CEC-COILS® 759阿信屋®

CEC 國際控股有限公司
CEC INTERNATIONAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code 股份代號：759)

ANNUAL REPORT 年報
2018/2019


CKC-COILS®
759阿信屋
偉人存浩氣只因肝膽照高雄
駿馬奔征程長為當代留典範
We Love you.
We are a family.

高雅線圈
駿馬奔征程長為當代留典範
永遠懷念我
不思量
自難忘
懷念高雅林偉強
為了高雅獻終身
胸懷大志踐初衷
艱苦奮鬥千里行
浩瀚長空駕鶴去

們的老闆
林偉駿先生
林偉駿先生永遠活在我們心中
偉人存浩氣
理想
希望

答谢晚宴
永远怀念我的尊敬的老板！
林生，安息吧！愿你一路走好！天堂没有病痛！
林总：您永远活在我们的心里
2019-7-29


CEC國際控股有限公司
CEC INTERNATIONAL HOLDINGS LIMITED
上市招股基金經理推介會
一九九九年十一月一日
怀念林生

無盡的思念
永遠的懷念
我們的老板
林偉駿先生
我们心目中最敬重的林生，天堂一切安好！
愿您在天国一切安好
高雅
丁亥年

Corporate Profile

CEC International Holdings Limited ("CEC International") is a small and medium-sized enterprise that upholds "progressive, determined, dedicated" as its main operating principle and is mainly engaged in design to manufacture of a wide range of electronic coils and local retail business.

Founded in 1979, our electronic coils business has been evolving progressively to become one of the major manufacturers of electronic coils supplying to a multiple of industry segments, including telecommunications and information technology equipment, data networking and power conversion applications, office automation equipment, audio and visual products, home appliance and power tools. CEC International is an experienced and competitive player in the electronic coils arena, with large-scale manufacturing facilities, research and development, sales and customer services based in Mainland China and marketing centers established in Hong Kong China, Mainland China, Taiwan China and Singapore.

759 STORE was established by the Group on 7 July 2010, as the Group started to develop its retail business with reference to the consumption model of Japanese localities. 759 STORE aimed to give desirable service to local Hong Kong residents, providing a relaxing shopping environment with wide range of products for our customers to choose. Our products not only came from Japan, but also from European countries, South-east Asia, Korea, Mainland China, Taiwan and so forth. To provide our customers with a much comprehensive range of products to select, we did our best to further increase the varieties of our products and, apart from food, we self-imported frozen food, alcohol beverages, household products, kitchenware and personal care products, etc. Looking forward, 759 STORE will continue to serve Hong Kong local residents and provide comfortable, relaxing, diversified and much brand new shopping experience to our customers.

Listed on The Stock Exchange of Hong Kong Limited since November 1999, CEC International expects to progressively reinforce its corporate governance through the supervision by the capital market. CEC International is also dedicated to achieving sustainable development for its business, and to generate stable long-term return on shareholders' investment.

Contents

Corporate Information

DIRECTORS

Executive Directors
Ms. Tang Fung Kwan
(Chairman and Managing Director with effect from 19 August 2018)
Mr. Ho Man Lee
Mr. Lam Kwok Chung
(appointed on 28 September 2018)
Mr. Lam Wai Chun
(passed away on 18 August 2018)

Independent Non-executive Directors
Mr. Au Son Yiu
Mr. Goh Gen Cheung
Mr. Chan Chiu Ying

AUDIT COMMITTEE

Mr. Chan Chiu Ying *(Chairman)*
Mr. Au Son Yiu
Mr. Goh Gen Cheung

REMUNERATION COMMITTEE

Mr. Au Son Yiu *(Chairman)*
Mr. Goh Gen Cheung
Ms. Tang Fung Kwan
Mr. Chan Chiu Ying

NOMINATION COMMITTEE

Ms. Tang Fung Kwan *(Chairman)*
(appointed on 19 August 2018)
Mr. Au Son Yiu
Mr. Goh Gen Cheung
Mr. Chan Chiu Ying
Mr. Lam Wai Chun
(passed away on 18 August 2018)

COMPANY SECRETARY

Ms. Ho Wing Yi

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

2nd Floor, Hing Win Factory Building
110 How Ming Street
Kwun Tong, Kowloon
Hong Kong

HEADQUARTERS IN MAINLAND CHINA

Li Xin Jie, Yong An Lu
Dong Feng Zhen
Zhongshan
Guangdong
China

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

LEGAL ADVISERS

F. Zimmern & Co.
Appleby

SHARE REGISTRARS AND TRANSFER OFFICES

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

Hong Kong Branch Share Registrar
Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

Websites: http://www.0759.com
http://www.ceccoils.com
http://www.irasia.com/listco/hk/cecint

