written off	**(6,720)**	(3,582)
Foreign exchange gains/(losses) — net	**(14,377)**	33,002
Realised translation gains/(losses) reclassified to the statement of profit or loss relating to:		
Liquidation of foreign operations	**12,142**	(14,805)
Settlement of intercompany dividend	**–**	(10,054)
	(55,032)	37,121

Notes to the Financial Statements *(continued)*

8. PROFIT BEFORE TAX FROM CONTINUING OPERATIONS

Profit before tax from continuing operations is arrived at after crediting/(charging):

	2019 HK$'000	2018 HK$'000
Cost of sales:		
Cost of properties sold	**(849)**	(10,004)
Cost of inventories sold	**(1,401,471)**	(1,337,187)
Other	**(4,023)**	(25,122)
	(1,406,343)	(1,372,313)
Net fair value gain/(loss) on financial instruments at fair value through profit or loss:		
Held for trading financial assets at fair value through profit or loss:		
Equity securities	**(188,115)**	(38,921)
Debt securities	**(2,452)**	2,261
Investment funds	**(18,590)**	25,382
Other financial assets mandatorily classified at fair value through profit or loss:		
Debt securities	**4,299**	–
Investment funds	**34,735**	–
Equity linked notes	**15,585**	(5,520)
Financial liabilities at fair value through profit or loss designated as such upon initial recognition	**(1,059)**	(2,326)
Derivative financial instruments	**(30,415)**	3,563
	(186,012)	(15,561)
Employee benefit expense *(Note (a))*:		
Wages and salaries	**(485,337)**	(420,145)
Retirement benefit costs *(Note (b))*	**(38,913)**	(40,360)
Total staff costs	**(524,250)**	(460,505)
Interest income:		
Financial assets at fair value through profit or loss	**8,690**	2,016
Available-for-sale financial assets	**–**	67
Loans and advances	**52,565**	52,311
Promissory note	**824**	88
Other	**17,030**	12,591
Depreciation	**(77,282)**	(74,665)
Amortisation of intangible assets *(Note (c))*	**–**	(104)
Auditor's remuneration	**(13,425)**	(12,764)
Operating leases:		
Minimum lease payments	**(208,535)**	(209,614)
Contingent rents	**(11,570)**	(12,220)
Direct operating expenses arising on rental-earning investment properties	**(4,023)**	(4,811)
Selling and distribution expenses *(Note (d))*	**(161,934)**	(129,772)
Legal and professional fees *(Note (d))*	**(54,317)**	(64,543)
Consultancy and service fees *(Note (d))*	**(73,080)**	(32,847)
Utilities charges *(Note (d))*	**(42,929)**	(44,752)
Repairs and maintenance expenses *(Note (d))*	**(33,099)**	(34,969)
Investment advisory fee *(Note (d))*	**(3,130)**	(12,829)
Donations *(Note (d))*	**(10,407)**	(26,415)

Note:

(a) The amounts include Directors' emoluments disclosed in Note 9 to the financial statements.

(b) The Group had no forfeited voluntary contributions available to offset future employer contributions against the pension schemes at the year end.

(c) The amounts are included in "Administrative expenses" in the consolidated statement of profit or loss.

(d) The amounts are included in "Other operating expenses" in the consolidated statement of profit or loss.

Notes to the Financial Statements *(continued)*

9. DIRECTORS' EMOLUMENTS

Directors' emoluments for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

	2019 HK$'000	2018 HK$'000
Directors' fees	**6,707**	6,663
Basic salaries, allowances and benefits in kind	**10,071**	9,564
Discretionary bonuses paid and payable	**44,586**	10,000
Retirement benefit costs	**144**	144
	61,508	26,371

The emoluments paid to each of the Directors during the year ended 31 March 2019 are as follows:

2019	Directors' fees HK$'000	Basic salaries, allowances and benefits in kind HK$'000	Discretionary bonuses paid and payable HK$'000	Retirement benefit costs HK$'000	Total HK$'000
Executive directors:					
Stephen Riady	717	8,643	30,000	108	39,468
John Luen Wai Lee	747	1,428	14,586	36	16,797
	1,464	10,071	44,586	144	56,265
Non-executive directors:					
Leon Nim Leung Chan	1,212	–	–	–	1,212
Jark Pui Lee	239	–	–	–	239
	1,451	–	–	–	1,451
Independent non-executive directors:					
Edwin Neo	1,182	–	–	–	1,182
King Fai Tsui	1,374	–	–	–	1,374
Victor Ha Kuk Yung	1,236	–	–	–	1,236
	3,792	–	–	–	3,792
	6,707	10,071	44,586	144	61,508

Notes to the Financial Statements *(continued)*

9. DIRECTORS' EMOLUMENTS *(continued)*

The emoluments paid to each of the Directors during the year ended 31 March 2018 are as follows:

2018	Directors' fees HK$'000	Basic salaries, allowances and benefits in kind HK$'000	Discretionary bonuses paid and payable HK$'000	Retirement benefit costs HK$'000	Total HK$'000
Executive directors:					
Stephen Riady	690	8,170	8,000	108	16,968
John Luen Wai Lee	720	1,394	2,000	36	4,150
	1,410	9,564	10,000	144	21,118
Non-executive directors:					
Leon Nim Leung Chan	1,176	–	–	–	1,176
Jark Pui Lee	230	–	–	–	230
	1,406	–	–	–	1,406
Independent non-executive directors:					
Edwin Neo	1,477	–	–	–	1,477
King Fai Tsui	1,172	–	–	–	1,172
Victor Ha Kuk Yung	1,198	–	–	–	1,198
	3,847	–	–	–	3,847
	6,663	9,564	10,000	144	26,371

There were no arrangements under which a Director waived or agreed to waive any emoluments during the year.

During the year, no share options were granted to the Directors.

Notes to the Financial Statements *(continued)*

10. FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS

The five highest paid employees during the year included two (2018 — two) Directors, details of whose emoluments are set out in Note 9 to the financial statements. Details of the emoluments of the remaining three (2018 — three) non-director, highest paid employees for the year are as follows:

	2019 HK$'000	2018 HK$'000
Basic salaries, allowances and benefits in kind	**7,850**	7,652
Discretionary bonuses paid and payable	**19,800**	13,600
Retirement benefit costs	**99**	100
	27,749	21,352

The number of non-director, highest paid employees whose emoluments fell within the following bands is as follows:

Emoluments bands (HK$):	2019 Number of employees	2018 Number of employees
3,500,001 — 4,000,000	**–**	1
4,500,001 — 5,000,000	**1**	1
7,000,001 — 7,500,000	**1**	–
12,500,001 — 13,000,000	**–**	1
15,500,001 — 16,000,000	**1**	–
	3	3

11. FINANCE COSTS

	2019 HK$'000	2018 HK$'000
Interest on bank and other borrowings	**90,054**	66,580
Interest on finance leases	**115**	73
Total interest	**90,169**	66,653

Notes to the Financial Statements *(continued)*

12. SHARE OF RESULTS OF JOINT VENTURES

Share of results of joint ventures for the year ended 31 March 2019 mainly included share of loss of Lippo ASM Asia Property Limited ("LAAPL") of HK$111,741,000 (2018 — share of profit of HK$158,538,000) and share of loss of Collyer Quay Limited ("CQL") of HK$88,325,000 (2018 — HK$43,538,000).

LAAPL is a material joint venture of the Group, further details are given in Note 22 to the financial statements. The share of loss recognised for the year ended 31 March 2019 was mainly attributable to an unrealised exchange loss on translation of the financial liabilities, a decrease of fair value gain on investment properties, impairment loss on intangible assets and loss on disposal of interests in equity-accounted investees.

CQL is a joint venture consortium to invest in a company (the "JV Company") principally engaged in exploration, extraction and processing of mineral resources. Due to the drop in copper price and the increased production cost during the year, the JV Company put the mine into care and maintenance mode in order to minimise the costs incurred. As a result, CQL fully impaired its investment in the JV Company and the Group shared a loss from the joint venture for the year ended 31 March 2019.

Reference was made to the Group's interest in a minority ownership interest in Skye Mineral Partners, LLC ("Skye") whose major asset, prior to the events described below, was substantially all of the equity interests in CS Mining, LLC ("CS Mining"), a company that owned a number of copper ore deposits in the Milford Mineral Belt in Beaver County, State of Utah in the U.S.A. and had engaged in the business of mining and processing copper and other minerals. The JV Company acquired all or substantially all of the mining assets (the "Assets") held by CS Mining in a court-supervised sale process under its bankruptcy proceedings in August 2017. In January 2018, a verified complaint (the "Complaint") was filed in a United States state court in Delaware by the majority investors in Skye individually and derivatively on behalf of Skye against, among others, certain entities and persons in or related to the Group. The Complaint alleges, among other things, that the majority investors directly and derivatively through their ownership of Skye, suffered from diminution in the value of their equity interests in CS Mining based on an alleged scheme perpetrated by the Group on CS Mining. The Group believes that the Complaint is frivolous and wholly without merit and has opposed, and will continue to vigorously oppose, the allegations set forth in the Complaint (including any amendments thereto) and any other claim that the majority investors in Skye may seek to bring against the Group. The Group has filed a motion to dismiss the Complaint on numerous grounds, and the motion to dismiss, as of the date hereof, remains pending.

Notes to the Financial Statements *(continued)*

13. INCOME TAX

	2019 HK$'000	2018 HK$'000
Hong Kong:		
Charge for the year	**1,324**	2,143
Deferred *(Note 33)*	**(715)**	1,874
	609	4,017
Overseas:		
Charge for the year	**37,683**	50,740
Overprovision in prior years	**(20,349)**	(15,414)
Deferred *(Note 33)*:		
Current year	**(499)**	(8,176)
Effect of change in tax rate	**–**	(1,356)
	16,835	25,794
Total charge for the year from continuing operations	**17,444**	29,811

Hong Kong profits tax has been provided at the rate of 8.25% or 16.5%, as appropriate (2018 — 16.5%) on the estimated assessable profits arising in Hong Kong during the year. For the companies operating in the Republic of Singapore, Macau and mainland China, corporate taxes have been calculated on the estimated assessable profits for the year at the rates of 17%, 12% and 25% (2018 — 17%, 12% and 25%), respectively. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

Notes to the Financial Statements *(continued)*

13. INCOME TAX *(continued)*

A reconciliation of the tax charge applicable to profit/(loss) before tax at the statutory rates for the countries/jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax charge at the effective tax rate is as follows:

	2019 HK$'000	2018 HK$'000 (Restated)
Profit before tax from continuing operations	**306,777**	281,521
Profit/(Loss) before tax from discontinued operation	**145,666**	(11,445)
	452,443	270,076
Tax at the statutory tax rate of 16.5% (2018 — 16.5%)	**74,653**	44,563
Effect of different tax rates in other jurisdictions	**10,964**	7,181
Effect of change in tax rate in other jurisdiction	**–**	(1,356)
Adjustments in respect of current tax of previous years	**(20,349)**	(15,414)
Losses/(Profits) attributable to joint ventures and associates	**32,038**	(19,615)
Income not subject to tax	**(188,416)**	(59,385)
Expenses not deductible for tax	**71,559**	65,442
Effect of partial tax exemption and tax relief	**(1,053)**	(4,030)
Effect of withholding tax on the distributable profits of the Group's subsidiary in mainland China	**(634)**	(128)
Benefits from tax losses/temporary differences previously unrecognised	**(9,203)**	(11,796)
Tax losses/temporary differences not recognised	**47,860**	23,781
Land appreciation tax	**33**	757
Tax effect of land appreciation tax	**(8)**	(189)
Tax charge from continuing operations at the Group's effective rate	**17,444**	29,811

The share of tax charge attributable to associates and joint ventures amounting to HK$1,225,000 (2018 — HK$1,871,000) and HK$162,407,000 (2018 — HK$107,763,000), respectively, is included in "Share of results of associates" and "Share of results of joint ventures" on the face of the consolidated statement of profit or loss.

Notes to the Financial Statements *(continued)*

14. DISCONTINUED OPERATION

In July 2018, the Group entered into a sale and purchase agreement for the sale of the entire issued shares in Lippo Securities Holdings Limited ("LSH", the securities arm of the Company). The disposal was completed on 11 December 2018 and the Group has ceased the corporate finance and securities broking business.

The results of LSH and its subsidiaries (the "LSH Group") included in the Group's consolidated statement of profit or loss as a discontinued operation are presented below:

	Note	**2019 HK$'000**	2018 HK$'000
Revenue *(Note)*		**11,493**	17,077
Cost of sales		**(5,305)**	(8,041)
Gross profit		**6,188**	9,036
Administrative expenses		**(10,859)**	(14,273)
Other operating expenses		**(2,918)**	(6,181)
Finance costs		**–**	(27)
Loss before tax		**(7,589)**	(11,445)
Income tax		**–**	–
Loss after tax of discontinued operation		**(7,589)**	(11,445)
Gain on disposal of discontinued operation	38	**153,255**	–
Profit/(Loss) for the year from discontinued operation		**145,666**	(11,445)
Other comprehensive income/(loss)			
Exchange differences on translation of discontinued operation		**(424)**	2,076
Release of cumulative exchange differences on translation of discontinued operation upon disposal		**(2,708)**	–
Other comprehensive income/(loss) from discontinued operation		**(3,132)**	2,076
Total comprehensive income/(loss) for the year from discontinued operation		**142,534**	(9,369)

Note: Revenue represents income from securities and futures brokerage, investment banking, underwriting and other related advisory services under corporate finance and securities broking segment. The revenue is recognised at a point in time when the services are rendered and generated from customers located in Hong Kong.

Notes to the Financial Statements *(continued)*

14. DISCONTINUED OPERATION *(continued)*

The results of LSH and its subsidiaries (the "LSH Group") included in the Group's consolidated statement of profit or loss as a discontinued operation are presented below: *(continued)*

	2019 HK$'000	2018 HK$'000
Profit/(Loss) for the year attributable to:		
Equity holders of the Company	**104,253**	(8,191)
Non-controlling interests	**41,413**	(3,254)
	145,666	(11,445)
Total comprehensive income/(loss) for the year attributable to:		
Equity holders of the Company	**102,011**	(6,705)
Non-controlling interests	**40,523**	(2,664)
	142,534	(9,369)

	Note	2019 HK$	2018 HK$
Earnings/(Loss) per share attributable to equity holders of the Company	15		
Basic and diluted			
— For profit/(loss) from discontinued operation		**0.21**	(0.01)

The net cash flows incurred by the LSH Group are as follows:

	2019 HK$'000	2018 HK$'000
Operating activities	**56,945**	(13,889)
Investing activities	**(3)**	(146)
Financing activities	**(5)**	(27)
Net cash inflow/(outflow)	**56,937**	(14,062)

Notes to the Financial Statements *(continued)*

15. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

(a) Basic earnings/(loss) per share

Basic earnings/(loss) per share is calculated based on (i) the consolidated profit/(loss) for the year attributable to equity holders of the Company; and (ii) the weighted average number of approximately 493,154,000 ordinary shares (2018 — approximately 493,154,000 ordinary shares) in issue during the year.

	2019 **HK$'000**	2018 HK$'000 (Restated)
Consolidated profit/(loss) attributable to equity holders of the Company:		
From continuing operations	**(216,444)**	100,481
From discontinued operation	**104,253**	(8,191)
	(112,191)	92,290

(b) Diluted earnings/(loss) per share

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 March 2019 and 2018.

16. DIVIDENDS

	2019 **HK$'000**	2018 HK$'000
Interim dividend, declared, of HK3 cents (2018 — HK3 cents) per ordinary share	**14,795**	14,795
Final dividend, proposed, of HK5 cents (2018 — HK5 cents) per ordinary share	**24,658**	24,658
	39,453	39,453

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

Notes to the Financial Statements *(continued)*

17. INTANGIBLE ASSETS

	Goodwill HK$'000	Trademarks and trademark licence agreement HK$'000	Other intangible assets HK$'000	Total HK$'000
2019				
Cost:				
At 1 April 2018	**350,852**	**317,821**	**173,748**	**842,421**
Disposal of subsidiaries *(Note 38)*	**(14,388)**	**–**	**–**	**(14,388)**
Exchange adjustments	**(8,383)**	**(10,166)**	**(5,554)**	**(24,103)**
At 31 March 2019	**328,081**	**307,655**	**168,194**	**803,930**
Accumulated amortisation and impairment losses:				
At 1 April 2018	**237,273**	**218,162**	**173,748**	**629,183**
Impairment during the year	**10,681**	**–**	**–**	**10,681**
Exchange adjustments	**(5,003)**	**(6,969)**	**(5,554)**	**(17,526)**
At 31 March 2019	**242,951**	**211,193**	**168,194**	**622,338**
Net carrying amount:				
At 31 March 2019	**85,130**	**96,462**	**–**	**181,592**
2018				
Cost:				
At 1 April 2017	332,179	295,255	161,411	788,845
Exchange adjustments	18,673	22,566	12,337	53,576
At 31 March 2018	350,852	317,821	173,748	842,421
Accumulated amortisation and impairment losses:				
At 1 April 2017	226,098	202,671	161,311	590,080
Amortisation provided for the year	–	–	104	104
Exchange adjustments	11,175	15,491	12,333	38,999
At 31 March 2018	237,273	218,162	173,748	629,183
Net carrying amount:				
At 31 March 2018	113,579	99,659	–	213,238

Notes to the Financial Statements *(continued)*

17. INTANGIBLE ASSETS *(continued)*

Trademarks relate to the "Food Junction" trademarks and the useful lives of these trademarks are estimated to be indefinite.

Trademark licence agreement relates to the right to use the "Delifrance" trademark granted under a licence agreement. The value of the trademark licence agreement was fully impaired in prior years.

Other intangible assets include unpatented technology and customer relationships.

Unpatented technology relates to Delifrance's Modified Sous Vide Process for the Group's food retail business, which allows for the preparation of food to reduce wastage significantly, increases the shelf life of the food items, and reduces the time required to reheat food significantly. The value of the unpatented technology was fully impaired in prior years.