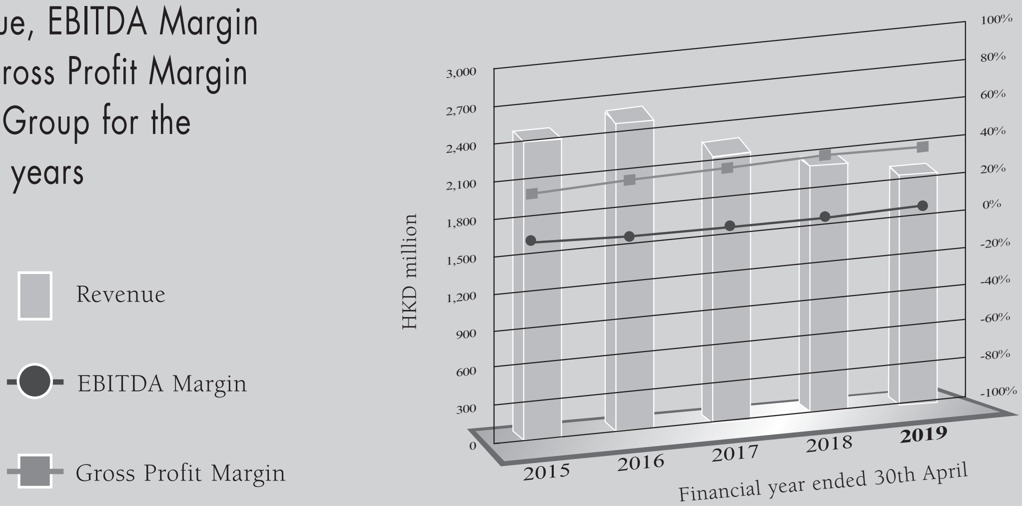
E-mail: info@ceccoils.com

Listed on The Stock Exchange of Hong Kong Limited

Stock Code: 759

Financial Highlights

Revenue, EBITDA Margin and Gross Profit Margin of the Group for the past 5 years



	As at 30 April/ Year ended 30 April 2019 HK$'000	2018 HK$'000
Revenue	**1,839,923**	1,979,674
Loss attributable to equity holders of the Company	**9,521**	32,869
Total assets	**1,021,168**	1,097,783
Net assets	**425,663**	455,384
Per Share Data		
Basic loss per share (HK cents)	**1.43**	4.93
Net assets per share (HK cents)	**63.9**	68.4
Financial Ratios		
Gross profit margin (%)	**33.7**	35.1
EBITDA margin (%)	**2.2**	1.4
Current ratio	**0.85**	0.86
Interest coverage ratio	**2.10**	1.26
Gearing ratio	**0.43**	0.45

Definitions

Basic loss per share	$\frac{\text{Loss attributable to equity holders of the Company}}{\text{Weighted average number of issued shares}}$
Net assets per share	$\frac{\text{Net assets}}{\text{Number of shares as at end of year}}$
Gross profit margin (%)	$\frac{\text{Gross profit X 100\%}}{\text{Revenue}}$
EBITDA margin (%)	$\frac{\text{Operating profit/(loss) plus depreciation and amortisation X 100\%}}{\text{Revenue}}$
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$
Interest coverage ratio	$\frac{\text{Operating profit/(loss) plus depreciation and amortisation}}{\text{Interest expense less interest income}}$
Gearing ratio	$\frac{\text{Total borrowings less bank balances and cash}}{\text{Total borrowings less bank balances and cash plus total equity}}$

Five-Year Financial Summary

The results, assets and liabilities of the Group for the last five financial years are as follows:

	2019	2018	2017	2016	2015
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
(Loss)/profit attributable to equity holders	**(9,521)**	(32,869)	(49,993)	(29,715)	27,708
Total assets	**1,021,168**	1,097,783	1,203,639	1,315,450	1,313,930
Total liabilities	**(595,505)**	(642,399)	(746,686)	(812,084)	(756,072)
	425,663	455,384	456,953	503,366	557,858

Management Discussion and Analysis

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of CEC International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group"), I would like to present the twentieth annual report of the Company since the listing of the Company's shares on The Stock Exchange of Hong Kong Limited on 15 November 1999.

2018/2019 SUMMARY OF RESULTS

– Revenue decreased by 7.1% to HK$1,839,923,000 (2018: HK$1,979,674,000);

– Loss for the year of the Company to be HK$9,521,000 (2018: HK$32,869,000);

– Basic loss per share was HK1.43 cents (2018: HK4.93 cents);

– Net cash inflow from operating activities of HK$79,619,000 (2018: outflow of HK$3,604,000); and

– Gross profit margin decreased by 1.4 percentage points to 33.7% (2018: 35.1%).

DIVIDEND

No interim and final dividend was declared for the years ended 30 April 2018 and 30 April 2019.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 20 September 2019 to Friday, 27 September 2019(both dates inclusive), during which period no transfer of shares of the Company will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 27 September 2019 are entitled to attend and vote at the annual general meeting of the Company to be held on Friday, 27 September 2019 (the "2019 Annual General Meeting"). In order to qualify to attend and vote at the 2019 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Thursday, 19 September 2019.

Management Discussion and Analysis

BUSINESS REVIEW

Overview

Year 2018/19 was the year of sadness for the Group, in which our founder Mr. Lam Wai Chun passed away in August 2018. Confronting this sudden and overwhelming change, the management that had followed the founder for years continued to make the way of "759 STORE" and "COILS ELECTRONIC" forward with the business philosophy succeeded from Mr. Lam. In this year, Hong Kong local retail market was influenced by the external and internal economic environments. According to the Report on Monthly Survey of Retail Sales published by Census and Statistics Department of Hong Kong, the value of total retail sales at the beginning of year 2018 was under its momentum not to decrease and starting to increase again. However, the international environment changed since the second half of year 2018. The trade war between US and China gave rise to a series of extreme uncertainties in consumer market where the value of total retail sales recorded drops in consecutive months from January 2019 to the date of this report. In the meantime while the reverse trend in consumer market emerged, the competition in local retail market grew much keen. In response to the fluctuating market of lots of uncertainties, the Group in the year took a relatively prudent direction in its development, focused on enhancing its operating efficiency and persistently giving adjustments on its retail business. The Group concentrated on developing 759 STORE's business of food groceries and necessities of life and fully retreated cosmetics business. 11 cosmetic specialty stores was closed during the year. Influenced by net decrease in shop number, the Group recorded a consolidated revenue of HK$1,839,923,000 (2018: HK$1,979,674,000), representing a decrease of 7.1% as compared with that of last year. As the Group fully retreated cosmetics retailing that had relatively high gross profit margin, consolidated gross profit dropped together with revenue to HK$619,717,000 (2018: HK$694,294,000), representing a decrease of 10.7%, as compared with the same period last year. Consolidated gross profit margin was 33.7% (2018: 35.1%), representing a drop of 1.4 percentage points as compared with last year.