Customer relationships relate to tenancy agreements between the stallholders and the food court operators in the food court business. The value of the customer relationships was fully amortised in prior years.

As at 31 March 2019, the net carrying amount of goodwill acquired through business combination allocated to the food businesses for impairment testing was HK$85,130,000 (2018 — HK$113,579,000).

Impairment testing of goodwill, trademarks and trademark licence agreement for the food businesses

Goodwill, trademarks and trademark licence agreement acquired through business combinations have been allocated to the Group's CGUs identified according to each individual business unit for impairment testing.

The carrying amount of goodwill and intangible assets with indefinite lives allocated to each CGU is as follows:

	Goodwill HK$'000	Trademarks and trademark licence agreement HK$'000	Compounded revenue growth rate %	Long-term growth rate %	Pre-tax discount rate per annum %
At 31 March 2019					
Food Junction Holdings Limited *(Note (a))*	**64,175**	**96,462**	**3.9**	**1.7**	**11.9**
All Around Limited *(Note (b))*	**20,955**	**–**	**3.8**	**1.0**	**9.1**
	85,130	**96,462**			
At 31 March 2018					
Food Junction Holdings Limited *(Note (a))*	77,360	99,659	12.3	1.0	18.4
All Around Limited *(Note (b))*	21,127	–	2.3	1.0	17.0
Auric Marketing Sdn. Bhd. *(Note (c))*	15,092	–	7.7	3.0	9.8
	113,579	99,659			

Notes to the Financial Statements *(continued)*

17. INTANGIBLE ASSETS *(continued)*

Impairment testing of goodwill, trademarks and trademark licence agreement for the food businesses *(continued)*

The intangible assets' recoverable amounts have been determined based on value in use calculations using cash flow projections from financial budgets approved by management covering a period of five years (2018 — five years). Management has considered and determined the factors applied in these financial budgets which include budgeted gross margins and the target growth rates.

Note:

(a) For the years ended 31 March 2019 and 2018, impairment assessment had been performed for the goodwill and trademarks acquired for Food Junction Holdings Limited ("FJH") and an impairment loss of HK$10,681,000 (2018 — Nil) was recognised as the recoverable amount was below the carrying value.

(b) For the years ended 31 March 2019 and 2018, impairment assessment review had been performed for the goodwill acquired by FJH in All Around Limited and it was assessed that there was no impairment as the recoverable amount was in excess of the carrying value.

(c) For the year ended 31 March 2018, it was assessed that there was no impairment of the goodwill acquired for Auric Marketing Sdn. Bhd. ("AMSB") as the recoverable amount was in excess of the carrying value. AMSB was disposed of during the year ended 31 March 2019.

Key assumptions used in the value in use calculations

Pre-tax discount rate — Discount rate represents the current market assessment of the risks specific to each CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and derived from its weighted average cost of capital.

Compounded revenue growth rate — The compounded revenue growth rate is the rate which revenue grows over a period of five years, taking into account the effect of annual compounding. Management determines the growth rate based on past performance and its expectations for market development. The forecast is based on management's past experience and does not exceed the long-term average growth rate for the industries relevant to the CGUs.

Budgeted gross margin — Gross margin is based on average values achieved in the three years preceding the start of the budget period. It is increased over the budget period for anticipated efficiency improvements.

Notes to the Financial Statements *(continued)*

17. INTANGIBLE ASSETS *(continued)*

Impairment testing of goodwill, trademarks and trademark licence agreement for the food businesses *(continued)*

Impairment loss recognised

For the year ended 31 March 2019, management performed a business and operations review to rationalise FJH's operations. Prior year assumptions on growth rates and discount rate were reassessed to reflect the current assessment of future outlook in the goodwill impairment test that was performed. This resulted in the recognition of an impairment loss of HK$10,681,000 on the goodwill. The impairment loss was presented under "other gains/(losses) – net" in the consolidated statement of profit or loss. No impairment loss was charged to the consolidated statement of profit or loss for the year ended 31 March 2018.

Sensitivity to changes in assumptions

For the years ended 31 March 2019 and 2018, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying values of the business units to materially exceed their recoverable amounts.

18. EXPLORATION AND EVALUATION ASSETS

	2019 **HK$'000**	2018 HK$'000
Cost:		
Balance at beginning of year	**82,045**	108,161
Additions during the year	**258**	393
Disposal of a joint operation	**–**	(31,141)
Exchange adjustments	**(2,592)**	4,632
Balance at end of year	**79,711**	82,045
Accumulated impairment losses:		
Balance at beginning of year	**81,689**	107,062
Disposal of a joint operation	**–**	(29,958)
Exchange adjustments	**(2,580)**	4,585
Balance at end of year	**79,109**	81,689
Net carrying amount	**602**	356

Notes to the Financial Statements *(continued)*

19. FIXED ASSETS

	Land and buildings HK$'000	Leasehold improvements, furniture, fixtures, plant and equipment and motor vehicles HK$'000	Yacht HK$'000	Construction in progress HK$'000	Total HK$'000
2019					
At 31 March 2018 and at 1 April 2018					
Cost or valuation	1,017,802	742,503	55,485	1,950	1,817,740
Accumulated depreciation and impairment losses	(125,121)	(599,793)	(19,908)	(305)	(745,127)
Net carrying amount	892,681	142,710	35,577	1,645	1,072,613
At 1 April 2018, net of accumulated depreciation and impairment losses	892,681	142,710	35,577	1,645	1,072,613
Additions during the year *(Note)*	20,456	86,471	–	58,338	165,265
Surplus on revaluation	2,790	–	–	–	2,790
Reclassification to investment properties *(Note 20)*	(37,271)	–	–	–	(37,271)
Reclassification	–	261	–	(261)	–
Disposals during the year	–	(3,312)	–	–	(3,312)
Disposal of subsidiaries *(Note 38)*	(9,451)	(9,707)	–	–	(19,158)
Depreciation provided for the year	(22,684)	(49,293)	(5,355)	–	(77,332)
Impairment written back/(Impairment) during the year	(1,782)	3,262	–	–	1,480
Write-off during the year	–	(5,623)	–	(1,097)	(6,720)
Exchange adjustments	(3,027)	(2,322)	(1,153)	(235)	(6,737)
At 31 March 2019, net of accumulated depreciation and impairment losses	841,712	162,447	29,069	58,390	1,091,618
At 31 March 2019					
Cost or valuation	985,507	705,665	53,711	58,691	1,803,574
Accumulated depreciation and impairment losses	(143,795)	(543,218)	(24,642)	(301)	(711,956)
Net carrying amount	841,712	162,447	29,069	58,390	1,091,618

Notes to the Financial Statements *(continued)*

19. FIXED ASSETS *(continued)*

	Land and buildings HK$'000	Leasehold improvements, furniture, fixtures, plant and equipment and motor vehicles HK$'000	Yacht HK$'000	Construction in progress HK$'000	Total HK$'000
2018					
At 1 April 2017					
Cost or valuation	182,942	720,457	51,545	1,700	956,644
Accumulated depreciation and impairment losses	(102,489)	(620,611)	(13,340)	(283)	(736,723)
Net carrying amount	80,453	99,846	38,205	1,417	219,921
At 1 April 2017, net of accumulated depreciation and impairment losses	80,453	99,846	38,205	1,417	219,921
Additions during the year *(Note)*	70,571	96,839	–	191	167,601
Reclassification from investment properties *(Note 20)*	768,500	–	–	–	768,500
Disposals during the year	(11,084)	(15,240)	–	–	(26,324)
Depreciation provided for the year	(16,919)	(52,539)	(5,341)	–	(74,799)
Impairment written back during the year	–	13,227	–	–	13,227
Write-off during the year	–	(3,582)	–	–	(3,582)
Exchange adjustments	1,160	4,159	2,713	37	8,069
At 31 March 2018, net of accumulated depreciation and impairment losses	892,681	142,710	35,577	1,645	1,072,613
At 31 March 2018					
Cost or valuation	1,017,802	742,503	55,485	1,950	1,817,740
Accumulated depreciation and impairment losses	(125,121)	(599,793)	(19,908)	(305)	(745,127)
Net carrying amount	892,681	142,710	35,577	1,645	1,072,613

Note: The amounts include reinstatement costs of HK$4,592,000 (2018 — HK$9,798,000) for dismantling, removal and restoration of fixed assets. The amounts in 2018 also included a reclassification from prepayment of HK$16,752,000. Cash payments of HK$160,673,000 (2018 — HK$141,051,000) were made to purchase fixed assets during the year.

The carrying amount of the Group's fixed assets held under finance leases included in the total amount of furniture, fixtures, plant and equipment as at 31 March 2019 was HK$623,000 (2018 — HK$1,824,000). Leased assets are pledged as security for the related finance lease obligations as set out in Note 31 to the financial statements.

Certain land and buildings have been mortgaged to secure banking facilities made available to the Group as set out in Note 31 to the financial statements.

Notes to the Financial Statements *(continued)*

20. INVESTMENT PROPERTIES

	2019 HK$'000	2018 HK$'000
Carrying amount at beginning of year	**880,548**	1,482,131
Additions during the year	**–**	57,769
Reclassification from/(to) fixed assets *(Note 19)*	**37,271**	(768,500)
Fair value adjustments	**30,062**	75,127
Exchange adjustments	**(24,416)**	34,021
Carrying amount at end of year	**923,465**	880,548

Certain investment properties have been mortgaged to secure banking facilities made available to the Group as set out in Note 31 to the financial statements.

The Group engages external, independent and professionally qualified valuers to determine the fair value of the Group's investment properties for financial reporting purposes. The Group's management has reviewed the valuation results by verifying the major inputs and assumptions made by the independent valuers and assessing the reasonableness of property valuation.

Based on professional valuations as at 31 March 2019 made by Asian Appraisal Company, Inc., CBRE, Inc., Colliers International Consultancy & Valuation (Singapore) Pte Ltd, Cresa Polska Sp. z o.o., Dalia Assis, D'Valuer Property Consultants Pte Ltd, RHL Appraisal Limited, Savills Valuation And Professional Services (S) Pte Ltd and Vigers Appraisal and Consulting Limited, independent qualified valuers, the investment properties were revalued on an open market, existing use basis at HK$923,465,000 (2018 — HK$880,548,000).

Notes to the Financial Statements *(continued)*

20. INVESTMENT PROPERTIES *(continued)*

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
At 31 March 2019				
Recurring fair value measurement for:				
Completed investment properties in:				
Hong Kong	**–**	**–**	**428,660**	**428,660**
Mainland China	**–**	**–**	**268,132**	**268,132**
Overseas	**–**	**–**	**226,673**	**226,673**
	–	**–**	**923,465**	**923,465**
At 31 March 2018				
Recurring fair value measurement for:				
Completed investment properties in:				
Hong Kong	–	–	388,560	388,560
Mainland China	–	–	283,307	283,307
Overseas	–	–	208,681	208,681
	–	–	880,548	880,548

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018 — Nil).

Below is a summary of the valuation techniques used and key inputs to the valuation of investment properties:

Class of property	Valuation techniques	Significant unobservable inputs	Range
Completed investment properties in:			
Hong Kong	Market approach	Price per square metre	HK$139,500 to HK$322,000 (2018 — HK$75,500 to HK$316,000)
	Income approach	Capitalisation rate	8.0% (2018 — 8.0%)
Mainland China	Market approach	Price per square metre	HK$12,000 to HK$24,000 (2018 — HK$14,000 to HK$23,500)
Overseas	Market approach	Price per square metre	HK$6,500 to HK$179,000 (2018 — HK$9,000 to HK$161,000)
	Income approach	Rental per square metre per month	HK$82 to HK$4,000 (2018 — HK$118 to HK$4,000)
		Capitalisation rate	4.7% to 8.7% (2018 — 5.0% to 8.7%)

Notes to the Financial Statements *(continued)*

20. INVESTMENT PROPERTIES *(continued)*

Fair value hierarchy *(continued)*

Under the market approach, fair value is estimated by the direct comparison method on the assumption of the sale of the property interest with the benefit of vacant possession and by referring to comparable sales transactions as available in the market. The key input was the market price per square metre. A significant increase/decrease in the market price would result in a significant increase/decrease in the fair value of the investment properties.

Under the income approach, fair value is estimated on the basis of capitalisation of the net income and has allowed for outgoings and, in appropriate cases, made provisions for reversionary income potential. The key inputs were the market rent and the capitalisation rate. A significant increase/decrease in the market rent in isolation would result in a significant increase/decrease in the fair value of the investment properties and a significant increase/decrease in the capitalisation rate in isolation would result in a significant decrease/increase in the fair value of the investment properties.

21. INTERESTS IN ASSOCIATES

	2019 **HK$'000**	2018 HK$'000 (Restated)
Share of net assets	**901,852**	938,121
Goodwill	**260,098**	268,671
Due from associates	**97,656**	98,224
	1,259,606	1,305,016
Provisions for impairment losses	**(145,419)**	(125,664)
	1,114,187	1,179,352

The balances with the associates include a loan of HK$36,942,000 (2018 — HK$36,930,000), which bears interest at 8.5% per annum and is repayable on demand. The remaining balances with the associates are unsecured, interest-free and repayable on demand. In the opinion of the Directors, these balances are unlikely to be repaid in the foreseeable future and are considered as part of the Group's net investments in the associates.

Details of the principal associates are set out on pages 217 and 218.

Notes to the Financial Statements *(continued)*

21. INTERESTS IN ASSOCIATES *(continued)*

Healthway Medical Corporation Limited ("Healthway"), TIH Limited ("TIH") and Greenix Limited ("Greenix"), are considered as material associates of the Group.

Healthway

Healthway is a listed company in Singapore. Healthway, together with its subsidiaries, owns, operates and manages close to 100 medical centres and clinics. Healthway became an associate of the Group in May 2017 after the completion of a voluntary conditional cash offer and Healthway is accounted for using the equity method. As at 31 March 2019, the Group's equity interest in Healthway was 40.82% (2018 — 40.82%).

The Group assessed whether there is any objective evidence that the carrying amount of interest in Healthway may be impaired and the recoverable amount of the associate is estimated based on a value in use calculation. The Directors considered no impairment loss was necessary for the year ended 31 March 2019 (2018 — Nil).

TIH

TIH is a closed-end fund listed in Singapore which focuses on investment in various sectors in Asia such as consumer and industrial products, healthcare, technology, media and telecommunications, food, manufacturing and chemicals. TIH became an associate of the Group in early 2018 through a share offer (the "TIH Offer") and is accounted for using the equity method. As at 31 March 2019, the Group's equity interest in TIH remained at 39.9% (2018 — 39.9%). The purchase price allocation exercise of the investments in TIH was completed during the year. As a consequence, comparative amounts have been restated as if the accounting for the acquisition of the associate had been completed during the year ended 31 March 2018. Further details of the restatement of comparative amounts are disclosed in Note 49(b) to the financial statements.

The Group carried out an impairment assessment for the investment in TIH as the carrying amount of the investments exceeded the market value of the investments held by the Group as at 31 March 2019. The recoverable amount of the investment was determined based on a value in use calculation. The discount rate applied to the cash flow projection was 7.95%. Impairment loss of HK$22,698,000 (2018 — Nil) has been charged to the consolidated statement of profit or loss for the year as the recoverable amount was lower than its carrying amount.

Greenix

Greenix and its subsidiaries are engaged in property development in Singapore and are accounted for using the equity method.

Notes to the Financial Statements *(continued)*

21. INTERESTS IN ASSOCIATES *(continued)*

The following table illustrates the summarised consolidated financial information of Healthway, TIH and Greenix, adjusted for fair value adjustments on acquisition (if any) and any differences in accounting policies and reconciled to the carrying amounts in the financial statements:

	Healthway		TIH		Greenix	
	2019	2018	**2019**	2018	**2019**	2018
	HK$'000	HK$'000	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000
Current assets	**271,911**	345,354	**305,484**	296,131	**835,053**	847,610
Non-current assets	**367,343**	355,762	**547,928**	573,085	**–**	–
Current liabilities	**(116,080)**	(123,682)	**(112,872)**	(116,324)	**(99,532)**	(99,783)
Non-current liabilities	**(65,449)**	(63,860)	**–**	–	**–**	–
Net assets, excluding goodwill	**457,725**	513,574	**740,540**	752,892	**735,521**	747,827
Reconciliation to the Group's interests in associates:						
Group's share of net assets of associates, excluding goodwill	**186,842**	209,640	**295,624**	300,555	**367,761**	373,914
Goodwill, less cumulative impairment	**236,930**	244,754	**–**	23,447	**–**	–
Carrying amount of the investments	**423,772**	454,394	**295,624**	324,002	**367,761**	373,914
Revenue for the year/period *(Note (a))*	**651,135**	544,514	**39,537**	5,210	**71,177**	123,683
Profit/(Loss) for the year/period *(Note (a))*	**(39,450)**	(46,787)	**11,680**	(2,309)	**11,564**	11,643
Other comprehensive income/(loss) for the year/period *(Note (a))*	**(35,565)**	55,598	**(25,909)**	(24,507)	**–**	–
Total comprehensive income/(loss) for the year/period *(Note (a))*	**(75,015)**	8,811	**(14,229)**	(26,816)	**11,564**	11,643
Dividend received	**–**	–	**–**	–	**–**	53,298
Fair value of the Group's listed investments *(Note (b))*	**299,722**	541,834	**161,999**	274,105	**N/A**	N/A

Note:

(a) The financial information in 2018 presented above is based on the results for the period from the respective date when Healthway and TIH became associates of the Group to 31 March 2018. TIH's comparative amounts have been restated as if the accounting for the acquisition of the associate had been completed during the year ended 31 March 2018.

(b) Based on the quoted market price as at 31 March (Level 1 in the fair value hierarchy).

Notes to the Financial Statements *(continued)*

21. INTERESTS IN ASSOCIATES *(continued)*

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

	2019 HK$'000	2018 HK$'000
Share of the associates' profit and total comprehensive income for the year	**2,229**	2,498
Aggregate carrying amount of the Group's interests in the associates	**27,030**	27,042

22. INTERESTS IN JOINT VENTURES

	2019 HK$'000	2018 HK$'000
Share of net assets	**7,807,081**	8,102,309
Due from joint ventures	**2,729,052**	2,618,461
	10,536,133	10,720,770
Provisions for impairment losses	**(11,393)**	(11,352)
	10,524,740	10,709,418

As at 31 March 2019, the amounts due from joint ventures included balances of HK$2,440,301,000 (2018 — HK$2,466,880,000), which are unsecured, bear interest at rates ranging from nil to 2.25% per annum (2018 — nil to 2.25% per annum) and are repayable on demand. The balance also included a loan of HK$138,970,000 (2018 — Nil), which is unsecured, bears interest at 7% per annum and is repayable when the resources of the joint venture permit. The remaining balances with the joint ventures are unsecured, interest-free and repayable on demand. In the opinion of the Directors, these balances are unlikely to be repaid in the foreseeable future and are considered as part of the Group's net investments in the joint ventures.

As at 31 March 2018, the Group's trade payable balance with a joint venture is disclosed in Note 32 to the financial statements.

Details of the principal joint ventures are set out on pages 219 and 220.

LAAPL is considered a material joint venture of the Group and is accounted for using the equity method. LAAPL is a joint venture set up to hold the controlling stake in OUE Limited ("OUE", together with its subsidiaries, the "OUE Group"), a listed company in Singapore. OUE is principally engaged in developing and managing assets across the commercial, hospitality, retail, residential and healthcare sectors. Certain bank facilities under LAAPL were secured by certain listed shares held under it. The Directors assessed whether there is any indication that the carrying amount of interest in the joint venture may be impaired and the recoverable amount of the joint venture is estimated based on a value in use calculation. The Directors considered no impairment loss was necessary for the year ended 31 March 2019 (2018 — Nil).

Notes to the Financial Statements *(continued)*

22. INTERESTS IN JOINT VENTURES *(continued)*

The following table illustrates the summarised consolidated financial information of LAAPL, adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

	2019 HK$'000	2018 HK$'000
Non-current assets	**50,767,032**	50,885,943
Cash and cash equivalents	**2,898,126**	2,434,147
Other current assets	**6,178,188**	7,207,503
Current assets	**9,076,314**	9,641,650
Financial liabilities, excluding trade and other payables	**(5,865,954)**	(11,842,827)
Other current liabilities	**(2,129,621)**	(2,446,167)
Current liabilities	**(7,995,575)**	(14,288,994)
Non-current financial liabilities, excluding trade and other payables and provisions	**(24,928,839)**	(19,885,637)
Other non-current liabilities	**(1,281,898)**	(1,592,717)
Non-current liabilities	**(26,210,737)**	(21,478,354)
Net assets	**25,637,034**	24,760,245
Reconciliation to the Group's interest in the joint venture:		
Net assets	**25,637,034**	24,760,245
Less: Non-controlling interests	**(17,345,127)**	(16,215,320)
Net assets attributable to equity holders of the joint venture	**8,291,907**	8,544,925
Group's share of net assets of the joint venture	**7,817,304**	8,055,844
Due from the joint venture	**2,440,301**	2,466,880
Adjustment of unrealised gain	**(12,954)**	(12,954)
Carrying amount of the investment	**10,244,651**	10,509,770
Revenue	**3,894,491**	4,230,921
Interest income	**44,779**	45,365
Depreciation and amortisation	**(168,869)**	(182,956)
Interest expenses	**(988,516)**	(981,277)
Tax	**(270,247)**	(178,461)
Profit/(Loss) for the year attributable to equity holders of the joint venture	**(118,548)**	168,195
Other comprehensive income/(loss) for the year attributable to equity holders of the joint venture	**(194,742)**	789,695
Total comprehensive income/(loss) for the year attributable to equity holders of the joint venture	**(313,290)**	957,890

Notes to the Financial Statements *(continued)*

22. INTERESTS IN JOINT VENTURES *(continued)*

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

	2019 HK$'000	2018 HK$'000
Share of the joint ventures' loss for the year	**(78,997)**	(24,541)
Share of the joint ventures' other comprehensive loss for the year	**(83)**	(280)
Share of the joint ventures' total comprehensive loss for the year	**(79,080)**	(24,821)
Aggregate carrying amount of the Group's interests in the joint ventures	**280,089**	199,648

As at 31 March 2019, the Group's share of joint ventures' own capital commitment amounted to HK$107,645,000 (2018 — HK$110,010,000).

Under the terms of Macau banking legislation, The Macau Chinese Bank Limited ("MCB", a joint venture of the Company) is required to transfer to a legal reserve an amount equal to a minimum of 20% of its annual profit after tax until the amount of the reserve is equal to 50% of its issued and fully paid up share capital. Thereafter, transfers must continue at a minimum annual rate of 10% of its annual profit after tax until the reserve is equal to MCB's issued and fully paid up share capital. This reserve is only distributable in accordance with certain limited circumstances prescribed by statute. As at 31 March 2019, the balance of interests in joint ventures included the share of such legal reserve of HK$6,620,000 (2018 — HK$5,059,000). Besides, in order to comply with the requirements of the Monetary Authority of Macao ("AMCM") to maintain impairment allowances in excess of MCB's collective impairment allowances, a portion of the retained profits is earmarked as a regulatory reserve, which is not distributable to MCB's shareholders under the AMCM's requirements. As at 31 March 2019, the balance of interests in joint ventures did not contain the share of such regulatory reserve (2018 — HK$4,953,000).

As at 31 March 2019, the Group's share of contingent liabilities relating to MCB amounted to HK$47,937,000 (2018 — HK$21,176,000), comprising share of guarantees and other endorsements of HK$47,727,000 (2018 — HK$16,124,000) and share of liabilities under letters of credit on behalf of customers of HK$210,000 (2018 — HK$5,052,000).

Notes to the Financial Statements *(continued)*

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/ AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2019 HK$'000	2018 HK$'000
Financial assets at fair value through other comprehensive income		
Equity securities	**356,513**	–
Available-for-sale financial assets		
Financial assets stated at fair value:		
Equity securities	–	38,604
Debt securities	–	20,937
Investment funds	–	145,090
	–	204,631
Financial assets stated at cost:		
Equity securities	–	306,640
Investment funds	–	162,654
	–	469,294
Provisions for impairment losses	–	(277,697)
	–	191,597
	–	396,228

The Group has designated certain equity securities as financial assets at fair value through other comprehensive income at 1 April 2018 or acquisition date as the Group considers these equity securities to be strategic in nature.

During the year ended 31 March 2019, the Group sold certain equity securities at fair value through other comprehensive income as these investments no longer coincided with the Group's investment strategy. The fair value on the date of sale was HK$35,776,000 and the net accumulated loss recognised in other comprehensive income was HK$11,370,000. Net accumulated loss attributable to equity holders of the Company of HK$7,997,000 was transferred from fair value reserve of financial assets at FVOCI to retained profits upon disposal.

During the year ended 31 March 2019, the Group recognised dividend income of HK$1,351,000 from investments derecognised during the reporting period and HK$16,000 from those related to investments held at the end of the reporting period. Such dividend income is included in "Revenue" in the consolidated statement of profit or loss.

Notes to the Financial Statements *(continued)*

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/ AVAILABLE-FOR-SALE FINANCIAL ASSETS *(continued)*

As at 31 March 2018, the available-for-sale financial assets consisted of investments in equity securities and investment funds which had no fixed maturity date or coupon rate and the debt securities which were non-interest bearing. Certain available-for-sale financial assets issued by private entities were measured at cost less impairment as at 31 March 2018 because the range of reasonable fair value estimates was so significant that the Directors were of the opinion that their fair values could not be measured reliably.

During the year ended 31 March 2018, the gross gain in respect of the Group's available-for-sale financial assets recognised in consolidated other comprehensive income amounted to HK$19,099,000, of which gains of HK$2,436,000 and HK$12,919,000 were reclassified from consolidated other comprehensive income to the consolidated statement of profit or loss for the year upon disposal and derecognition, respectively.

During the year ended 31 March 2018, the Directors reviewed the carrying amount of available-for-sale financial assets with reference to their business performances prepared by the investees' management. Impairment loss of HK$23,895,000 had been charged to the consolidated statement of profit or loss for the year ended 31 March 2018.

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2019 HK$'000	2018 HK$'000
Held for trading:		
Equity securities	**580,988**	808,562
Debt securities	**–**	195,965
Investment funds	**7,024**	364,694
	588,012	1,369,221
Other financial assets mandatorily classified at fair value through profit or loss:		
Debt securities	**23,001**	–
Investment funds	**369,494**	–
	392,495	–
Designated as such upon initial recognition:		
Equity linked notes *(Note)*	**–**	376,407
	980,507	1,745,628
Analysed for reporting purpose as:		
Current assets	**588,148**	1,745,628
Non-current assets	**392,359**	–
	980,507	1,745,628

Note: In March 2018, the Group subscribed for the equity linked notes (the "ELN") which are linked to the shares of Tencent Holdings Limited listed in Hong Kong. The subscription price of HK$381,927,000 was due and paid on 11 April 2018. The notional amount of the ELN as at 31 March 2018 was HK$390,000,000.

Notes to the Financial Statements *(continued)*

25. OTHER FINANCIAL ASSETS/LIABILITIES

	2019		2018	
	Assets HK$'000	**Liabilities HK$'000**	Assets HK$'000	Liabilities HK$'000
Current portion:				
Derivative financial instruments:				
Forward currency contracts *(Note (a))*	**365**	**–**	–	5,802
Financial liabilities at fair value through profit or loss designated as such upon initial recognition	**–**	**9,770**	–	8,711
	365	**9,770**	–	14,513
Non-current portion:				
Derivative financial instruments:				
Put Option *(Note (b))*	**49,087**	**–**	48,826	–
Interest rate swap *(Note (c))*	**–**	**220**	–	–
	49,087	**220**	48,826	–
	49,452	**9,990**	48,826	14,513

Note:

(a) Forward currency contracts are mainly used to hedge the foreign exchange exposure related to the food businesses operation. The notional amount of the outstanding forward currency contracts as at 31 March 2019 was HK$279,617,000 (2018 — HK$429,467,000).

(b) Pursuant to the amended and restated shareholders agreement for the joint arrangement for investment in MCB, the Group has a put option to sell its remaining 20% interest to the majority shareholder of MCB at any time during the 5 years from 3 November 2017 (the "Put Option"). The right to exercise the Put Option survives any termination or expiry of the shareholders agreement.

(c) The notional amount of the outstanding interest rate swap as at 31 March 2019 was HK$57,904,000 (2018 — Nil).

Notes to the Financial Statements *(continued)*

26. DEBTORS, PREPAYMENTS AND OTHER ASSETS

Trade debtors mainly related to food businesses operation. The balance as at 31 March 2018 also included trade debtors of the LSH Group, which was disposed of in December 2018. Trading terms with customers are either on a cash basis or on credit. For those customers who trade on credit, a credit period is allowed according to relevant business practice. Credit limits are set for customers. The Group seeks to maintain tight control over its outstanding receivables in order to minimise credit risk. Overdue balances are regularly reviewed by senior management.

Included in the balances are trade debtors with an ageing analysis, based on the invoice date and net of loss allowance, as follows:

	2019 HK$'000	2018 HK$'000
Outstanding balances with ages:		
Repayable on demand	**–**	7,928
Within 30 days	**27,405**	250,443
Between 31 and 60 days	**17,244**	65,834
Between 61 and 90 days	**13,382**	45,449
Between 91 and 180 days	**1,696**	25,362
Over 180 days	**–**	102
	59,727	395,118

As at 31 March 2019, the balances of debtors, prepayments and other assets included the promissory note received in connection with the TIH Offer of HK$36,743,000 (2018 — HK$37,956,000), which is unsecured, bears interest at a rate of 2.25% per annum and is repayable on demand. Except for certain receivables from securities broking operation as at 31 March 2018 were interest-bearing, the remaining balances of debtors, prepayments and other assets were non-interest bearing. The Group does not hold any collateral or other credit enhancements over these balances.

Loss allowance for impairment of trade debtors

The movements in the loss allowance for impairment of trade debtors are as follows:

	2019 HK$'000	2018 HK$'000
Balance at beginning of year	**13,306**	11,453
Impairment losses recognised	**2,773**	2,491
Disposal of subsidiaries	**(10,046)**	–
Write-off	**(3,308)**	(1,735)
Exchange adjustments	**(426)**	1,097
Balance at end of year	**2,299**	13,306

Notes to the Financial Statements *(continued)*

26. DEBTORS, PREPAYMENTS AND OTHER ASSETS *(continued)*

Loss allowance for impairment of trade debtors *(continued)*

Impairment under HKFRS 9 for the year ended 31 March 2019

The Group applies the simplified approach to measure the loss allowance at lifetime ECLs for trade debtors. The Group determines the ECLs by using a provision matrix. The provision rates are based on the past due status of the debtors and adjusted for factors specific to the debtors, general economic conditions forecasts and forward-looking information that is available without undue cost or effort. For the year ended 31 March 2019, loss allowance of HK$2,535,000 was charged to the consolidated statement of profit or loss for receivables arising from contracts with customers under food businesses. Besides, loss allowance for the year of HK$238,000 related to receivables arising from contracts with customers of the LSH Group.

Set out below is the information about the credit risk exposure on the Group's trade debtors using a provision matrix:

	Expected credit loss rate	Gross carrying amount HK$'000	Expected credit losses HK$'000
Current	**0%**	**37,034**	**–**
Past due:			
Within 30 days	**0%**	**18,523**	**–**
Between 31 and 90 days	**12.8%**	**4,691**	**602**
Over 90 days	**95.4%**	**1,778**	**1,697**
	3.7%	**62,026**	**2,299**

Impairment under HKAS 39 for the year ended 31 March 2018

Included in the above provision for impairment of trade debtors, which was measured based on incurred credit losses under HKAS 39, as at 31 March 2018 was a provision for individually impaired trade debtors of HK$13,306,000.

As at 31 March 2018, trade debtors of HK$134,442,000 were past due but not impaired under HKAS 39. These related to a number of independent customers that had a good track record with the Group. The ageing analysis of these balances is as follows:

	2018 HK$'000
Outstanding balances with ages:	
Within 30 days	92,027
Between 31 and 60 days	29,166
Between 61 and 90 days	5,557
Between 91 and 180 days	7,597
Over 180 days	95
	134,442

Notes to the Financial Statements *(continued)*

26. DEBTORS, PREPAYMENTS AND OTHER ASSETS *(continued)*

Loss allowance for impairment of financial assets included in other debtors, prepayments and other assets

The movements in the loss allowance for impairment of financial assets included in other debtors, prepayments and other assets are as follows:

	2019 HK$'000	2018 HK$'000
Balance at beginning of year	**17,730**	18,014
Impairment losses recognised	**3,332**	–
Write-off	**(17,018)**	–
Exchange adjustments	**(27)**	(284)
Balance at end of year	**4,017**	17,730

Impairment under HKFRS 9 for the year ended 31 March 2019

The Group assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate, general economic conditions forecasts and forward-looking information that is available without undue cost or effort. Loss allowance as at 1 April 2018 represented lifetime ECLs made for credit-impaired balances. Loss allowance was provided for the year ended 31 March 2019 for credit-impaired receivables with a gross carrying amount of HK$3,332,000.

Impairment under HKAS 39 for the year ended 31 March 2018

Included in the above provision for impairment, which was measured based on incurred credit losses under HKAS 39, as at 31 March 2018 was a provision for individually impaired receivables of HK$17,730,000. The Group did not hold sufficient collateral or other credit enhancements over these balances. As at 31 March 2018, other receivables of HK$5,497,000 were past due but not impaired under HKAS 39. These related to a number of independent counterparties that had a good track record with the Group.

Notes to the Financial Statements *(continued)*

27. PROPERTIES UNDER DEVELOPMENT

	2019 HK$'000	2018 HK$'000
Land and buildings situated outside Hong Kong, at cost:		
Balance at beginning of year	**92,784**	85,366
Additions during the year	**213**	200
Exchange adjustments	**(4,822)**	7,218
Balance at end of year	**88,175**	92,784
Provisions for impairment losses:		
Balance at beginning of year	**(62,204)**	(56,520)
Impairment during the year	**(138)**	(143)
Exchange adjustments	**3,733**	(5,541)
Balance at end of year	**(58,609)**	(62,204)
	29,566	30,580

The properties under development are expected to be recovered in more than twelve months after the end of the reporting period.

28. INVENTORIES

	2019 HK$'000	2018 HK$'000
Raw materials and stores	**7,290**	17,216
Finished goods and goods for sale	**4,059**	285,190
	11,349	302,406

Notes to the Financial Statements *(continued)*

29. LOANS AND ADVANCES

The loans and advances to customers of the Group bear interest at rates ranging from 3.0% to 5.0% per annum (2018 — rates ranging from 1.7% to 8.0% per annum). Certain loans and advances are secured by client's assets being held as collateral with a carrying amount of HK$34,679,000 (2018 — HK$124,755,000).

The movements in the loss allowance for impairment of loans and advances are as follows:

	2019 HK$'000	2018 HK$'000
Balance at beginning of year	**223,365**	226,504
Impairment losses recognised	**–**	15,801
Impairment losses reversed	**–**	(21,475)
Disposal of subsidiaries	**(207)**	–
Exchange adjustments	**–**	2,535
Balance at end of year	**223,158**	223,365

Impairment under HKFRS 9 for the year ended 31 March 2019
The Group assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate, general economic conditions forecasts and forward-looking information that is available without undue cost or effort. Loss allowance as at 1 April 2018 represented lifetime ECLs made for credit-impaired balances mainly arising from money lending and mineral exploration and extraction businesses. Certain loans and advances are secured by client's asset being held as collateral with no significant changes in the quality of the collateral. Loss allowance for such loans and advances is considered as negligible. There has been no significant increase in the credit risk since the initial recognition of the remaining balances, additional ECLs required for the year is minimal.