The Group enforced strict cost control measures in the year and achieved significant improvements. Consolidated selling and distribution costs was saved by approximately 13.3% or HK$75,989,000 to HK$493,958,000 (2018: HK$569,947,000), of which mainly the total rental expenses was saved as net shop number decreased. Consolidated general administrative expenses greatly decreased for $39,335,000 or in percentage by 26%, to HK$111,886,000 (2018: HK$151,221,000), including unrealized exchange gain of approximately HK$9,435,000 (2018: unrealized exchange loss of HK$12,076,000) mainly attributable to the falling trend of the Renminbi exchange rate last year. Having the operating cost been reduced in an orderly manner, despite the financial result in the year did not turn into profit, consolidated loss in the year further shrunk to HK$9,521,000 (2018: HK$32,869,000), greatly improved by 71%, as compared with that of the last year.

Management Discussion and Analysis

Retail Business

For the year under review, the Group's retail business recorded a segment revenue of HK$1,730,024,000 (2018: HK$1,847,326,000), representing a drop of 6.3% as compared with last year, and accounting for approximately 94% of the Group's total revenue (2018: 93%). The decrease of revenue in retail business was primarily attributable to the decrease in the number of stores. Segment gross profit also decreased by 11% as compared with the previous year to HK$591,719,000 (2018: HK$665,107,000). The decrease in gross profit margin was mainly due to the Group's complete withdrawal from the higher profit-margin cosmetics retail business. Though decrease in revenue and gross profit was recorded in the retail segment, the operating costs of retail business has shown remarkable improvements after the adjustment of business scale during the year under review. The segment's selling and distribution expenses and general administration expenses decreased approximately 13.3% and 12.6% to HK$492,252,000 and HK$89,074,000 respectively (2018: HK$568,071,000 and HK$101,907,000). The retail business recorded a segment operating profit of HK$11,874,000 (2018: HK$6,204,000) for the year, representing an increase of 91% as compared with that of the previous year.

With a net decrease of 27 stores, the total number of shops of 759 STORE was 179 as at 30 April 2019 (2018: 206), among which 6 shops were newly opened and 33 shops were closed. Most of the closed stores were underperforming and which included 11 cosmetics specialty shops. The only remaining 759 KAWAIILAND, located at the airport, will be closed in October 2019 when the contract expires. Shop rental expense, the highest expense category among all types of expenses in the Group's retail business, was HK$195,665,000 (2018: HK$223,401,000) for the year, representing a significant decrease of 12.4% or HK$27,736,000 as compared with that of the previous year. The amount of saving in rental expenses was much higher than the amount of decrease in revenue, resulted in a further drop of the rental to revenue ratio to 11.3% (2018: 12.1%), indicating an improvement for the third consecutive year. The 179 shops of 759 STORE spread evenly over various districts of Hong Kong. As at 30 April 2019, its total shop floor area in operation was 384,000 square feet (2018: 435,000 square feet), with an average floor area per store of 2,145 square feet (2018: 2,112 square feet), which was similar to that of the previous year. The turnover per square foot was HK$4,505 (2018: HK$4,247), with an increase of 6.1% over that of the previous year. As the number of shops decreased, the number of staff decreased accordingly through natural attrition. The number of frontline staff per shop was 3.6 persons (2018: 3.5 persons), similar to that of last year. For remuneration, labour cost for the Group's frontline staff included basic salary, commission and other benefits. The calculation of commissions was linked to the sales performance of the shops, and distributed according to the number of staff on duty. Since growth in same-store sales were recorded in most of the shops during the year, and with the improved efficiency of the staff, labour cost for frontline staff as a percentage of revenue for the year decreased to 8.9% (2018: 9.6%).

Management Discussion and Analysis

Sourcing Mix

759 STORE adopts a procurement model that the products were directly imported from their places of origin. Over 90% of products were imported on its own through procurement team, mainly coming from 61 countries and regions (2018: 63). The staff of procurement team kept sourcing high quality products in the world bringing more choices for our customers. Most of the products came from Japan and South Korea. The products directly imported from Japan and South Korea accounted for nearly 50% share of the whole procurement, followed by those of Thailand, Europe, Taiwan, Mainland China, America and other regions. The sales revenue of the products directly procured from factories or farms, so called "direct delivery from factory", accounted for 31.5% (2018: 31.5%) share of the whole procurement, same as that of the previous year. All products for "direct delivery from factory" were either 759 STORE's home brands or exclusive brands. The product categories procured in the year were in all way focused on food and necessities of life. About 11,600 (2018: 16,500) product items were sold in the year. The number of product items sold came less than those in the previous year mainly because 759 STORE had in all way retreated the cosmetic items that was not necessities of life and the slow-moving products such as durable household products and electrical appliances, and instead strengthened in all way the fast-moving products of necessities of life including rice, noodle, cooking oil, alcohol, sanitary paper product, detergent and etc. In the year, 759 STORE actively developed the staple food category, increasing the share of rice, noodle, cooking oil and frozen instant food, expecting that sales revenue of staple food could well resist and so balance off the impact brought by economic fluctuations, and in long run maintain the sales revenue of 759 STORE at a much stable level. As at 30 April 2019, the total inventories carried by the retail business of the Group was HK$311,559,000 (2018: HK$331,874,000), decreased by 6.1% as compared with that of the previous year, much as the same as the ratio that the sales revenue dropped.

Support from the Customers

During the year, 759 STORE consolidated the distribution of its retail network and completely retreated the cosmetic specialty store business, with a net decrease by 27 in total number of shops. Mild growth was recorded in members' frequency of purchase for the year. The number of membership cards used continuously for no less than once per week was about 460,000 (2018: 416,000) and the number of membership cards used continuously for no less than once per month was 1,230,000 (2018: 1,230,000). These figures indicate that 759 STORE has received long-term and continued support from the customers.

Management Discussion and Analysis

Electronic Component Manufacturing Business

During the year, the segment revenue of electronic components manufacturing business of the Group recorded a reduction to HK$108,972,000 (2018: HK$129,711,000), representing a decrease of 16% as compared with last year. Since the second half of the financial year, the China-US trade war has dealt an extraordinary blow to industrial exports, and also affected the Group's electronic component orders. However, due to the downward trend of the Renminbi exchange rate during the year in review, an unrealized exchange gain of HK$9,435,000 (2018: exchange loss of HK$12,076,000) was generated for the manufacturing business. Therefore, the manufacturing business recorded a segment operating gain of HK$13,158,000 (2018: segment operating loss: HK$14,841,000) for the year. Since unrealized exchange loss or gain is not in cash nature, both would not give effect on actual cash flow of the business. The segment depreciation and amortisation of the manufacturing business for the year amounted to HK$5,453,000 (2018: HK$10,338,000). During the year, the segment gross profit margin of the manufacturing business was 25.0% (2018: 20.6%), representing an increase of 4.4 percentage points, and the total segment gross profit was HK$27,222,000 (2018: HK$26,667,000), reflecting that the electronic components manufacturing business is actively improving its product quality and service to secure better bargaining power.

Investment Properties

Rental income of the Group for the year amounted to HK$927,000 (2018: HK$2,637,000). Fair value loss included in the consolidated income statement for investment properties carried at fair value during the year was approximately HK$5,010,000 (2018: HK$1,040,000).

FINANCIAL REVIEW

Fund Surplus and Liabilities

As at 30 April 2019, the Group's bank balances and cash (denominated mainly in Hong Kong dollar, United States dollar and Renminbi) was HK$69,130,000 (2018: HK$64,405,000). As at 30 April 2019, the Group had aggregate banking facilities of HK$517,700,000 (2018: HK$540,500,000) which included overdrafts, loans, trade financing, etc. Unused facilities as at the same date amounted to approximately HK$129,248,000 (2018: HK$107,816,000).

The Group's bank loans as at 30 April 2019 amounted to HK$388,452,000 (2018: HK$432,684,000), representing a decrease of 10%. As at 30 April 2019, the Group's gearing ratio* was 0.43 (2018: 0.45), which decreased by 0.02 as compared with the previous financial year end. At the same date, the Group did not have any contingent liabilities (2018: Nil).

(The ratio of (total borrowings less bank balances and cash) over (total borrowings less bank balances and cash plus total equity))*

Management Discussion and Analysis

At 30 April 2019, the utilized banking facilities amounting to HK$388,452,000 (2018: HK$432,684,000) were secured by charges on the Group's certain land and buildings, investment properties, bank deposits and inventories. In addition, the Group is required to comply with certain restrictive financial covenants imposed by the major financing banks. As at 30 April 2019, the Group could comply with such financial covenants.

Assets

As at 30 April 2019, the Group's total inventories amounted to HK$367,133,000 (2018: HK$395,117,000), representing a decrease of 7.1% as compared with the last financial year end. Meanwhile, with the net decrease in the number of stores of 759 STORE, the total prepayments, deposits and other receivables (including prepaid rent and rental deposits for retail stores) as at the same date fell to HK$90,467,000 (2018: HK$98,609,000).

Interest Expenses

As the Group lowered its bank borrowings, interest expenses of the Group for the year amounted to HK$19,726,000 (2018: HK$22,132,000), representing a decrease of 10.9% as compared with last year.

Financial Resources and Capital Structure

The Group's net cash inflow was HK$46,522,000 (2018: net cash outflow of HK$18,864,000) for the year. Net cash inflow from operating activities amounted to HK$79,619,000 (2018: cash outflow of HK$3,604,000). The substantial increase in cash flow from operating activities as compared with last year reflected that the adjustment measures of the retail business has had a remarkable result and that the cost structure has returned to a reasonable level. Net cash outflow from investing activities for the year amounted to HK$596,000 (2018: cash inflow of HK$132,688,000). During the year under review, the Group did not have any major investment nor significant disposal of assets. The net cash outflow from financing activities for the year amounted to HK$32,501,000 (2018: HK$147,948,000) due to further reduction of bank borrowings.

Cash Flow Summary

	2019 *HK$'000*	2018 *HK$'000*
Net cash inflow/(outflow) from operating activities	**79,619**	(3,604)
Net cash (outflow)/inflow from investing activities	**(596)**	132,688
Net cash outflow from financing activities	**(32,501)**	(147,948)
Increase/(decrease) in cash and cash equivalents	**46,522**	(18,864)

Management Discussion and Analysis

As at 30 April 2019, the Group's net current liabilities was HK$88,724,000 (2018: HK$88,722,000). Current ratio was 0.85 (2018: 0.86), similar to that of the previous year. The Group's total current liabilities included pledge loans of approximately HK$37,900,000 (HK$27,900,000 repayable within one year; HK$10,000,000 repayable after one year). This bank loan of HK$10,000,000 due for repayment after one year contains a repayment on demand clause was classified as current liabilities in accordance with the HK Interpretation 5, "Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause". The management believes that the Group's working capital on hand, together with the banking facilities provided by major financing banks, are sufficient to fund its existing operation.