Impairment under HKAS 39 for the year ended 31 March 2018
Impairment was measured based on incurred credit losses under HKAS 39 as at 31 March 2018. The overdue or impaired balances related to securities broking, money lending and mineral exploration and extraction businesses. Except for the overdue or impaired balances, the balances were neither overdue nor impaired and are related to a range of customers for whom there was no recent history of default.

30. RESTRICTED CASH

As at 31 March 2019, restricted cash balances with a carrying amount of HK$52,516,000 (2018 — HK$53,846,000) were placed in a bank account of a subsidiary of the Company which is solely earmarked to satisfy the principal and interest repayment for the unsecured notes (other than those held by the joint offeror and other concert parties of the TIH Offer). Details of the unsecured notes are set out in Note 31(c) to the financial statements.

Except for the above, the restricted cash balances also included bank deposits pledged to secure banking facilities made available to the Group and as securities for bankers' guarantees issued in relation to the food businesses segment as set out in Notes 31 and 41 to the financial statements, respectively.

Notes to the Financial Statements *(continued)*

31. BANK AND OTHER BORROWINGS

	2019 HK$'000	2018 HK$'000
Current portion:		
Bank loans:		
Secured *(Note (a))*	**658,611**	682,836
Unsecured	**470,524**	38,928
Other borrowings:		
Unsecured other loan *(Note (b))*	**160,000**	–
Obligations under finance leases *(Note (d))*	**197**	502
	1,289,332	722,266
Non-current portion:		
Bank loans:		
Secured *(Note (a))*	**663,161**	801,316
Unsecured	**490,000**	481,667
Other borrowings:		
Unsecured other loan *(Note (b))*	**–**	180,000
Unsecured notes *(Note (c))*	**285,328**	294,750
Obligations under finance leases *(Note (d))*	**179**	861
	1,438,668	1,758,594
	2,728,000	2,480,860
Bank and other borrowings by currency:		
Hong Kong dollar	**2,218,439**	2,145,819
Singapore dollar	**509,561**	296,113
Malaysian Ringgit	**–**	38,928
	2,728,000	2,480,860
Bank loans repayable:		
Within one year	**1,129,135**	721,764
In the second year	**663,161**	139,340
In the third to fifth years, inclusive	**490,000**	1,143,643
	2,282,296	2,004,747
Other borrowings repayable:		
Within one year	**160,197**	502
In the second year	**285,507**	180,502
In the third to fifth years, inclusive	**–**	295,109
	445,704	476,113

The Group's bank loans bear interest at floating rates ranging from 2.5% to 5.1% (2018 — 1.8% to 4.3%) per annum.

Notes to the Financial Statements *(continued)*

31. BANK AND OTHER BORROWINGS *(continued)*

Note:

(a) At the end of the reporting period, the bank loans were secured by:

(i) shares in certain listed subsidiaries of the Group with market value of HK$2,678,912,000 (2018 — HK$2,935,762,000) and

(ii) first legal mortgages over certain investment properties and land and buildings of the Group with carrying amounts of HK$359,100,000 (2018 — HK$323,300,000) and HK$773,037,000 (2018 — HK$809,626,000), respectively.

As at 31 March 2018, the bank loans were also secured by bank deposits with a carrying amount of HK$1,005,000.

(b) The Group's other loans represent unsecured loans advanced from Lippo Capital Limited, a holding company of the Company, which bears interest at a rate of 4% (2018 — 4%) per annum.

(c) The unsecured notes were issued in connection with the TIH Offer at a rate of 2.25% per annum. The unsecured notes are redeemable at par on their respective maturity dates in January and February 2021.

(d) The Group has obligations under finance leases for certain fixed assets. The implicit average interest rate in the leases ranges from 2.5% to 2.6% (2018 — 2.5% to 2.6%) per annum. At the end of the reporting period, the obligations under finance leases were secured by rights to certain leased fixed assets of the Group with a carrying amount of HK$623,000 (2018 — HK$1,824,000).

Future minimum lease payments under finance leases together with the present value of the net minimum lease payments are as follows:

	2019		2018	
	Present value of minimum lease payments HK$'000	**Minimum lease payments HK$'000**	Present value of minimum lease payments HK$'000	Minimum lease payments HK$'000
Within one year	**197**	**226**	502	574
In the second year	**179**	**208**	502	574
In the third to fifth years, inclusive	**–**	**–**	359	419
	376	**434**	1,363	1,567
Future finance charges		**(58)**		(204)
		376		1,363

Notes to the Financial Statements *(continued)*

32. CREDITORS, ACCRUALS AND OTHER LIABILITIES

Included in the balances are trade creditors with an ageing analysis, based on the invoice date, as follows:

	2019 HK$'000	2018 HK$'000
Outstanding balances with ages:		
Repayable on demand	**–**	267,135
Within 30 days	**47,597**	692,219
Between 31 and 60 days	**10,180**	60,031
Between 61 and 90 days	**625**	13,070
Between 91 and 180 days	**828**	14,212
Over 180 days	**313**	407
	59,543	1,047,074

As at 31 March 2019, trade creditors mainly related to food businesses operation. The balances of creditors were non-interest bearing and were generally settled on their normal trade terms.

The balance as at 31 March 2018 included payables for settlement of various securities investments of HK$460,970,000 which had been settled within 30 days after the end of the reporting period. Besides, the outstanding trade creditors as at 31 March 2018 included payables related to cash balances held on trust for the customers in respect of the Group's securities broking operation carried out by the LSH Group of HK$306,366,000. As at 31 March 2018, total client trust bank balances amounted to HK$300,909,000. Except for these client payables which were interest-bearing, the balances of creditors were non-interest bearing.

As at 31 March 2018, included in the trade creditors was an amount of HK$5,272,000 due to a joint venture of the Group. The balance was unsecured, non-interest bearing and repayable within normal trade credit terms.

Notes to the Financial Statements *(continued)*

33. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

	Depreciation allowance in excess of related depreciation HK$'000	Revaluation of properties HK$'000	Tax losses HK$'000	Provision and accruals HK$'000	Indefinite life intangible assets HK$'000	Others HK$'000	Total HK$'000
2019							
At 1 April 2018	**9,951**	**43,421**	**(1,026)**	**(9,037)**	**16,940**	**3,395**	**63,644**
Deferred tax charged/(credited) to the statement of profit or loss during the year *(Note 13)*	**(2,291)**	**1,746**	**935**	**(98)**	**–**	**(1,506)**	**(1,214)**
Disposal of subsidiaries *(Note 38)*	**–**	**–**	**–**	**7,754**	**–**	**–**	**7,754**
Exchange adjustments	**(137)**	**(3,862)**	**–**	**(147)**	**(541)**	**(149)**	**(4,836)**
At 31 March 2019	**7,523**	**41,305**	**(91)**	**(1,528)**	**16,399**	**1,740**	**65,348**
2018							
At 1 April 2017	8,585	38,499	(626)	(5,882)	15,737	8,216	64,529
Deferred tax charged/(credited) to the statement of profit or loss during the year *(Note 13)*	1,128	(773)	(400)	(2,280)	–	(5,333)	(7,658)
Exchange adjustments	238	5,695	–	(875)	1,203	512	6,773
At 31 March 2018	9,951	43,421	(1,026)	(9,037)	16,940	3,395	63,644

The following is the analysis of the deferred tax balances of the Group for financial reporting purpose:

	2019 HK$'000	2018 HK$'000
Deferred tax assets	**(845)**	(8,326)
Deferred tax liabilities	**66,193**	71,970
Net deferred tax liabilities	**65,348**	63,644

Notes to the Financial Statements *(continued)*

33. DEFERRED TAX *(continued)*

The Group has tax losses of HK$1,420,633,000 (2018 — HK$1,496,943,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose, except for tax losses of HK$43,296,000 (2018 — HK$40,786,000) which will expire in one to five years (2018 — one to five years). Deferred tax assets have not been recognised in respect of these tax losses as it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

The Group also has unrecognised deferred tax assets in respect of unabsorbed capital allowances of HK$3,555,000 (2018 — HK$2,644,000) available for offset future taxable income, subject to compliance with the relevant rules and procedures and agreement of the respective tax authorities. The Group did not recognise those deferred tax assets as it is not probable that taxable profits will be available against which the unabsorbed capital allowances can be utilised.

Pursuant to the People's Republic of China Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in mainland China. The requirement became effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between mainland China and the jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in mainland China in respect of earnings generated from 1 January 2008.

As at 31 March 2019, except for withholding tax provided for under deferred tax liabilities, there were no significant unrecognised deferred tax liabilities (2018 — Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries, associates or joint ventures as the Group has no liability to additional tax should such amounts be remitted.

There are no income tax consequences attaching to the payments of dividends of the Company to its shareholders.

34. SHARE CAPITAL

	2019 HK$'000	2018 HK$'000
Issued and fully paid:		
493,154,032 (2018 — 493,154,032) ordinary shares	**986,598**	986,598

In accordance with section 135 of the Hong Kong Companies Ordinance (Cap. 622), the ordinary shares of the Company have no par value.

There was no movement in share capital during the years ended 31 March 2019 and 2018.

Notes to the Financial Statements *(continued)*

35. SHARE OPTION SCHEME

A share option scheme of Asia Now Resources Corp. ("Asia Now", a subsidiary of the Company) (the "ANR Share Option Scheme"), which was approved by the shareholders of Asia Now, Lippo China Resources Limited ("LCR", a listed subsidiary of the Company) and the Company, was adopted on 11 September 2014 (the "ANR Adoption Date"). Pursuant to the ANR Share Option Scheme, the board of directors of Asia Now (the "ANR Board") was entitled at any time to offer to grant an option to subscribe for common shares in the capital of Asia Now (the "ANR Shares") to any eligible person including director or senior officer of Asia Now, and employee (the "ANR Eligible Employee") and consultant of Asia Now and its subsidiaries (together, the "ANR Eligible Person") whom the ANR Board might, in its absolute discretion, select and subject to such conditions as it might think fit. The purpose of the ANR Share Option Scheme was to provide ANR Eligible Persons with the opportunity to acquire proprietary interests in Asia Now and to encourage ANR Eligible Persons to work towards enhancing the value of Asia Now and its shares for the benefit of Asia Now and its shareholders as a whole. The ANR Share Option Scheme was valid and effective for the period of ten years commencing on the ANR Adoption Date. Under the rules of the ANR Share Option Scheme, no further options should be granted on and after the tenth anniversary of the ANR Adoption Date. The options could be exercised at any time during the period commencing on the date of grant and ending on the date of expiry which date should not be later than the day last preceding the tenth anniversary of the date of grant. No option might be exercised by an ANR Eligible Employee until such ANR Eligible Employee had been in continuous employment with Asia Now or its subsidiary or had been appointed as a director for a period of one calendar year from the date of such ANR Eligible Employee's commencement of employment with or appointment by Asia Now or its subsidiary. In respect of an ANR Eligible Person who was not an ANR Eligible Employee, the ANR Board might in its absolute discretion specify such minimum period for which an option must be held before such option could be exercised. In respect of an ANR Eligible Person (whether or not an ANR Eligible Employee), the ANR Board might in its absolute discretion make the exercise of an option conditional on the achievement of minimum performance target(s). No grantee of option was required to pay for the grant of the relevant option.

The overall limit on the number of ANR Shares which might be issued upon exercise of all outstanding options granted and yet to be exercised under the ANR Share Option Scheme and other share option schemes must not exceed 20% of the ANR Shares in issue on the ANR Adoption Date. The maximum number of ANR Shares in respect of which options might be granted under the ANR Share Option Scheme should not (when aggregated with any ANR Shares subject to grants made after the ANR Adoption Date pursuant to any other share option scheme(s) of Asia Now) exceed 10% of the issued share capital of Asia Now on the ANR Adoption Date (the "ANR Scheme Mandate Limit"). The ANR Scheme Mandate Limit might be renewed at any time subject to prior approval of the Toronto Stock Exchange (as defined below) and shareholders of Asia Now and its relevant holding companies but in any event should not exceed 10% of the issued share capital of Asia Now as at the date of approval of the renewal of the ANR Scheme Mandate Limit. A maximum of 11,332,079 ANR Shares, representing approximately 10% of Asia Now's issued share capital, were reserved for issuance upon exercise of options granted under the ANR Share Option Scheme. The total number of ANR Shares issued and to be issued upon exercise of options granted and to be granted under the ANR Share Option Scheme to any single ANR Eligible Person, whether or not already a grantee, in any 12-month period should be subject to a limit that it should not exceed 1% of the ANR Shares in issue at the relevant time. The exercise price for the ANR Shares under the ANR Share Option Scheme should be determined by the ANR Board in its absolute discretion but in any event should not be less than the highest of (i) the closing price of the ANR Shares on the date of grant of the option, as stated in the daily quotations sheets of the TSX Venture Exchange of Canada ("TSXVE") or the Toronto Stock Exchange, as applicable, being the stock exchange on which the ANR Shares were primarily listed (the "Toronto Stock Exchange"); (ii) the average closing price of the ANR Shares for the five trading days immediately preceding the date of grant of the option, as stated in the daily quotations sheets of the Toronto Stock Exchange; and (iii) the floor price which meant the last closing price of the ANR Shares on the Toronto Stock Exchange before the date the option was granted less the following maximum discounts based on closing price (and subject, notwithstanding the application of any such maximum discount, to a minimum price per share of C$0.05):

Notes to the Financial Statements *(continued)*

35. SHARE OPTION SCHEME *(continued)*

Closing Price	Discount
Up to C$0.50	25%
C$0.51 to C$2.00	20%
Above C$2.00	15%

As at the beginning and end of the year, there were no outstanding options granted under the ANR Share Option Scheme to subscribe for ANR Shares. No option of Asia Now was granted, exercised, cancelled or lapsed under the ANR Share Option Scheme during the year.

Following the entering into receivership in August 2015, the listing of Asia Now was transferred from TSXVE to NEX, a separate board of TSXVE which provides a trading forum for listed companies in Canada that have fallen below TSXVE's ongoing financial listing standards. The receivership of Asia Now was completed in April 2016. ANR Shares were subsequently delisted from NEX.

36. RESERVES

The amounts of the Group's reserves and movements therein for the current and the prior years are presented in the consolidated statement of changes in equity on pages 90 and 91.

Included in the retained profits of the Group as at 31 March 2019 was an amount of final dividend for the year then ended of HK$24,658,000 (2018 — HK$24,658,000) proposed after the end of the reporting period.

Note:

(a) Special capital reserve
Pursuant to a special resolution passed at an extraordinary general meeting of the Company on 23 December 1998 and the subsequent confirmation by the court on 26 January 1999, the then entire amount standing to the credit of the share capital account of the Company of approximately HK$1,709,202,000 was cancelled on 27 January 1999 (the "Cancellation"). The credit arising from the Cancellation was transferred to a special capital reserve account.

(b) Hedging reserve
The hedging reserve relates to the Group's share of the hedging reserve under joint ventures.

Notes to the Financial Statements *(continued)*

37. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Hongkong Chinese Limited ("HKC") and LCR are considered as subsidiaries that have material non-controlling interests. Details of the Group's subsidiaries that have material non-controlling interests are set out below:

	2019	2018
Percentage of ownership interest held by non-controlling interests:		
HKC	**26.1%**	28.4%
LCR	**25.0%**	25.0%

	2019 **HK$'000**	2018 HK$'000
Profit for the year allocated to non-controlling interests:		
HKC	**2,819**	110,247
LCR *(Note)*	**544,376**	37,733
Dividends paid to non-controlling interests:		
HKC	**11,364**	27,481
LCR	**30,537**	114,656
Accumulated balances of non-controlling interests at the end of the reporting period:		
HKC	**2,866,401**	3,215,922
LCR *(Note)*	**2,134,516**	1,628,698

Note: The amounts for 2018 were restated following the completion of purchase price allocation review in respect of the acquisition of equity interest of the Group's associate. Further details are disclosed in Note 49(b) to the financial statements.

Notes to the Financial Statements *(continued)*

37. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS *(continued)*

The following tables illustrate the summarised consolidated financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

	HKC	
	2019	2018
	HK$'000	HK$'000 (Restated)
Continuing operations		
Revenue	**71,155**	101,144
Gain on disposal of interests in a joint venture	**–**	113,905
Share of results of joint ventures	**(101,294)**	177,251
Total expenses	**(105,543)**	(55,123)
Profit/(Loss) for the year from continuing operations	**(135,682)**	337,177
Profit/(Loss) for the year from discontinued operation	**145,677**	(11,134)
Profit for the year	**9,995**	326,043
Total comprehensive income/(loss) for the year	**(210,998)**	1,136,382
Current assets	**654,407**	1,032,915
Non-current assets	**11,131,959**	11,225,489
Current liabilities	**(336,769)**	(530,491)
Non-current liabilities	**(505,379)**	(496,901)
Net cash flows from/(used in) operating activities	**(61,615)**	18,265
Net cash flows from/(used in) investing activities	**(152,395)**	25,662
Net cash flows from/(used in) financing activities	**189,586**	(63,484)
Net decrease in cash and cash equivalents	**(24,424)**	(19,557)

	LCR	
	2019	2018
	HK$'000	HK$'000 (Restated)
Revenue	**2,484,874**	2,400,637
Total expenses	**(1,996,415)**	(2,450,144)
Profit/(Loss) for the year	**488,459**	(49,507)
Total comprehensive income for the year	**521,330**	176,027
Current assets	**3,301,642**	3,919,156
Non-current assets	**3,581,611**	3,353,147
Current liabilities	**(1,152,384)**	(1,887,409)
Non-current liabilities	**(759,890)**	(822,158)
Net cash flows from/(used in) operating activities	**471,726**	(353,926)
Net cash flows from/(used in) investing activities	**757,719**	(641,907)
Net cash flows from/(used in) financing activities	**(151,050)**	591,447
Net increase/(decrease) in cash and cash equivalents	**1,078,395**	(404,386)

Notes to the Financial Statements *(continued)*

38. DISPOSAL OF SUBSIDIARIES

For the year ended 31 March 2019, the Group completed the disposal of the LSH Group, which is regarded as the discontinued operation (Note 14). Besides, the Group completed the disposal of certain subsidiaries under the food businesses during the year. The total net assets disposed of were as follows:

	2019 HK$'000	2018 HK$'000
Net assets disposed of:		
Intangible assets	**14,388**	–
Fixed assets	**19,158**	79
Deferred tax assets	**7,754**	–
Properties under development	**–**	203,832
Inventories	**255,558**	–
Loans and advances	**7,861**	–
Debtors, prepayments and other assets	**306,007**	–
Tax recoverable	**3,851**	–
Client trust bank balances	**217,350**	–
Restricted cash	**1,010**	–
Cash and cash equivalents	**238,246**	338
Bank and other borrowings	**(56,471)**	–
Creditors, accruals and other liabilities	**(501,623)**	(338)
Tax payable	**(5,156)**	–
	507,933	203,911
Release of cumulative exchange differences on translation of foreign operations	**26,228**	13,155
	534,161	217,066
Gain/(Loss) on disposal of subsidiaries:		
Continuing operations	**873,928**	(14,560)
Discontinued operation *(Note 14)*	**153,255**	–
	1,561,344	202,506
Satisfied by:		
Cash	**1,561,344**	182,091
Other receivables	**–**	20,415
	1,561,344	202,506

Notes to the Financial Statements *(continued)*

38. DISPOSAL OF SUBSIDIARIES *(continued)*

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	2019 HK$'000	2018 HK$'000
Cash consideration	**1,561,344**	182,091
Cash and cash equivalents disposed of	**(238,246)**	(338)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	**1,323,098**	181,753

39. CHANGES IN NON-CONTROLLING INTERESTS WITHOUT CHANGE IN CONTROL

Major changes in non-controlling interests are as follows:

2019

During the year, the Company acquired an aggregate of 47,634,000 shares in HKC from third party investors at an aggregate consideration of HK$62,067,000. As a result, the Group's effective interest in HKC was increased from approximately 71.57% as at 31 March 2018 to approximately 73.95% as at 31 March 2019. The Group recognised a decrease in non-controlling interests of HK$248,910,000 and an increase in retained profits of HK$186,843,000.

2018

(a) During the year, the Company acquired an aggregate of 114,373,650 shares in HKC from third party investors at an aggregate consideration of HK$148,686,000. As a result, the Group's effective interest in HKC was increased from approximately 65.84% as at 31 March 2017 to approximately 71.57% as at 31 March 2018.

(b) During the year, the Company acquired an aggregate of 220,215,000 shares in LCR from third party investors at an aggregate consideration of HK$52,852,000. As a result, the Group's effective interest in LCR was increased from approximately 72.60% as at 31 March 2017 to approximately 74.99% as at 31 March 2018.

(c) The cash offer for the issued and paid-up ordinary shares in the capital of Auric Pacific Group Limited ("Auric", a subsidiary of the Company) (the "Auric Offer") by Silver Creek Capital Pte. Ltd., of which Dr. Stephen Riady, an executive Director of the Company, is a majority shareholder, closed on 7 April 2017. Auric was subsequently delisted from the Mainboard of Singapore Exchange Securities Trading Limited (the "SGX-ST") on 17 April 2017. The Auric Offer did not extend to the Group. In July 2017, Auric announced that it proposed to cancel all the shares in Auric held by its non-controlling shareholders, representing approximately 2% of all the then outstanding Auric's shares in issue, by way of a selective capital reduction exercise in consideration of S$1.65 per share (the "Selective Capital Reduction") in cash amounting to a total of approximately HK$24,588,000. The Selective Capital Reduction became effective on 16 November 2017 and the Group's equity interest in Auric was increased from 49.28% to 50.30%.

As result of the above transactions, the Group recognised a decrease in non-controlling interests of HK$740,104,000 and an increase in retained profits of HK$513,978,000 as at 31 March 2018.

Notes to the Financial Statements *(continued)*

40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of profit/(loss) before tax to cash generated from/(used in) operations

	Note	2019 HK$'000	2018 HK$'000 (Restated)
Profit/(Loss) before tax:			
From continuing operations		**306,777**	281,521
From discontinued operation		**145,666**	(11,445)
Adjustments for:			
Share of results of associates		**3,430**	15,120
Share of results of joint ventures		**190,738**	(133,997)
Loss/(Gain) on disposal of:			
Fixed assets	7	**2,398**	(21,708)
Subsidiaries	38	**(1,027,183)**	14,560
Joint ventures		**–**	(159,576)
A joint operation	7	**–**	105
An associate	7	**(5)**	–
Available-for-sale financial assets	7	**–**	(7,767)
Gain on deemed disposal of an associate	7	**–**	(4,859)
Gain on derecognition of available-for-sale financial assets	7	**–**	(12,919)
Provisions/(Write-back of provisions) for impairment losses on:			
Intangible assets	7	**10,681**	–
Fixed assets	7	**(1,480)**	(13,227)
An associate	7	**22,698**	–
Joint ventures	7	**41**	(465)
Available-for-sale financial assets	7	**–**	23,895
Properties under development	7	**138**	143
Properties held for sale	7	**(196)**	(195)
Inventories	7	**8,158**	7,774
Loans and receivables		**6,105**	(3,183)
Fixed assets written off	7	**6,720**	3,582
Realised translation losses/(gains) reclassified to the statement of profit or loss relating to:			
Liquidation of foreign operations	7	**(12,142)**	14,805
Settlement of intercompany dividend	7	**–**	10,054
Net fair value loss on financial instruments at fair value through profit or loss		**186,012**	15,561
Net fair value gain on investment properties		**(30,062)**	(75,127)
Finance costs		**90,169**	66,680
Interest income		**(79,109)**	(67,073)
Dividend income	5	**(26,736)**	(24,943)
Depreciation	19	**77,332**	74,799
Amortisation of intangible assets	8	**–**	104
		(119,850)	(7,781)
Decrease in properties held for sale		**1,265**	10,004
Increase in properties under development		**(213)**	(200)
Decrease/(Increase) in inventories		**27,739**	(54,660)
Increase in loans and advances		**(70,659)**	(2,102)
Increase in debtors, prepayments and other assets		**(21,350)**	(16,955)
Decrease/(Increase) in financial instruments at fair value through profit or loss		**928,238**	(772,748)
Decrease in client trust bank balances		**83,663**	553,472
Decrease in assets classified as held for sale		**–**	173
Decrease in creditors, accruals and other liabilities		**(458,159)**	(64,584)
Increase/(Decrease) in other financial liabilities		**(619)**	834
Decrease in liabilities classified as held for sale		**–**	(55)
Cash generated from/(used in) operations		**370,055**	(354,602)

Notes to the Financial Statements *(continued)*

40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

(b) Major non-cash transactions

Save as disclosed elsewhere in the financial statements, the Group had the following major non-cash transactions:

(i) During the year ended 31 March 2018, the deposits received in the prior financial year for the disposal of interests in MCB of HK$270,630,000 were derecognised upon completion.

(ii) During the year ended 31 March 2018, the Group acquired equity interests in Healthway in various tranches. Available-for-sale financial assets and financial assets at fair value through profit or loss with carrying amounts of HK$388,082,000 and HK$40,204,000, respectively, were reclassified to interests in associates upon completion of the voluntary conditional cash offer in May 2017.

(iii) During the year ended 31 March 2018, the Group issued unsecured notes of HK$294,750,000 and received the promissory note of HK$37,956,000 in connection with the TIH Offer.

(c) Changes in liabilities arising from financing activities

	Bank and other borrowings HK$'000	Interest payable HK$'000	Total HK$'000
At 1 April 2018	**2,480,860**	**1,533**	**2,482,393**
Changes from financing cash flows:			
Finance costs paid	**–**	**(82,025)**	**(82,025)**
Drawdown of bank and other borrowings	**1,423,065**	**–**	**1,423,065**
Repayment of bank and other borrowings	**(1,115,934)**	**–**	**(1,115,934)**
Repayment of obligations under finance leases	**(1,060)**	**–**	**(1,060)**
Total changes from financing cash flows	**306,071**	**(82,025)**	**224,046**
Disposal of subsidiaries *(Note 38)*	**(56,471)**	**–**	**(56,471)**
Exchange adjustments	**(10,195)**	**(4)**	**(10,199)**
Finance costs charged to the statement of profit or loss	**7,735**	**82,434**	**90,169**
At 31 March 2019	**2,728,000**	**1,938**	**2,729,938**
At 1 April 2017	2,018,395	4,435	2,022,830
Changes from financing cash flows:			
Finance costs paid	(7,580)	(62,804)	(70,384)
Drawdown of bank and other borrowings	2,317,221	–	2,317,221
Repayment of bank and other borrowings	(2,149,567)	–	(2,149,567)
Repayment of obligations under finance leases	(574)	–	(574)
Total changes from financing cash flows	159,500	(62,804)	96,696
Issuance of unsecured notes	294,750	–	294,750
Exchange adjustments	1,410	27	1,437
Finance cost charged to the statement of profit or loss	6,805	59,875	66,680
At 31 March 2018	2,480,860	1,533	2,482,393

Notes to the Financial Statements *(continued)*

41. CONTINGENT LIABILITIES

Save as disclosed elsewhere in the financial statements, the Group had the following contingent liabilities at the end of the reporting period:

	2019 HK$'000	2018 HK$'000
Secured bankers' guarantee	**16,981**	20,116
Unsecured bankers' guarantee	**20,355**	14,792
	37,336	34,908

The bankers' guarantees were mainly issued in lieu of rental and utility deposits for the premises used in the food businesses segment. As at 31 March 2019, fixed deposits of approximately HK$7,383,000 (2018 — HK$12,113,000) were pledged to banks as security for secured bankers' guarantees issued.

42. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases certain properties under operating lease arrangements with leases negotiated for terms ranging from one to seven years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the prevailing market condition. Besides, the Group licenses the use of food and beverage stalls within food courts to individual third party tenants and a subsidiary company. Such licences are in general for a period of two to three years and are not cancellable. In the course of a financial year, there may be terminations and renewals of such licences and the Group has accounted for the licence fee in respect of the non-cancellable leases as at the end of the reporting period. Licences that expired and not renewed during the financial year were not accounted for. Some of the leases provide for variable rent. During the year, the contingent rents recognised as income amounted to HK$15,011,000 (2018 — HK$15,663,000).

As at 31 March 2019, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	2019 HK$'000	2018 HK$'000
Within one year	**130,034**	96,345
In the second to fifth years, inclusive	**86,939**	41,630
	216,973	137,975

Notes to the Financial Statements *(continued)*

42. OPERATING LEASE ARRANGEMENTS *(continued)*

(b) As lessee

The Group leases certain properties and vehicles under operating lease agreements which are non-cancellable. The leases expire on various dates until 30 June 2025 and the leases for properties contain the provision for rental adjustments.

As at 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2019 HK$'000	2018 HK$'000
Within one year	**242,389**	179,724
In the second to fifth years, inclusive	**271,033**	121,117
After five years	**5,165**	15,367
	518,587	316,208

43. COMMITMENTS

The Group had the following commitments at the end of the reporting period:

	2019 HK$'000	2018 HK$'000
Commitments in respect of properties, plant and equipment:		
Contracted, but not provided for *(Note (a))*	**111,112**	12,537
Other commitments:		
Contracted, but not provided for *(Note (b))*	**58,916**	88,506
	170,028	101,043

Note:

(a) The balance included the Group's commitments in relation to the construction of a new food factory in Malaysia of HK$109,353,000 (2018 — Nil).

(b) The balance included the Group's commitments for financial assets at fair value through profit or loss of approximately HK$56,416,000 (2018 — available-for-sale financial assets of HK$86,006,000).

Notes to the Financial Statements *(continued)*

44. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in the financial statements, the Group had the following transactions with related parties during the year:

(a) During the year, the Group paid rental expenses (including service charges) of HK$668,000 (2018 — HK$3,564,000) to a joint venture of the Group. The rental was determined by reference to the then prevailing open market rentals. Such lease will expire on 31 December 2019. The Group expects the total future minimum lease payables for the year ending 31 March 2020 to be approximately HK$86,000.

(b) During the year, the Group paid rental expenses (including service charges) of HK$3,609,000 (2018 — HK$3,559,000) to a joint venture of the Group. The rental was determined by reference to the then prevailing open market rentals. Such lease was surrendered on 31 May 2019. The Group expects the total future minimum lease payables for the year ending 31 March 2020 to be approximately HK$543,000.

(c) During the year, the Group paid rental expenses (including service charges) of HK$3,788,000 (2018 — HK$2,810,000) to a joint venture of the Group. The rental was determined by reference to the then prevailing open market rentals. Such lease will expire on 30 June 2020. The Group expects the total future minimum lease payables for the years ending 31 March 2020 and 31 March 2021 to be approximately HK$2,637,000 and HK$659,000, respectively.

(d) During the year, the Group received interest income of HK$52,283,000 (2018 — HK$51,985,000) from joint ventures of the Group.

(e) During the year, Innovation Lab Technology Pte. Ltd. ("Innovation Lab"), a subsidiary of the Company, entered into an assignment agreement with OUELH Medical Assets Pte. Ltd. ("OMA"), a joint venture of the Group, for the assignment to Innovation Lab of all rights, title and interests (including the relevant intellectual property rights) owned by OMA in the assets which mainly consisted of modules and systems developed by OMA and which could be further developed into software products for a consideration of approximately HK$9,200,000.

(f) As at 31 March 2019, the Group had balances with its associates and joint ventures, further details of which are set out in Notes 21 and 22 to the financial statements.

(g) The key management personnel of the Group are its Directors. Details of the Directors' emoluments are disclosed in Note 9 to the financial statements.

The above transactions were not continuing connected transactions or connected transactions as defined under Chapter 14A of the Listing Rules which were subject to the disclosure requirements under the Listing Rules.

Notes to the Financial Statements *(continued)*

45. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

	Financial assets at fair value through profit or loss		Financial assets at fair value through other comprehensive income			
	Held for trading HK$'000	Other mandatorily classified at fair value through profit or loss HK$'000	Equity securities HK$'000	Financial assets at amortised cost HK$'000	Derivative financial instruments HK$'000	Total HK$'000
At 31 March 2019						
Financial assets at fair value through other comprehensive income	–	–	356,513	–	–	356,513
Financial assets at fair value through profit or loss	588,012	392,495	–	–	–	980,507
Financial assets included in debtors, prepayments and other assets	–	–	–	190,925	–	190,925
Other financial assets	–	–	–	–	49,452	49,452
Loans and advances	–	–	–	83,631	–	83,631
Restricted cash	–	–	–	59,899	–	59,899
Time deposits with original maturity of more than three months	–	–	–	69,342	–	69,342
Cash and cash equivalents	–	–	–	2,830,780	–	2,830,780
	588,012	392,495	356,513	3,234,577	49,452	4,621,049

	Financial assets at fair value through profit or loss					
	Held for trading HK$'000	Designated as such upon initial recognition HK$'000	Loans and receivables HK$'000	Available-for-sale financial assets HK$'000	Derivative financial instrument HK$'000	Total HK$'000
At 31 March 2018						
Available-for-sale financial assets	–	–	–	396,228	–	396,228
Financial assets at fair value through profit or loss	1,369,221	376,407	–	–	–	1,745,628
Financial assets included in debtors, prepayments and other assets	–	–	564,039	–	–	564,039
Other financial asset	–	–	–	–	48,826	48,826
Loans and advances	–	–	20,833	–	–	20,833
Client trust bank balances	–	–	300,909	–	–	300,909
Restricted cash	–	–	67,032	–	–	67,032
Time deposits with original maturity of more than three months	–	–	77,812	–	–	77,812
Cash and cash equivalents	–	–	1,797,328	–	–	1,797,328
	1,369,221	376,407	2,827,953	396,228	48,826	5,018,635

Notes to the Financial Statements *(continued)*

45. FINANCIAL INSTRUMENTS BY CATEGORY *(continued)*

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: *(continued)*

Financial liabilities

	Financial liabilities at fair value through profit or loss designated as such upon initial recognition HK$'000	Financial liabilities at amortised cost HK$'000	Derivative financial instruments HK$'000	Total HK$'000
At 31 March 2019				
Bank and other borrowings	**–**	**2,728,000**	**–**	**2,728,000**
Financial liabilities included in creditors, accruals and other liabilities	**–**	**376,013**	**–**	**376,013**
Other financial liabilities	**9,770**	**–**	**220**	**9,990**
	9,770	**3,104,013**	**220**	**3,114,003**
At 31 March 2018				
Bank and other borrowings	–	2,480,860	–	2,480,860
Financial liabilities included in creditors, accruals and other liabilities	–	1,375,186	–	1,375,186
Other financial liabilities	8,711	–	5,802	14,513
	8,711	3,856,046	5,802	3,870,559

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments carried at fair value, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2019 HK$'000	2018 HK$'000	**2019 HK$'000**	2018 HK$'000
Financial assets				
Financial assets at fair value through other comprehensive income	**356,513**	–	**356,513**	–
Financial assets at fair value through profit or loss	**980,507**	1,745,628	**980,507**	1,745,628
Available-for-sale financial assets	**–**	204,631	**–**	204,631
Other financial assets	**49,452**	48,826	**49,452**	48,826
	1,386,472	1,999,085	**1,386,472**	1,999,085
Financial liabilities				
Bank and other borrowings	**285,328**	294,750	**282,112**	300,950
Other financial liabilities	**9,990**	14,513	**9,990**	14,513
	295,318	309,263	**292,102**	315,463

Notes to the Financial Statements *(continued)*

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Management has assessed that the fair values of cash and cash equivalents, time deposits with original maturity of more than three months, restricted cash, financial assets included in debtors, prepayments and other assets, loans and advances, unsecured other loan and financial liabilities included in creditors, accruals and other liabilities approximate to their carrying amounts largely due to the short term maturity of these instruments. In addition, the fair values of interest-bearing bank loans and obligations under finance leases approximate to their carrying amounts as they are floating rate instruments that are repriced to market interest rates at or near the end of the reporting period and the Group's non-performance risk is considered to be minimal.