Charges on Assets

As at 30 April 2019, certain assets of the Group with an aggregate carrying value of approximately HK$615,802,000 (2018: HK$652,225,000) were pledged to secure banking facilities of the Group.

Exchange Risks

The Group's business is mainly conducted in Hong Kong, Mainland China and South-east Asia. The major revenue currencies are denominated in Hong Kong dollar, Renminbi and United States dollars; whilst the major currencies in purchase commitments and operation costs are denominated in Japanese Yen, United States dollars, Euro, Hong Kong dollar and Renminbi. The Group will endeavor to be vigilant in monitoring the fluctuation in exchange market, and will proactively adjust the combination of imported merchandise in order to offset the impact that may occur from currency fluctuation. Presently, if the exchange rates of Japanese Yen and Euro go up significantly, it will impact the Group's overall cost of imports. Because of this, the Group will pay vigilant attention to the fluctuation of Japanese Yen and Euro.

Employees

As at 30 April 2019, the Group had employed approximately 1,700 staff (2018: 1,900). The remuneration of the employees is determined by a wide range of factors including references to market benchmark, individual performance, academic qualification and work experience, subject to periodic reviews. Other agreed employee benefits includes pension scheme, medical insurance, on-job training, education subsidy and other social security and paid leaves stipulated under the relevant jurisdiction of places of operation.

Management Discussion and Analysis

FUTURE PLAN AND OUTLOOK

The Group's retail business had gone through a prolonged adjustment that the current cost structure had restored its stability and reasonableness. Looking into the future, the management team will focus on developing the brand "759 STORE", continue our founder's strong sense of commitment to serve Hong Kong "Kai-fongs" and carry on the corporate mission set by him when he founded 759 STORE:「high flow rate, wide range of choices and "lower margin with high turnover" policy with an aim to offer more alternatives to our Hong Kong "Kai-fongs"」. The Group in hand had sufficient amount of data to evaluate the potential sites for new shops and the affordable level for shop rent. Our leasing department was actively looking for suitable sites in residential areas. From May 2019 to the date of this report, 6 new shops in total have come into operation, same as the total number of new shops for last financial year in whole. Apart from those 6 new shops, 2 other new shops were currently under decoration, on plan that these 2 new shops will open one by one after the date of this report. Those new shops were all located in shopping malls or shop units at private or public housing estates. The Group expected that restarting the development in retail network will scale up the business in future, not only raise the revenue but also increase the product import volume so that there would be more space for price bargaining, which in turn would make 759 STORE more competitive in the market.

759 STORE will focus on the development of food groceries and other necessities of life and will continue to develop its high flow rate model for direct import as in the past. Procurement team is working hard to source products all over the world so as to have a much comprehensive product portfolio. Snack and leisure food are 759 STORE's iconic product categories. However, it is difficult to see them as locomotive for growth since snack market was already saturated. 759 STORE persistently in a low profile developed the categories other than snack, such as staple food, beverages, alcohols, seasonings, frozen food as well as non-food categories such as paper products, detergents and cleansing products. Personal care category of 759 KAWAII like sanitary napkins, cotton pads, shampoos, body washes and etc. was merged into the product portfolio of 759 STORE, being displayed and sold therein. All these have given stable contribution on the revenue of retail business. 759 STORE currently sells huge volume of frozen food, in which the major share was taken by fish and seafood, and the share of meat was relatively small. Procurement team is sourcing more pork, beef and poultry products in Europe, North America and Southeast Asia. On the other hand, the current trend put lots of attention on healthy food culture that the market demand on organic food is greatly increasing. 759 STORE is negotiating with overseas manufacturers to introduce a series of health food that lately emerged, such as natural organic food, gluten-free food and vegetarian meat products, which will one by one be introduced to the market so as to provide customers much more choices. Apart from self-import, 759 STORE also has the intention to further explore the opportunity for more in-depth cooperation with local suppliers to broaden its product portfolio, so as to offer better services in terms of convenience to our customers.

By Order of the Board
Tang Fung Kwan
Chairman

Hong Kong, 26 July 2019

Directors and Senior Management Profile

Directors

Executive Directors

Ms. TANG Fung Kwan, aged 49, was appointed as an executive director of the Company with effect from 29 September 1999, and has been the Chairman and Managing Director of the Company since 19 August 2018. She is responsible for leading the strategic planning, business development and overall management of the Group. Ms. Tang is also the managing director of Coils Electronic (Zhong Shan) Co., Ltd. and a number of other subsidiaries of the Company. She is currently a member of the Remuneration Committee and the Chairman of the Nomination Committee and the Accounts Receivable Supervisory Committee of the Company. She has been admitted to the degree of Bachelor of Social Sciences with Honours in The University of Hong Kong in 1992, the degree of International Master of Business Administration in The University of South Australia, Australia, in 1998, the degree of Bachelor of Laws (LLB) in The Manchester Metropolitan University, United Kingdom, in 2006, the Postgraduate Certificate in Laws and the degree of Master of Laws in Arbitration and Dispute Resolution in The University of Hong Kong in 2008 and 2010 respectively. Ms. Tang joined the Group in 1993.

Mr. HO Man Lee, aged 39, was appointed as an executive director of the Company with effect from 27 September 2011, responsible for the Group's development and application of information technology as well as administration and human resources management. He is also responsible for coordinating marketing-related joint programs and is actively engaged in compliance management of the retail operation. Mr. Ho joined the Group in 2001 and has worked in various departments, duties included information system development, administration and personnel management, company secretary and etc. Since the establishment of 759 STORE, he followed our founder Mr. Lam Wai Chun and continued to take part in various functions of the retail business, including marketing, store operation, shop leasing and etc, from which he has accumulated valuable retail experience. Mr. Ho has been admitted to the degree of Bachelor of Computer Science with Honours in The Hong Kong University of Science and Technology in 2001 and the degree of Master of Business Administration in The Chinese University of Hong Kong in 2006.

Mr. Lam Kwok Chung, aged 27, was appointed as an executive director of the Company with effect from 28 September 2018. He is responsible for overseeing the Group's store operation and marketing functions. Mr. Lam is the sole director of Ka Yan China Development (Holding) Company Limited and a director of Coils Electronic (Zhong Shan) Co., Ltd. and a number of other subsidiaries of the Company. Mr. Lam has been awarded Bachelor of Arts under the Credit Accumulation Mechanism offered by the School of Professional Education and Executive Development, The Hong Kong Polytechnic University in 2014. Mr. Lam joined the Group in 2013.

Directors and Senior Management Profile

Independent Non-Executive Directors

Mr. AU Son Yiu, aged 73, was appointed as an independent non-executive director of the Company with effect from 29 September 1999. Mr. Au is also a member of the Audit Committee, the Nomination Committee and the Accounts Receivable Supervisory Committee as well as the Chairman of the Remuneration Committee of the Company. Mr. Au has extensive experience in the securities industry. He is a director of The Association of Former Council Members of The Stock Exchange of Hong Kong Limited and was a consultant to Dao Heng Securities Limited (1989-2008). He is also an independent non-executive director of Texwinca Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited. Until 31 January 2015, Mr. Au was also an independent non-executive director of Asia Allied Infrastructure Holdings Limited (formerly known as Chun Wo Development Holdings Limited), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited. In addition, Mr. Au is the Ex-Deputy Chairman of Hong Kong Clearing (1992-1994), the Ex-Council member of the Stock Exchange of Hong Kong Limited (1988-1994) and was a member of the Election Committee for the financial services subsector election for the 1998 Legislative Council.

Mr. GOH Gen Cheung, aged 72, was appointed as an independent non-executive director of the Company with effect from 1 December 2005 and is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Goh has over 30 years of treasury, finance and banking experience. He is a Certified Banker of The Hong Kong Institute of Bankers and obtained a Master's degree in Business Administration from the University of East Asia, Macau in 1987. Mr. Goh is also an independent non-executive director of Beijing Properties (Holdings) Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited.

Mr. Chan Chiu Ying, aged 60, was appointed as an independent non-executive director of the Company with effect from 1 February 2015 and is the Chairman of the Audit Committee and a member of both the Remuneration Committee and Nomination Committee of the Company. Mr. Chan has over 20 years' experience in the fields of accounting, securities and corporate finance spanning from regulatory to investment advisory and management of listed companies in Hong Kong. Mr. Chan holds a Master degree in Business Administration from the University of Bradford, the United Kingdom and is an advisor providing corporate and strategic advisory services in Hong Kong and China. He is a fellow of the Hong Kong Institute of Certified Public Accountants. He is also an associate of the Chartered Institute of Management Accountants, the United Kingdom and a member of the Hong Kong Securities and Investment Institute. From September 2004 to January 2015, Mr. Chan was also an independent non-executive director of Asia Allied Infrastructure Holdings Limited (formerly known as Chun Wo Development Holdings Limited), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited.

Directors and Senior Management Profile

Senior Management

Company Secretary

Ms. HO Wing Yi, aged 45, is the head of accounting of the Group, responsible for the Group's financial reporting and corporate finance functions. Ms. Ho is also the company secretary of the Company. She worked in an international firm of certified public accountants and has over 7 years of experience in auditing. Ms. Ho has been admitted to the degree of Bachelor of Accountancy with Honours and the degree of Master of Business Administration in The Hong Kong Polytechnic University in 1996 and 2007 respectively. She is also a fellow member of The Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Ms. Ho joined the Group in 2003.

Electronic Components Manufacturing Business

Ms. MAI Shaoling, aged 55, is the head of factory affairs of Coils Electronic (Zhong Shan) Co., Ltd. responsible for managing the factory affairs of Zhongshan main plant as well as the operation of the restaurant business. Ms. Mai is also the Party branch secretary of 中共中山市東鳳鎮高雅線圈製品有限公司 (Zhongshan Dong Feng Zhen Coils Electronic Company Limited). She has over 36 years of experience in administration and has been admitted to the degree of Master of Business Administration in The University of Wales, United Kingdom in 2013. Ms. Mai joined the Group in 1983.

Mr. WANG Zhengwen, aged 51, is the head of finance of Coils Electronic (Zhong Shan) Co., Ltd. responsible for the accounts management of Zhongshan main plant. He graduated from the Beijing University of Finance and Economics in 1990 and obtained the qualification of accountant from the Ministry of Finance, People's Republic of China. Mr. Wang joined the Group in 1998.

Ms. HUANG Shaobing, aged 40, is the head of business, responsible for the management of sales functions of the Group. Ms. Huang has over 21 years of working experience in management of coil products procurement as well as sales and marketing. She has been admitted to the degree of Bachelor of Laws in the Nanjing Army Command College, China, in 2013. Ms. Huang joined the Group in 1998.