The Group's management is responsible for determining the policies and procedures for the fair value measurement of significant financial instruments. At each reporting date, the finance team analyses the movements in the values of financial instruments and determines major inputs applied in the valuation.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of listed equity securities, debt securities and investment funds are based on quoted market prices.

The fair values of unlisted debt securities are determined by reference to the quoted market prices from the broker using valuation technique with market observable inputs.

The fair value of financial liabilities at fair value through profit or loss designated as such upon initial recognition within Level 2 of fair value hierarchy is determined by reference to the pro-rata share held by external parties of the net asset value of certain exchange traded fund, which is a subsidiary of the Group.

The fair values of the forward currency contracts and interest rate swap are valued using valuation techniques with market observable inputs. The most frequently applied valuation techniques include present value calculations using forward pricing, observable forward interest rate.

The fair values of the unsecured notes have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for the unsecured notes as at 31 March 2019 was assessed to be insignificant.

The fair values of unlisted investment funds are assessed to approximate the net asset values indicated on the net asset value statements issued by the investment fund managers, which take into consideration the fair values of the underlying assets held under the investments. For unlisted investment funds classified under Level 3 of the fair value measurement hierarchy, when the net asset value increases/decreases 3% (2018 — 3%), the fair value will be increased/decreased by HK$11,199,000 (2018 — HK$4,565,000).

The fair values of unlisted equity securities are estimated based on either the market approach or the income approach. Market approach is based on price multiple determined with reference to comparable public companies and includes appropriate risks adjustments for lack of marketability. Income approach uses discounted cash flow model which requires management to make assumption about model inputs, including forecast cash flows, the discount rate and volatility based on observable or unobservable market data.

Notes to the Financial Statements *(continued)*

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

The fair value of the Put Option is determined by Monte-Carlo simulation, which is the capitalisation of discounted cash flows generated by possible share price paths simulated by the model.

Below is a summary of significant unobservable inputs to the valuation of the unlisted equity securities and the Put Option used in Level 3 fair value measurements as at 31 March 2019:

	Valuation technique	Significant unobservable inputs	Range	Sensitivity of fair value to the input
Unlisted equity securities	Market approach	Price to earnings multiple ("PE multiple")	14.83 to 15.45 (2018 — N/A)	When PE multiple increases/decreases by 0.5, the fair value will be increased/decreased by HK$3,949,000 and HK$3,949,000, respectively.
		Discount for lack of marketability ("DLOM")	15.8% (2018 — N/A)	When DLOM increases/decreases, the fair value will be decreased/increased. Fair value changes resulting from reasonably possible changes in DLOM were not significant.
	Income approach	Discount rate	20.3% to 26.0% (2018 — N/A)	When discount rate increases/decreases by 3%, the fair value will be decreased/increased by HK$2,178,000 and HK$3,143,000, respectively.
		DLOM	15.8% to 20.6% (2018 — N/A)	When DLOM increases/decreases, the fair value will be decreased/increased. Fair value changes resulting from reasonably possible changes in DLOM were not significant.
Put Option	Monte-Carlo simulation method	Volatility of underlying shares	20.4% (2018 — 22.6%)	When the volatility of the underlying shares increases/decreases 5% (2018 — 5%), the fair value will be increased/decreased by HK$212,000 and HK$91,000 (2018 — HK$123,000 and HK$269,000), respectively.

Notes to the Financial Statements *(continued)*

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
At 31 March 2019				
Assets measured at fair value				
Financial assets at fair value through other comprehensive income:				
Equity securities	**219,809**	**–**	**136,704**	**356,513**
Held for trading financial assets at fair value through profit or loss:				
Equity securities	**580,988**	**–**	**–**	**580,988**
Investment funds	**2,470**	**758**	**3,796**	**7,024**
Other financial assets mandatorily classified at fair value through profit or loss:				
Debt securities	**–**	**23,001**	**–**	**23,001**
Investment funds	**–**	**–**	**369,494**	**369,494**
Other financial assets:				
Put Option	**–**	**–**	**49,087**	**49,087**
Foreign currency contracts	**–**	**365**	**–**	**365**
	803,267	**24,124**	**559,081**	**1,386,472**
Liabilities measured at fair value				
Other financial liabilities:				
Financial liabilities at fair value through profit or loss designated as such upon initial recognition	**–**	**9,770**	**–**	**9,770**
Interest rate swap	**–**	**220**	**–**	**220**
	–	**9,990**	**–**	**9,990**
At 31 March 2018				
Assets measured at fair value				
Available-for-sale financial assets:				
Equity securities	38,604	–	–	38,604
Debt securities	–	20,937	–	20,937
Investment funds	–	–	145,090	145,090
Financial assets at fair value through profit or loss:				
Equity securities	808,562	–	–	808,562
Debt securities	195,965	–	–	195,965
Investment funds	355,580	2,040	7,074	364,694
Equity linked notes	–	–	376,407	376,407
Other financial asset:				
Put Option	–	–	48,826	48,826
	1,398,711	22,977	577,397	1,999,085
Liabilities measured at fair value				
Other financial liabilities:				
Financial liabilities at fair value through profit or loss designated as such upon initial recognition	–	8,711	–	8,711
Foreign currency contracts	–	5,802	–	5,802
	–	14,513	–	14,513

Notes to the Financial Statements *(continued)*

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy *(continued)*

The movements in fair value measurements in Level 3 during the year are as follows:

	Equity securities at fair value through other comprehensive income HK$'000	Held for trading investment funds at fair value through profit or loss HK$'000	Investment funds mandatorily classified at fair value through profit or loss HK$'000	Available-for-sale investment funds HK$'000	Equity linked notes HK$'000	Put Option HK$'000
At 31 March 2018, as previously reported	–	7,074	–	145,090	376,407	48,826
Impact on initial application of HKFRS 9	23,972	–	278,320	(145,090)	–	–
At 1 April 2018, as adjusted	23,972	7,074	278,320	–	376,407	48,826
Total gains/(losses) recognised in the statement of profit or loss	–	(558)	34,735	–	15,585	261
Total gains recognised in other comprehensive income	108,929	–	–	–	–	–
Additions	5,338	–	66,185	–	506,866	–
Disposals	(1,038)	(806)	–	–	(898,858)	–
Return of capital	(497)	(1,914)	(7,264)	–	–	–
Exchange adjustments	–	–	(2,482)	–	–	–
At 31 March 2019	**136,704**	**3,796**	**369,494**	**–**	**–**	**49,087**
At 1 April 2017	–	8,296	–	114,066	–	21,437
Total gains/(losses) recognised in the statement of profit or loss	–	(212)	–	–	(5,520)	27,389
Total gains recognised in other comprehensive income	–	–	–	8,585	–	–
Additions	–	–	–	23,923	381,927	–
Disposals	–	(1,010)	–	–	–	–
Return of capital	–	–	–	(1,496)	–	–
Exchange adjustments	–	–	–	12	–	–
At 31 March 2018	–	7,074	–	145,090	376,407	48,826

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018 — Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Notes to the Financial Statements *(continued)*

46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy *(continued)*

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
At 31 March 2019				
Liabilities for which fair values are disclosed				
Bank and other borrowings:				
Unsecured notes	**–**	**–**	**282,112**	**282,112**
At 31 March 2018				
Liabilities for which fair values are disclosed				
Bank and other borrowings:				
Unsecured notes	–	–	300,950	300,950

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group has established policies and procedures for risk management which are reviewed regularly by the Executive Directors and senior management of the Group to ensure the proper monitoring and control of all major risks arising from the Group's activities at all times.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk, foreign currency risk and equity price risk. The risk management function is carried out by individual business units and regularly overseen by the Group's senior management with all the risk limits approved by the Executive Directors of the Group, which are summarised below. The Group's accounting policies in relation to derivatives are set out in Note 2.4 to the financial statements.

(a) Credit risk

Credit risk arises from the possibility that the counterparty in a transaction may default. It arises from lending, treasury, investment, food businesses and other activities undertaken by the Group.

The Group trades only with recognised and creditworthy parties. The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposures. Credit policies with guidelines on credit terms and limits set the basis for risk control for trade receivables. New customers are subject to credit evaluation while the Group continues to monitor existing customers, especially those with repayment issues. Credit approval for loans and advances takes into account the type and tenor of loans, creditworthiness and repayment ability of prospective borrowers, collateral available and the resultant risk concentration in the context of the Group's total assets. Appropriate allowances are made for probable losses when necessary for identified debtors.

Notes to the Financial Statements *(continued)*

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(a) Credit risk *(continued)*

Maximum exposure and year-end staging as at 31 March 2019

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March 2019. The amounts presented are gross carrying amounts for financial assets.

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Financial assets included in debtors, prepayments and other assets					
Trade debtors*	–	–	–	62,026	62,026
Others**	131,198	–	4,017	–	135,215
Loans and advances**	83,631	–	223,158	–	306,789
Restricted cash***	59,899	–	–	–	59,899
Time deposits with original maturity of more than three months***	69,342	–	–	–	69,342
Cash and cash equivalents***	2,830,780	–	–	–	2,830,780
	3,174,850	–	227,175	62,026	3,464,051

* For trade debtors to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in Note 26 to the financial statements.

** Further details in respect of the Group's loss allowance for impairment of other financial assets included in debtors, prepayments and other assets and loans and advances are disclosed in Notes 26 and 29 to the financial statements, respectively.

*** The bank balances are deposited with creditworthy financial institutions with no recent history of default. The Group considers these balances have low credit risk and the amount of the loss allowance for impairment was negligible.

Maximum exposure as at 31 March 2018

Credit risk from the financial assets of the Group was mainly composed of cash and cash equivalents, time deposits with original maturity of more than three months, restricted cash, financial assets included in debtors, prepayments and other assets, loans and advances and client trust bank balances. The carrying values of the Group's financial assets represented the maximum exposure to credit risk.

Notes to the Financial Statements *(continued)*

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(a) Credit risk *(continued)*

Concentration of credit risk

The Group's exposure to credit risk arising from trade debtors and loans and advances at the end of the reporting period based on the information provided to key management is as follows:

	2019 HK$'000	2018 HK$'000
By geographical area:		
Hong Kong	**1,264**	19,164
Mainland China	**30**	84
Republic of Singapore	**133,708**	250,650
Malaysia	**–**	133,150
United States of America	**–**	18
Others	**8,356**	12,885
	143,358	415,951

(b) Liquidity risk

The Group manages the liquidity structure of its assets, liabilities and commitments in view of market conditions and its business needs, as well as to ensure that its operations meet the statutory requirement for the minimum liquidity ratio whenever applicable.

Management comprising Executive Directors and senior managers monitors the liquidity position of the Group on an on-going basis to ensure the availability of sufficient liquid funds to meet all obligations as they fall due and to make the most efficient use of the Group's financial resources. As at 31 March 2019, approximately 47% (2018 — 29%) of the Group's debts would mature in less than one year based on the carrying values of bank and other borrowings.

The maturity profile of liabilities of the Group as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	Repayable on demand HK$'000	3 months or less HK$'000	1 year or less but over 3 months HK$'000	5 years or less but over 1 year HK$'000	Total HK$'000
At 31 March 2019					
Bank and other borrowings	**–**	**842,072**	**598,489**	**1,416,497**	**2,857,058**
Creditors, accruals and other liabilities	**–**	**171,037**	**204,976**	**–**	**376,013**
Other financial liabilities	**9,770**	**–**	**–**	**220**	**9,990**
Bankers' guarantee	**–**	**2,639**	**7,472**	**27,225**	**37,336**
	9,770	**1,015,748**	**810,937**	**1,443,942**	**3,280,397**
At 31 March 2018					
Bank and other borrowings	–	302,905	439,677	1,892,551	2,635,133
Creditors, accruals and other liabilities	275,371	799,934	299,881	–	1,375,186
Other financial liabilities	8,711	90	5,712	–	14,513
Bankers' guarantee	–	4,606	15,815	14,487	34,908
	284,082	1,107,535	761,085	1,907,038	4,059,740

Notes to the Financial Statements *(continued)*

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(c) Interest rate risk

Interest rate risk primarily results from timing differences in the repricing of interest-bearing assets and liabilities. The Group's interest rate positions mainly arise from treasury and other investment activities undertaken.

The Group monitors its interest-sensitive products and investments and net repricing gap and limits interest rate exposure through management of maturity profile, currency mix and choice of fixed or floating interest rates. When appropriate, interest rate swaps would be used to manage this risk in a cost-effective manner. The interest rate risk is managed and monitored regularly by senior management of the Group.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax and equity (through the impact on interest-bearing monetary assets and liabilities).

	2019			2018		
	Increase/ (Decrease) in basis points	Increase/ (Decrease) in profit before tax HK$'000	Increase/ (Decrease) in equity HK$'000	Increase/ (Decrease) in basis points	Increase/ (Decrease) in profit before tax HK$'000	Increase/ (Decrease) in equity HK$'000
Hong Kong dollar	+50	(9,941)	(9,941)	+50	(8,917)	(8,917)
United States dollar	+50	1,791	1,791	+50	(4,581)	(4,581)
Singapore dollar	+50	6,559	6,559	+50	1,597	1,597
Renminbi	+50	871	871	+50	1,072	1,072
Hong Kong dollar	–50	9,941	9,941	–50	8,917	8,917
United States dollar	–50	(1,791)	(1,791)	–50	4,961	4,961
Singapore dollar	–50	(6,559)	(6,559)	–50	(1,597)	(1,597)
Renminbi	–50	(871)	(871)	–50	(1,072)	(1,072)

(d) Foreign currency risk

Foreign currency risk is the risk to earnings or capital arising from movements in foreign exchange rates. The Group's foreign currency risk primarily arises from currency exposures originating from its foreign exchange dealings and other investment activities.

The Group monitors the relative foreign exchange positions of its assets and liabilities to minimise foreign currency risk. When appropriate, hedging instruments including forward contracts, swaps and currency loans would be used to manage the foreign exchange exposure. The foreign currency risk is managed and monitored on an on-going basis by senior management of the Group.

The Group uses forward currency contracts to mitigate the currency exposures on transactions under the food businesses segment. The forward currency contracts must be in the same currency as the hedged item. It is the Group's policy not to enter into forward currency contracts until a firm commitment is in place. It is the Group's policy to negotiate the terms of the hedge derivatives to match the terms of the hedged item to maximise hedge effectiveness. The Group does not apply hedge accounting.

Notes to the Financial Statements *(continued)*

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(d) Foreign currency risk *(continued)*

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the United States dollars, Singapore dollars and Renminbi exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

	Increase/(Decrease) in profit before tax	
	2019 HK$'000	2018 HK$'000
United States dollar against Hong Kong dollar		
— strengthened 3% (2018 — 3%)	**12,343**	3,362
— weakened 3% (2018 — 3%)	**(12,343)**	(3,362)
Singapore dollar against Hong Kong dollar		
— strengthened 3% (2018 — 3%)	**(625)**	5,859
— weakened 3% (2018 — 3%)	**625**	(5,859)
Renminbi against Hong Kong dollar		
— strengthened 3% (2018 — 3%)	**361**	2,536
— weakened 3% (2018 — 3%)	**(361)**	(2,536)

At the end of the reporting period, the total cash and bank balances of the Group's subsidiaries in mainland China denominated in Renminbi amounted to HK$263,971,000 (2018 — HK$329,963,000). The conversion of these Renminbi balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the government in mainland China.

(e) Equity price risk

Equity price risk is the risk that the fair values of financial assets decrease as a result of changes in the levels of equity indices and the values of individual financial assets. The Group is exposed to equity price risk mainly arising from individual financial assets included in financial assets at fair value through other comprehensive income/available-for-sale financial assets (Note 23) and financial assets at fair value through profit or loss (Note 24) as at 31 March 2019. The Group's listed financial assets are mainly listed on the Hong Kong, Republic of Singapore, New York and London stock exchanges and are valued at quoted market prices at the end of the reporting period.

The market equity indices for the following stock exchanges, at the close of business of the nearest trading day to the end of the reporting period, and their respective highest and lowest points during the year were as follows:

	31 March 2019	**High/Low 2019**	31 March 2018	High/Low 2018
Hong Kong — Hang Seng Index	**29,051**	**31,593/24,540**	30,093	33,484/23,724
Republic of Singapore — Straits Times Index	**3,213**	**3,642/2,955**	3,428	3,612/3,114
New York — NYSE Composite Index	**12,697**	**13,262/10,723**	12,452	13,637/11,325
London — FTSE All-Share Index	**3,978**	**4,337/3,573**	3,894	4,277/3,799

Notes to the Financial Statements *(continued)*

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(e) Equity price risk *(continued)*

The senior management of the Group regularly reviews and monitors the mix of securities in the Group's investment portfolio based on the fair value to ensure the loss arising from the changes in the market values of the investment portfolios is capped within an acceptable range.

The following table demonstrates the sensitivity to every 3% change in the fair values of the equity investments and investment funds, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, for the investments at fair value through other comprehensive income/the available-for-sale investments, the impact is deemed to be on the fair value reserve of financial assets at FVOCI/investment revaluation reserve, respectively.