Ms. LAI Wanru, aged 47, is the head of purchasing of Coils Electronic (Zhong Shan) Co., Ltd. responsible for the purchase, materials procurement and logistics management functions of the Group's coil business as well as the purchasing function of 759 STORE. Ms. Lai has over 29 years of experience in materials procurement, coils production as well as sales and marketing. She has been admitted to the executive diploma in Management Studies in The Hong Kong Polytechnic University in 2005. Ms. Lai joined the Group in 1990.

Directors and Senior Management Profile

Ms. POH Po Leng, aged 50, is the head of business of CEC-Coils Singapore Pte Ltd. responsible for the development of the Group's business in the Far East and the purchasing of Southeast Asian food products of 759 STORE. She previously worked in several prestigious Japanese electronic product manufacturers. Ms. Poh joined the Group in 2000.

Mr. ZHAO Xiangqun, aged 57, is the head of engineering and quality responsible for the management of engineering and quality functions of the Group's electronic components manufacturing business. He has been admitted to the degree of Bachelor of Science in Physics and the degree of Master of Science in Gravitational Physics in the Sun Yat-Sen University, China, in 1986 and 1989 respectively. Mr. Zhao joined the Group in 2001.

Mr. LAO Xin, aged 47, is the head of administration of Coils Electronic (Zhong Shan) Co., Ltd. responsible for the management of the Group's administration and personnel functions in Mainland China. He has been admitted to the degree of Bachelor of History in the Renmin University of China in 1994 and the degree of Master of Business Administration in The Hong Kong Polytechnic University in 2006. Mr. Lao joined the Group in 1995.

Retail Business

Ms. LEE Tsz Kei, aged 26, is the business development and operations manager, responsible for strategic sourcing, vendor and merchandizing management, business process optimization and the coordination of new initiatives in the retail business assigned by the managing director, such as to explore and develop new sourcing networks and ways of merchandizing related to healthy living style. She has been admitted to the degree of Bachelor of Business Administration in Operations Management and Management with Honours in The Hong Kong University of Science and Technology in 2015, the Master Degree of Art in Psychology in The Chinese University of Hong Kong in 2018. Ms. Lee joined the Group in 2015.

Mr. CHEUNG Ming Yat, aged 43, is the head of corporate strategy and development responsible for strategic studies and data analytics of the retail business. He has been admitted to the degree of Bachelor of Finance with Honours in The University of Hong Kong in 1998. Mr. Cheung first joined the Group in 1998 and his most recent joining date was in November 2015.

Ms. SIU Pui Yan, aged 37, is the purchasing manager of retail business, responsible for coordinating the purchases and supplies of the retail business. She has been admitted to the degree of Bachelor of Business Administration in Lingnan University, Hong Kong in 2003. Ms. Siu joined the Group in 2010.

Mr. MORI Kenji, aged 44, is the business development manager of purchasing of retail business, responsible for the purchasing of Japanese snacks and food grocery for 759 STORE. Mr. Mori has over 19 years of experience in areas such as retail on snack and food grocery, purchase management, etc. Mr. Mori joined the Group in 2011.

Directors and Senior Management Profile

Mr. FUKUOKA Kazuaki, aged 55, is the business development manager of purchasing of retail business, responsible for developing new source of Japanese food grocery for 759 STORE. Mr. Fukuoka has over 33 years of experience in areas such as retail of snack and food grocery, shop management, visual merchandising, shop layout design, etc. Mr. Fukuoka joined the Group in 2011.

Mr. OGISHIMA Yoshimasa, aged 34, is the purchasing manager of retail business, responsible for the purchasing of Japanese snacks and food grocery of 759 STORE. He has been admitted to the degree of Bachelor of International Studies in the Takushoku University, Japan in 2008. Mr. Ogishima joined the Group in 2012.

Mr. YANG Yong, aged 44, is the head of purchasing in China of retail business, responsible for the purchasing of Mainland China products of 759 STORE. He has over 25 years of working experience in management of procurement as well as sales and marketing. Mr. Yang joined the Group in 1994.

Mr. CAO Huizhong, aged 49, is the quality assurance manager responsible for the management of food quality and labeling functions. He has been admitted to the degree of Master of Business Administration in The Hong Kong Polytechnic University in 2006. Mr. Cao joined the Group in 1994.

Mr. QING Liang, aged 41, is the head of information system responsible for managing the development and application of information system. Mr. Qing has been admitted to the degree of Bachelor of Computer Science and Technology with Honours in the Chongqing Jiaotong University, China (formerly known as the Chongqing Jiaotong Institute) in 2000 and the degree of Master of Science in Engineering Business Management jointly awarded by The University of Warwick, United Kingdom and The Hong Kong Polytechnic University in 2014. Mr. Qing joined the Group in 2002.

Ms. WONG Sin Kam, aged 57, is the head of shop operation responsible for the management of shop operation and leasing function of 759 STORE. She has over 37 years of working experience in related field. Ms. Wong joined the Group in 1990.

Mr. YIP Chi Ping, aged 54, is the head of shop development and local sourcing responsible for shop development and sourcing of local supplies for 759 STORE. Mr. Yip worked in a large-scale chained supermarket and has over 33 years of experience in retail operations and merchandising. Mr. Yip joined the Group in 2013.

Mr. LEE Sze Ming Bruce, aged 47, is the head of shop management responsible for managing all outlets of 759 STORE. Mr. Lee worked in a large-scale chained convenient store and has over 16 years of experience in shop operations. Mr. Lee joined the Group in 2012.

Directors and Senior Management Profile

Ms. LI Yuk Yu, aged 56, is the head of shop management responsible for managing the human resources and planning the development of retail business. Ms. Li worked in a large-scale chained supermarket and has over 29 years of experience in shop operations. She has been admitted to the degree of Bachelor in Philosophy in the Sun Yat-Sen University, China, in 1984. Ms. Li joined the Group in 2013.