	2019				2018			
	3% increase		3% decrease		3% increase		3% decrease	
	Increase in profit before tax HK$'000	Increase in equity* HK$'000	Decrease in profit before tax HK$'000	Decrease in equity* HK$'000	Increase in profit before tax HK$'000	Increase in equity* HK$'000	Decrease in profit before tax HK$'000	Decrease in equity* HK$'000
Financial assets at fair value through other comprehensive income (2018 — Available-for-sale financial assets)								
Hong Kong	–	6,859	–	(6,859)	–	255	–	(255)
Republic of Singapore	–	70	–	(70)	–	903	–	(903)
Global and others	–	3,767	–	(3,767)	–	4,353	–	(4,353)
	–	10,696	–	(10,696)	–	5,511	–	(5,511)
Financial assets at fair value through profit or loss								
Hong Kong	8,205	–	(8,205)	–	12,218	–	(13,341)	–
Republic of Singapore	5,579	–	(5,579)	–	8,265	–	(8,265)	–
United States of America	2,858	–	(2,858)	–	10,098	–	(10,098)	–
Global and others	11,739	–	(11,739)	–	8,120	–	(8,120)	–
	28,381	–	(28,381)	–	38,701	–	(39,824)	–

* Excluding retained profits

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(f) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

A subsidiary of the Company is regulated by the Securities and Futures Commission (the "SFC") and is required to comply with certain minimum capital requirements according to the rules of the SFC. Management monitors, on a daily basis, the subsidiary's liquid capital to ensure it meets the minimum liquid capital requirement in accordance with the Securities and Futures (Financial Resources) Rule.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 2018.

The Group monitors capital using a gearing ratio, which is calculated by dividing its total borrowings, net of non-controlling interests, by equity attributable to equity holders of the Company. Total borrowings include current and non-current bank and other borrowings.

	2019 **HK$'000**	2018 HK$'000 (Restated)
Bank and other borrowings *(Note 31)*	**2,728,000**	2,480,860
Less: Non-controlling interests in bank and other borrowings	**(609,496)**	(495,587)
Bank and other borrowings, net of non-controlling interests	**2,118,504**	1,985,273
Equity attributable to equity holders of the Company	**10,209,947**	10,333,001
Gearing ratio	**20.7%**	19.2%

Notes to the Financial Statements *(continued)*

48. EVENTS AFTER THE REPORTING PERIOD

In April 2019, the OUE Group completed the disposals of all its interests in Aquamarina Hotel Private Limited and Marina Centre Holdings Private Limited for an aggregate consideration of S$390,000,000 (approximately HK$2,262,000,000). Based on the information currently available to the Company, it is estimated that the Group would record a share of profit from joint ventures in the consolidated statement of profit or loss of approximately HK$470,000,000 (subject to audit and adjustment) arising from the above disposals for the year ending 31 March 2020.

49. COMPARATIVE AMOUNTS

(a) The comparative statement of profit or loss has been re-presented as if the operation discontinued during the current year had been discontinued at the beginning of the comparative period (Note 14).

(b) During the year ended 31 March 2018, the Group acquired 39.9% equity interests in TIH, an associate of the Company (Note 21). The purchase price allocation exercise of the acquisition was completed during the current year. As a consequence, comparative amounts have been restated as if the accounting for the acquisition of the associate had been completed during the year ended 31 March 2018. These retrospective adjustments led to an increase in share of loss of associates of HK$4,988,000 and a decrease of net profit attributable to equity holders of the Company of HK$3,741,000 in consolidated statement of profit or loss for the year ended 31 March 2018, a decrease in interests in associates of HK$9,589,000 and a decrease in the investment revaluation reserve of HK$3,451,000 in the Group's consolidated statement of financial position as at 31 March 2018. As a result, the equity attributable to equity holders of the Company and non-controlling interests were decreased by HK$7,192,000 and HK$2,397,000, respectively as at 31 March 2018 and the earnings per share amount attributable to the equity holders of the Company was decreased by HK0.8 cent for the year ended 31 March 2018.

(c) The Group had initially applied HKFRS 9 and HKFRS 15 on 1 April 2018. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in Note 2.2 to the financial statements.

(d) Certain comparative amounts have been reclassified to conform with the current year's presentation and disclosures.

Notes to the Financial Statements *(continued)*

50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2019 HK$'000	2018 HK$'000
Non-current assets		
Fixed assets	**90**	224
Interests in subsidiaries	**3,601,100**	3,521,965
	3,601,190	3,522,189
Current assets		
Debtors, prepayments and other assets	**630**	816
Cash and cash equivalents	**54,408**	47,715
	55,038	48,531
Current liabilities		
Bank and other borrowings	**459,326**	94,069
Creditors, accruals and other liabilities	**2,476**	2,527
	461,802	96,596
Net current liabilities	**(406,764)**	(48,065)
Total assets less current liabilities	**3,194,426**	3,474,124
Non-current liabilities		
Bank and other borrowings	**264,224**	543,321
Net assets	**2,930,202**	2,930,803
Equity		
Share capital	**984,440**	984,440
Reserves *(Note)*	**1,945,762**	1,946,363
	2,930,202	2,930,803

John Luen Wai Lee
Director

Stephen Riady
Director

Notes to the Financial Statements *(continued)*

50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(continued)*

Note:

A summary of the Company's reserves is as follows:

	Special capital reserve *(Note 36(a))* HK$'000	Retained profits HK$'000	Total HK$'000
2019			
At 1 April 2018	**1,709,202**	**237,161**	**1,946,363**
Profit for the year and total comprehensive income for the year	**–**	**38,852**	**38,852**
2017/2018 final dividend declared and paid to shareholders of the Company	**–**	**(24,658)**	**(24,658)**
2018/2019 interim dividend declared and paid to shareholders of the Company	**–**	**(14,795)**	**(14,795)**
At 31 March 2019	**1,709,202**	**236,560**	**1,945,762**
2018			
At 1 April 2017	1,709,202	220,565	1,929,767
Profit for the year and total comprehensive income for the year	–	56,049	56,049
2016/2017 final dividend declared and paid to shareholders of the Company	–	(24,658)	(24,658)
2017/2018 interim dividend declared and paid to shareholders of the Company	–	(14,795)	(14,795)
At 31 March 2018	1,709,202	237,161	1,946,363

Included in the retained profits of the Company as at 31 March 2019 was an amount of final dividend for the year then ended of HK$24,658,000 (2018 — HK$24,658,000) proposed after the end of the reporting period.

51. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 27 June 2019.

Particulars of Principal Subsidiaries

PARTICULARS OF PRINCIPAL SUBSIDIARIES AS AT 31 MARCH 2019 ARE AS SET OUT BELOW.

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#		Principal activities
Acematic Limited	British Virgin Islands	US$1	100	100	Investment holding
Lippo Finance Holdings Limited	British Virgin Islands	US$50,000	100	100	Investment holding
Creaworld (Holdings) Company Limited	Hong Kong	HK$2	–	100	Investment holding
福建華陽湄洲開發有限公司 (Fujian Creaworld Meizhou Development Co., Ltd.)** — wholly foreign-owned enterprise##	People's Republic of China	HK$111,950,000*	–	100	Property investment and property development
Hennessy Holdings Limited	British Virgin Islands	US$1	–	100	Investment holding
Lippo Korea Holdings Pte. Limited**	Republic of Singapore	S$2	–	100	Investment holding
Lippo Investments Management Limited	Hong Kong	HK$71,700,000	–	100	Fund management
Skyscraper Realty Limited	British Virgin Islands	US$10	–	100	Investment holding
Lippo China Resources Limited *(listed on The Stock Exchange of Hong Kong Limited)*	Hong Kong	HK$1,704,031,044.03	–	74.99	Investment holding
Admiralty Development Limited	Hong Kong	HK$446,767,129	–	74.99	Property investment
Ally Wise Capital Limited	British Virgin Islands	US$1	–	74.99	Investment
Apexwin Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Asia Now Resources Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Broadwell Asia Limited	British Virgin Islands	US$1	–	74.99	Property investment
Cajan Enterprises Limited	British Virgin Islands	US$1	–	74.99	Investment holding

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#		Principal activities
Capital Wave Limited	British Virgin Islands	US$1	–	74.99	Investment
Caross Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Castar Assets Limited	British Virgin Islands	US$1	–	74.99	Property investment
Chalton Assets Limited	British Virgin Islands	US$1	–	74.99	Property investment
China Chance Investments Limited	Hong Kong	HK$10	–	74.99	Investment holding
China Gold Pte. Ltd.**	Republic of Singapore	S$1	–	74.99	Investment holding
China Pacific Electric Limited	British Virgin Islands	US$100	–	74.99	Investment holding
Continental Equity Inc.	British Virgin Islands	US$1	–	74.99	Investment
DXS Capital Limited	British Virgin Islands	US$100	–	74.99	Investment holding
DXS Capital (U.S.) Limited	United States of America	US$1.221	–	74.99	Investment holding
Direct Union Limited	British Virgin Islands	US$1	–	74.99	Investment
Dragon Board Holdings Limited	British Virgin Islands	S$1	–	74.99	Investment holding
Dukestown Sp. z o.o.**	Poland	PLN600,000	–	74.99	Property investment
Energetic Holdings Limited	British Virgin Islands	US$1	–	74.99	Property investment
Ethnos Ltd.**	Israel	NIS100	–	74.99	Property investment
Fortune Finance Investment Limited	British Virgin Islands	US$1	–	74.99	Investment
Fortune Star Asia Limited	Hong Kong	HK$1	–	74.99	Investment
Frontop Limited	British Virgin Islands	US$1	–	74.99	Investment holding

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#		Principal activities
福建莆田忠信物業管理有限公司 (Fujian Putian Zhong Xin Property Management Limited)** — wholly foreign-owned re-invested enterprise##	People's Republic of China	RMB810,000*	–	74.99	Property management
福州力寶商業顧問有限公司 (Fuzhou Lippo Commercial Consultancy Limited)** — wholly foreign-owned enterprise##	People's Republic of China	HK$100,000*	–	74.99	Real estate leasing and agency services, and consultancy services
Gabarro Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Gain Motion International Limited	Hong Kong	HK$1	–	74.99	Investment
Gentle Care Pte. Ltd.**	Republic of Singapore	S$1	–	74.99	Investment holding
Globe Energy Development Limited**	Hong Kong	HK$1	–	74.99	Property investment
Golden Rain Holdings Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Golden Sunshine Worldwide Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Golden Super Holdings Limited	British Virgin Islands	US$1	–	74.99	Investment
Goldmax Pacific Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Gothic Investments Limited	Samoa	US$1	–	74.99	Property investment
Grandbeam Limited	Hong Kong	HK$1	–	74.99	Investment holding
Grand Vista Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Hongkong China Treasury Limited	British Virgin Islands/ Hong Kong	US$1	–	74.99	Securities investment
Innovation Lab Technology Pte. Ltd.**	Republic of Singapore	S$1	–	74.99	Software product development

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#		Principal activities
Integral Fortress Limited	British Virgin Islands	US$1	–	74.99	Investment
Istan Assets Limited	British Virgin Islands	US$1	–	74.99	Property investment
JB Property Holdings Pte. Ltd.**	Republic of Singapore	S$1	–	74.99	Property investment
Kaiser Union Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Keytime Holdings Limited	British Virgin Islands	US$1	–	74.99	Property investment
Kingz Ltd	British Virgin Islands	US$1	–	74.99	Investment holding
LCR Ltd.	British Virgin Islands	US$1	–	74.99	Intellectual property
LCR Management Limited	Hong Kong	HK$1	–	74.99	Management services
Laurel Century Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Liberty Town Holding Limited	British Virgin Islands/ Hong Kong	US$1	–	74.99	Property investment
Lippo Consortium Pte. Limited**	Republic of Singapore	S$2	–	74.99	Property development
Lippo Group International Pte. Limited**	Republic of Singapore	S$2	–	74.99	Investment holding
Lippo Property Management Limited	British Virgin Islands/ Hong Kong	US$1	–	74.99	Investment holding
Lippo Resources Investments Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Lippo Retail Holdings Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Mantor Assets Limited	British Virgin Islands	US$1	–	74.99	Property investment
Masstrong Limited	Hong Kong	HK$1	–	74.99	Investment holding

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#		Principal activities
Mastafield Limited	British Virgin Islands/ Hong Kong	US$1	–	74.99	Property investment
Maxfit Holding Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Netscope Limited	British Virgin Islands	US$1	–	74.99	Investment
New Grandeur Development Limited	Hong Kong	HK$1	–	74.99	Management services
Northville Global Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Oriental Coronet Limited	British Virgin Islands	US$1	–	74.99	Investment
PacNet Holdings Limited	British Virgin Islands	US$1	–	74.99	Investment holding
PacNet Capital (U.S.) Limited	United States of America	US$1.603	–	74.99	Investment holding
Pantogon Holdings Pte Ltd**	Republic of Singapore	S$1,000,000	–	74.99	Investment holding
Polarstar Capital Limited	British Virgin Islands	US$1	–	74.99	Investment
Premier Asia Limited	British Virgin Islands	US$1	–	74.99	Investment holding
莆田力寶商業顧問有限公司 (Putian Lippo Commercial Consultants Limited)** — wholly foreign-owned enterprise##	People's Republic of China	RMB2,000,000*	–	74.99	Commercial consulting
莆田塔林基礎建設有限公司 (Putian Talin Infrastructure Co., Ltd.)** — wholly foreign-owned enterprise##	People's Republic of China	US$300,000*	–	74.99	Property services
Powerful Arch Limited	British Virgin Islands/ Hong Kong	US$1	–	74.99	Investment
Queenz Limited	British Virgin Islands	US$1	–	74.99	Investment holding

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#		Principal activities
Radical Profits Limited	British Virgin Islands	US$1	–	74.99	Property investment
Reiley Inc.	British Virgin Islands	US$1	–	74.99	Investment holding
Rickon Holdings Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Rock Phoenix Limited	British Virgin Islands	US$1	–	74.99	Property investment
Season Spark Limited	British Virgin Islands/ Hong Kong	US$1	–	74.99	Investment
Serene Yield Limited	British Virgin Islands/ Hong Kong	US$1	–	74.99	Property investment
Sincere Wish Global Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Star Heaven Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Star Trendy Limited	British Virgin Islands/ Hong Kong	US$1	–	74.99	Property holding
Starford Corporation Limited	Hong Kong	HK$1	–	74.99	Investment
Super Assets Company Limited	Samoa	US$1	–	74.99	Investment holding
Super Equity International Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Tamsett Holdings Limited	British Virgin Islands	US$1	–	74.99	Investment holding
Topstar China Limited	Hong Kong	HK$1	–	74.99	Investment holding
Trefar Enterprises Limited	British Virgin Islands	US$1	–	74.99	Property investment
Vitaland Limited	Hong Kong	HK$1	–	74.99	Investment holding
Waterloo Street Limited	British Virgin Islands	US$1	–	74.99	Financing
West Tower Holding Limited	British Virgin Islands/ Hong Kong	US$1	–	74.99	Property investment
Win Joyce Limited	Hong Kong	HK$2	–	74.99	Money lending and investment holding

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)[#]		Principal activities
Winplace Global Limited	British Virgin Islands	US$1	–	74.99	Property investment
Wollora Assets Limited	British Virgin Islands	US$1	–	74.99	Property investment
World Grand Holding Limited	British Virgin Islands/ Hong Kong	US$1	–	74.99	Investment
Writring Investments Limited	Hong Kong	HK$2	–	74.99	Property investment
Lippo Select HK & Mainland Property ETF** *(an exchange traded fund listed on The Stock Exchange of Hong Kong Limited)*	Hong Kong	N/A	–	70.10[@]	Investment
Jeremiah Holdings Limited	British Virgin Islands	S$1,298,645	–	44.99	Investment holding
Nine Heritage Pte Ltd**	Republic of Singapore	S$1,000,000	–	36.00	Investment holding
Superfood Retail Limited	British Virgin Islands	US$10,000	–	30.17	Investment holding
Cuisine Continental (HK) Limited**	Hong Kong	HK$3,000,000	–	30.17	Selling of food and beverages, the operation of restaurants and the wholesale business
Cuisine Creations Pte. Ltd.**	Republic of Singapore	S$2	–	30.17	Investment holding
Delifrance (HK) Limited**	Hong Kong	HK$12,000,000	–	30.17	Selling of food and beverages, the operation of cafés and kiosk and the provision of catering services
Delifrance Singapore Pte Ltd**	Republic of Singapore	S$4,000,002	–	30.17	Manufacture and sale of French bakery and pastry products, and the operation of café-bakeries, bakery corners and restaurants

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#		Principal activities
Auric Pacific Group Limited**	Republic of Singapore	S$60,251,954	–	30.17	Investment holding
Auric Flavours Sdn Bhd**	Malaysia	RM25,000,002	–	30.17	Supply of bakery products and sugar confectionery
Auric Pacific Food Industries Pte Ltd**	Republic of Singapore	S$34,400,000	–	30.17	General wholesale and trade in food products
Food Retail Asia Ltd** (formerly known as Delifrance Asia Ltd)	Republic of Singapore	S$18,058,100	–	30.17	Management and holding company, development and sale of franchising activities
Food Junction Holdings Limited**	Republic of Singapore	S$12,707,435.70	–	29.58	Investment holding and provision of management services to its subsidiary companies, fast food restaurants and general wholesale trade
Food Junction Management Pte Ltd**	Republic of Singapore	S$1,489,000	–	29.58	Operation and management of food courts and fast food restaurants and general wholesale trade
Food Junction Singapore Pte Ltd**	Republic of Singapore	S$400,000	–	29.58	Fast food restaurants and general wholesale trade
T & W Food Junction Sdn. Bhd.**	Malaysia	RM500,000	–	29.58	Management of food courts and operation of food outlets
LCR Catering Services Limited**	Hong Kong	HK$9,000,000	–	26.62	Owns and operates a restaurant in Hong Kong

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#		Principal activities
Hongkong Chinese Limited *(listed on The Stock Exchange of Hong Kong Limited)*	Bermuda/ Hong Kong	HK$1,998,280,097	–	73.95	Investment holding
Allyield Limited	British Virgin Islands	US$1	–	73.95	Investment holding
Beaming Empire Limited	British Virgin Islands	US$1	–	73.95	Investment holding
Capital Place International Limited**	British Virgin Islands/ Republic of the Philippines	US$50,000	–	73.95	Property investment
成都力寶置業有限公司 (Chengdu Lippo Realty Limited)** — wholly foreign-owned enterprise##	People's Republic of China	US$3,000,000*	–	73.95	Property investment and management
Compass Link Limited	British Virgin Islands	US$1	–	73.95	Investment holding
Conrich Inc.	British Virgin Islands	US$1	–	73.95	Investment holding
Cyberspot Limited	British Virgin Islands	US$1	–	73.95	Investment holding
Everwin Pacific Ltd.	British Virgin Islands	US$1	–	73.95	Property investment
Fairseas 1 Pte. Ltd**	Republic of Singapore	S$1	–	73.95	Owner of a motor yacht
Fiatsco Limited	British Virgin Islands	US$1	–	73.95	Investment holding
Firstclass Real Estate Development Limited	Macau	MOP25,000	–	73.95	Property development

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#		Principal activities
Golden Stellar Limited	British Virgin Islands	US$1	–	73.95	Investment holding
Green Assets Investments Limited	British Virgin Islands	US$1	–	73.95	Investment holding
HCL Management Limited	Hong Kong	HK$1	–	73.95	Management services
HKC Property Investment Holdings Limited	British Virgin Islands/ Hong Kong	US$1	–	73.95	Investment holding
HKC Realty LLC	United States of America	US$2,250,000*	–	73.95	Property investment
Hong Kong Housing Loan Limited	Hong Kong	HK$40,000,000	–	73.95	Money lending
Lippo Asia Limited	Hong Kong	HK$120,000,000	–	73.95	Investment holding
Lippo Cybergroup Limited	Hong Kong	HK$2	–	73.95	Investment holding
Lippo Securities, Inc.**	Republic of the Philippines	Pesos 69,500,000	–	73.95	Investment holding
Mass Empire Limited	Hong Kong	HK$1	–	73.95	Investment
MGS Ltd.	British Virgin Islands	US$1	–	73.95	Investment holding
Norfyork International Limited	Hong Kong	HK$25,000,000	–	73.95	Investment holding
One Realty Pte. Limited**	Republic of Singapore	S$2	–	73.95	Investment holding and provision of project and management services

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#		Principal activities
Pacific Bond Limited	British Virgin Islands	US$1	–	73.95	Investment holding
Pacific Landmark Holdings Limited	British Virgin Islands	US$1	–	73.95	Investment holding
Peakmillion Asia Limited	British Virgin Islands	US$1	–	73.95	Investment
Polar Step Limited	British Virgin Islands	US$1	–	73.95	Investment
Sinogain Asia Limited	British Virgin Islands	US$1	–	73.95	Property investment
Sinorite Limited	British Virgin Islands/ Hong Kong	US$1	–	73.95	Investment
Stargala Limited	British Virgin Islands	US$1	–	73.95	Property investment
Topbest Asia Inc.	British Virgin Islands/ Hong Kong	US$1	–	73.95	Investment
Uchida Limited	British Virgin Islands/ Hong Kong	US$1	–	73.95	Investment holding
Wealtop Limited	British Virgin Islands/ Hong Kong	US$1	–	73.95	Investment holding
Winluck Asia Limited	British Virgin Islands	US$1	–	73.95	Property investment
Winluck Pacific Limited	British Virgin Islands	US$1	–	73.95	Property investment

Particulars of Principal Subsidiaries *(continued)*

Name of company	Place of incorporation/ registration and operations	Issued and fully paid ordinary share capital (unless otherwise stated)		Approximate percentage of equity attributable to the Company/Group (unless otherwise stated)#	Principal activities
Winrider Limited	British Virgin Islands	US$1	–	73.95	Investment holding
Yield Point Limited	British Virgin Islands	US$1	–	73.95	Investment holding
北京力寶世紀置業有限公司 (Beijing Lippo Century Realty Co., Ltd.)** — Chinese-foreign cooperative joint venture enterprise##	People's Republic of China	US$14,000,000*	–	59.16^	Property development

\# based on the number of issued shares carrying voting rights and represents the effective holding of the Group after non-controlling interests therein
@ based on the interest attributable to the Group
^ profit sharing ratio
\## type of legal entity
* paid up registered capital
** audited by certified public accountants other than Ernst & Young, Hong Kong

Note:

MOP — Macau patacas
NIS — New Israeli shekels
PLN — Poland zlotys
Pesos — Philippines pesos
RM — Malaysian ringgits
RMB — People's Republic of China renminbi
S$ — Singapore dollars
US$ — United States dollars

As at 31 March 2019, all the subsidiaries of the Company had no loan capital or convertible loan capital.

The above table includes the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of all subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

Particulars of Principal Associates

PARTICULARS OF PRINCIPAL ASSOCIATES AS AT 31 MARCH 2019 ARE AS SET OUT BELOW.

Name of company	Form of business structure	Place of incorporation and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Group (unless otherwise stated)#	Principal activities
Standard Pacific Limited	Corporate	Hong Kong	HK$4,290,000	50	Investment holding
MIDAN City Development Co., Ltd.	Corporate	Republic of Korea	KRW89,266,285,000	38.54	Property development
Lippo-Savills Property Management Limited	Corporate	Hong Kong	HK$2	37.50	Property management services
Greenix Limited	Corporate	British Virgin Islands	US$100,000	36.98	Investment holding
Lippo Marina Collection Pte. Ltd.	Corporate	Republic of Singapore	S$1,000,000	36.98	Property development
Healthway Medical Corporation Limited	Corporate	Republic of Singapore	S$277,433,000	30.61	Healthcare services
莆田華正自來水有限公司 (Putian Hua Zheng Water Co., Ltd.)	Equity joint venture enterprise	People's Republic of China	RMB9,250,000*	30.00	Water supply
TIH Limited	Corporate	Republic of Singapore	S$56,650,000	29.94	Private equity investment
Goldfix Pacific Ltd.	Corporate	British Virgin Islands	US$16,286.6	27.24	Investment holding
Catalyst Enterprises Limited	Corporate	British Virgin Islands	US$50,000	26.25	Investment holding
Rebound Power Limited	Corporate	British Virgin Islands	US$300	*Note (b)*	Investment holding
Proton Power Asia Limited	Corporate	Hong Kong	HK$90	*Note (c)*	Investment holding
Proton Power Pte. Ltd.	Corporate	Republic of Singapore	S$1	*Note (c)*	Green energy development

\# *based on the number of issued shares carrying voting rights and represents the effective holding of the Group after non-controlling interests therein*

* *paid up registered capital*

Particulars of Principal Associates *(continued)*

Note:

(a)

KRW	—	*Korean wons*
RMB	—	*People's Republic of China renminbi*
S$	—	*Singapore dollars*
US$	—	*United States dollars*

(b) Its issued share capital comprised of (i) 100 voting, non-participating class "A" shares of US$1.00 each; (ii) 100 non-voting, participating class "B" shares of US$1.00 each; (iii) 50 non-voting, participating class "C" shares of US$1.00 each; and (iv) 50 non-voting, participating class "D" shares of US$1.00 each. The Group, through its non-wholly owned subsidiaries, was interested in 50% of all the class "A" shares in issue, 100% of all the class "B" shares in issue and approximately 36.32% of all the class "C" shares in issue which entitled the Group, through its non-wholly owned subsidiaries, to 50% of the voting rights and approximately 75.45% of the profit sharing of this company.

(c) This company is a wholly-owned subsidiary of Rebound Power Limited.

The above table includes the associates of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of all associates would, in the opinion of the Directors, result in particulars of excessive length.

Particulars of Principal Joint Ventures

PARTICULARS OF PRINCIPAL JOINT VENTURES AS AT 31 MARCH 2019 ARE AS SET OUT BELOW.

Name of company	Form of business structure	Place of incorporation and operations	Issued and fully paid ordinary share capital (unless otherwise stated)	Approximate percentage of equity attributable to the Group (unless otherwise stated)#	Principal activities
Bamboos Professional Nursing Services Pte. Limited	Corporate	Republic of Singapore	S$2	37.50	Provision of customised healthcare staffing solution
Tanglin Residential Pte. Ltd.	Corporate	Republic of Singapore	S$2	37.50	Property investment and property development
Bell Eastern Limited	Corporate	British Virgin Islands	S$2,000,000	36.98	Property investment
Lippo Real Estate Pte. Limited	Corporate	Republic of Singapore	S$2	36.98	Property development
Sunning Asia Limited	Corporate	British Virgin Islands	US$50,000	36.98	Investment holding
Yamoo Bay Project Limited	Corporate	British Virgin Islands	US$2	36.98	Investment holding
The Macau Chinese Bank Limited	Corporate	Macau	MOP390,000,000	14.79	Banking
Collyer Quay Limited	Corporate	Cayman Islands	*Note (b)*	*Note (b)*	Investment holding
Tamra Mining Company, LLC	Corporate	United States of America	US$37,293,780.24	*Note (c)*	Exploration, extraction and processing of mineral resources
Lippo ASM Asia Property Limited	Corporate	Cayman Islands	US$1,200	*Note (d)*	Investment holding

based on the number of issued shares carrying voting rights and represents the effective holding of the Group after non-controlling interests therein

Particulars of Principal Joint Ventures *(continued)*

Note:

(a) *MOP — Macau patacas*
S$ — Singapore dollars
US$ — United States dollars

(b) *Its issued share capital comprised of (i) 99 management shares of US$1.00 each; and (ii) 100 participating shares of US$1.00 each, of which the Group, through its non-wholly owned subsidiaries, was interested in 33 management shares and 60 participating shares which entitled the Group, through its non-wholly owned subsidiaries, to one-third of the voting rights and approximately 60% of the dividend and distribution of this company.*

(c) *The Group, through its non-wholly owned subsidiaries, was effectively interested in 45% of the issued and outstanding membership interests.*

(d) *Its issued share capital comprised of (i) 800 voting, non-participating class "A" shares of US$1.00 each; (ii) 200 non-voting, participating class "B" shares of US$1.00 each; and (iii) 200 non-voting, participating class "C" shares of US$1.00 each. The Group, through its non-wholly owned subsidiaries, was interested in 50% of all the class "A" shares in issue and 100 per cent. of all the class "B" shares in issue which entitled the Group, through its non-wholly owned subsidiaries, to 50% of the voting rights and approximately 94.26% of the profit sharing of this company.*

Particulars of Joint Operation

PARTICULARS OF JOINT OPERATION AS AT 31 MARCH 2019 ARE AS SET OUT BELOW.

Name of company	Form of business structure	Place of incorporation and operation	Registered capital	Approximate percentage of interest attributable to the Group#	Principal activity
雲南東鑫礦產勘查有限公司 (Yunnan Dong Xin Mineral Exploration Company Limited)	Chinese-foreign cooperative joint venture enterprise	People's Republic of China	US$14,900,000*	54.00	Exploration of mineral resources

represents the effective interest of the Group after non-controlling interests therein
* *of which approximately US$14,360,000 has been injected*

Note:

US$ — United States dollars

Schedule of Major Properties

(1) PROPERTIES HELD FOR INVESTMENT AS AT 31 MARCH 2019

Description	Use	Approximate gross floor area	Status	Approximate percentage of the Group's interest
		(square metres)		
Hong Kong				
Lippo Centre 89 Queensway Central Inland Lot No. 8615	Commercial	1,095 (net floor area)	Rental	74.99
The above property is held under long term lease.				
People's Republic of China				
19th Floor to 29th Floor and 13 car parking spaces of Lippo Tianma Plaza 1 Wuyibei Road Fuzhou, Fujian	Commercial	11,955	Rental	74.99
5 floors of Unit 1 Building 1, Lippo Tower 62 North Kehua Road Wuhou District Chengdu	Commercial	5,421	Rental	73.95
The above properties are held under medium term leases.				

Schedule of Major Properties *(continued)*

(1) PROPERTIES HELD FOR INVESTMENT AS AT 31 MARCH 2019 *(continued)*

Description	Use	Approximate gross floor area	Status	Approximate percentage of the Group's interest
		(square metres)		
Overseas				
353 Pasir Panjang Road #05-02, #05-03 and #05-05 Jubilee Residence Singapore 118695	Residential	711	Rental	74.99
118 Kim Seng Road #29-08, The Trillium Singapore 239435	Residential	514	Rental	74.99
10 Harav Agan Street Jerusalem Block 30050 Parcel 101 Israel	Commercial	940	Rental	74.99
31st Floor Rufino Pacific Tower Ayala Avenue Corner Herrera Street, Makati Metropolitan Manila Republic of the Philippines	Commercial	885	Rental	73.95
522 S. Sepulveda Boulevard Los Angeles, CA 90049 United States of America	Commercial	925	Rental	73.95
The above properties are freehold.				
21 Marina Way #26-16 Marina One Residences Singapore 018978	Residential	104	Rental	73.95
The above property is held under long term lease.				

Schedule of Major Properties *(continued)*

(2) PROPERTIES HELD FOR SALE AS AT 31 MARCH 2019

Description	Use	Approximate site area	Approximate gross floor area	Approximate percentage of the Group's interest
		(square metres)	*(square metres)*	
People's Republic of China				
Certain units and car parking spaces at No. 8 Ronghua Middle Road Yizhuang Beijing Economic-Technological Development Area (北京經濟技術開發區) Beijing	Commercial/ Residential	N/A	16,406	59.16
Overseas				
854 West Adams Boulevard Los Angeles CA 90007 United States of America	Residential	1,142	723	73.95

Schedule of Major Properties *(continued)*

(3) PROPERTIES HELD FOR DEVELOPMENT AS AT 31 MARCH 2019

Description	Use	Approximate site area	Approximate gross floor area	Approximate percentage of the Group's interest	Estimated completion date	Stage of development as at 31 March 2019
		(square metres)	*(square metres)*			
People's Republic of China						
Meizhou Island Putian Fujian	Tourism/ Commercial	1,207,700	26,848	100	N/A	Phase I substantially completed
Overseas						
3 pieces of land at Minakami Heights Golf Residence Gumma Japan	Residential	12,484	N/A	73.95	N/A	Vacant land

Schedule of Major Properties *(continued)*

(4) PROPERTIES HELD AS FIXED ASSETS AS AT 31 MARCH 2019

Description	Use	Approximate gross floor area	Approximate percentage of the Group's interest
		(square metres)	
Hong Kong			
Lippo Centre 89 Queensway Central Inland Lot No. 8615	Commercial	2,780 (net floor area)	74.99
2nd Floor of Sun Court 3 Belcher's Street Kennedy Town Subsection 1 of Section C of Marine Lot No. 262, the remaining portion of Section C of Marine Lot No. 262 and the remaining portion of Marine Lot No. 262	Commercial	743	74.99
3 units and 3 car parking spaces of Celestial Garden 5 Repulse Bay Road Rural Building Lot No. 979	Residential	660	74.99
The above properties are held under long term leases.			
Overseas			
2 Senoko Avenue Singapore 758298 Lot No. MK13-2293K	Commercial	7,387	30.17
The above property is held under short term lease.			
PT1161 and PT1162 Bandar Baru Enstek Daerah Seremban Negeri Sembilan Malaysia	Industrial	77,111 (site area)	30.17
The above property is freehold.			

Summary of Financial Information

	Year ended 31 March 2019 HK$'000	Year ended 31 March 2018 HK$'000 (Restated)(1)	Year ended 31 March 2017 HK$'000	Year ended 31 March 2016 HK$'000 (Restated)(2)(3)	Year ended 31 March 2015 HK$'000 (Restated)(2)(3)
Profit/(Loss) attributable to equity holders of the Company	**(112,191)**	92,290	255,963	(169,760)	743,849
Total assets	**18,697,628**	19,561,748	18,484,016	17,499,019	19,604,010
Total liabilities	**(3,486,170)**	(4,383,529)	(4,269,279)	(2,998,704)	(4,509,496)
Net assets	**15,211,458**	15,178,219	14,214,737	14,500,315	15,094,514
Non-controlling interests	**(5,001,511)**	(4,845,218)	(5,171,412)	(5,340,080)	(5,608,645)
Equity attributable to equity holders of the Company	**10,209,947**	10,333,001	9,043,325	9,160,235	9,485,869

(1) The Group has made certain retrospective adjustments to the financial information for the year ended 31 March 2018 following the completion of the purchase price allocation review in respect of the acquisition of equity interest of the Group's associate. Details regarding the adjustments made during the year ended 31 March 2019 (the "Year") are provided in Note 49(b) to the financial statements for the Year.

(2) The Group had made certain retrospective adjustments to the financial information for the years ended 31 March 2016 and 2015 following the completion of the purchase price allocation review in respect of the acquisition of equity interest under the Group's joint venture. Details regarding the adjustments made were provided in Note 2.2 to the financial statements for the year ended 31 March 2017.

(3) The financial information for the years ended 31 March 2016 and 2015 is restated following the change in accounting policy of recognising the deferred tax on indefinite life intangible assets.

Supplementary Financial Information

DISCLOSURE PURSUANT TO RULE 13.22 OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED

Set out below is a pro forma combined statement of financial position of the Group's affiliates as at 31 March 2019 (being the latest practicable date for determining the relevant figures) required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited:

	HK$'000
Pro forma combined statement of financial position	
Intangible assets	**1,483,003**
Fixed assets	**4,495,768**
Investment properties	**40,372,844**
Interests in equity-accounted investees	**1,151,510**
Properties held for sale	**7,491,059**
Properties under development	**532,073**
Financial assets at fair value through other comprehensive income	**3,583,849**
Financial assets at fair value through profit or loss	**1,059,999**
Loans and advances	**4,689,958**
Debtors, prepayments and other assets	**2,710,354**
Cash and cash equivalents	**4,884,855**
Assets classified as held for sale	**1,209,146**
Other assets	**359,336**
Bank and other borrowings	**(27,772,960)**
Creditors, accruals and other liabilities	**(7,720,003)**
Current, fixed, savings and other deposits of customers	**(5,588,166)**
Tax payable	**(474,076)**
Shareholders' advance	**(3,525,365)**
Deferred tax liabilities	**(1,296,802)**
Other financial liabilities	**(40,747)**
Non-controlling interests	**(17,115,933)**
	10,489,702
Group's attributable interest *(Note)*	**11,638,927**

Note: The Group's attributable interest represents that portion attributable to the Group before non-controlling interests included therein.

Lippo Limited
力寶有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 226)