Mr. CHAU Wai Cheong, aged 50, is the shop leasing manager responsible for managing the leasing of shops of 759 STORE. He worked as a reporter for the finance page in a local Chinese newspaper for over 16 years. Mr. Chau joined the Group in 2014.

Mr. HO Kwok Keung, aged 61, is the head of engineering (interior fitting out) responsible for managing the fitting-out and its maintenance of the retail shops. He is a former executive director of the Company (appointed on 20 December 2002 and resigned on 14 August 2003). He has over 40 years of experience in electronics and electrical industry. Mr. Ho joined the Group in 1996.

Mr. YAU Leung Hung Charles, aged 38, is the manager of personnel department responsible for the daily personnel management of 759 STORE. He has been admitted to the degree of Bachelor of Arts in Public and Social Administration in the City University of Hong Kong, in 2003 and the degree of Master of Science in Engineering Business Management jointly awarded by The University of Warwick, United Kingdom and The Hong Kong Polytechnic University in 2011. Mr. Yau joined the Group in 2003.

Ms. CHAN Wing Lam, aged 37, is the interior design manager responsible for managing the shop design function of 759 STORE. Ms. Chan has over 13 years of experience in interior design of retail shops. She has been admitted to the degree of Bachelor of Arts with Honours in Art and Design in Education in The Hong Kong Polytechnic University in 2016. Ms. Chan joined the Group in 2014.

Report of the Directors

The Directors of the Company (the "Directors") present this report together with the audited financial statements for the year ended 30 April 2019.

Principal activities and geographical analysis of operations

The Company is an investment holding company. Its subsidiaries are principally engaged in (i) retail of food and beverage, household and personal care products, (ii) design, development, manufacture and sale of a wide range of coils, ferrite powder and other electronic components, and (iii) investment property holding.

An analysis of the Group's performance for the year by operating segment is set out in Note 5 to the financial statements.

Business Review

A review of the business of the Group as required by Schedule 5 to the Hong Kong Companies Ordinance are set out in the section headed "Management Discussion and Analysis" on pages 6 to 13 of this annual report and Note 3 to the consolidated financial statements as set out on pages 88 to 96 of this annual report. There was no major event affecting the Group that has occurred since the financial year ended 30 April 2019. The review forms part of the Report of the Directors.

Discussions on the Group's environmental policies are set out under the section headed "A. Environment" of the Environmental, Social and Governance Report on pages 42 to 48 of this annual report.

Description of the principal risks and uncertainties facing the Group and discussions on the Group's compliance with relevant laws and regulations, and relationships with its key stakeholders which have a significant impact on the Group are provided in the paragraphs below.

Principal Risks and Uncertainties

Risks associated with import costs

759 STORE has adopted the model of self-import in container loads, through which over 90% of its goods are imported directly from places of origin. Purchase commitments are normally settled in Japanese Yen, Euro and United States dollars, and hence fluctuations in Japanese Yen and Euro will have direct impacts on our import costs. In order to balance risks associated with ongoing fluctuations in foreign exchange, 759 STORE has been devoted to diversify the sourcing of goods from different places of origin with its purchase network covering 61 countries and regions that can disperse to the utmost impacts on import costs arising from fluctuations in currency and economy in a single region.

Report of the Directors

Fluctuations in External Economic Environment

The development of the China-US trade war has been complicated and confusing, causing abnormal fluctuations in the global stock market and international exchange rate with abrupt surges and sharp falls at different times. Since the end of 2018, the intensifying trade war has already had a significant impact on the incoming orders of the Group's manufacturing business. As for the local retail market, there has not been any significant fluctuation at the moment. However, if the trade war continues to exacerbate and leads to an economic contraction, the impact on the demand for consumer goods will be immeasurable. 759 STORE is positioned as a retailer of daily necessities. In addition to snack foods, it also focuses on the development of stable food items, groceries and daily necessities so as to cope with any large range fluctuations during the change of economic cycles in the future.

Keen competition

With a reversal of sentiment in the retail market, its competition will become even more intense. In addition to large supermarket chains and conveniences stores, the ever-increasing snack stores or small to medium sized shops as new participants in the market have been complicating the aggravated competition. While there has not been any growth in the total volume of the market, there is a constant addition of new participants into market, thus making it an extremely challenging task to maintain the scale of revenue. 759 STORE will continue to adhere to its model of direct import, introduce new products from different places over the world so as to keep a continuously rejuvenating set of products. By taking a development path in market differentiation, 759 STORE will be able to avoid the vicious competition as a result of selling products which are identical with those of the competitors.

Compliance with Laws and Regulations

During the year under review, the Group has not been aware of any material breach of or non-compliance with the applicable laws and regulations that has a significant impact on its businesses and operations.

Relationship with Customers and Suppliers

759 STORE has its outlets penetrated in almost all residential districts in Hong Kong and has since its establishment endeavored to provide quality services to customers.

On the supply chain front, 759 STORE sticks to its self-import model with suppliers from 61 countries and regions globally, most of them are overseas manufacturers, farms and large scaled wholesalers. The Group values mutually beneficial long lasting relationships with its customers and suppliers to ensure sustainable development of its business.

Report of the Directors

Relationship with Employees

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. The management reviews regularly the compliance of the Group's subsidiaries with local labour laws and regulations in order to ensure fair treatments of labour practices among the workforce.

The Group believes that employees are the valuable assets of an enterprise and regards human resources as its corporate wealth. The management regularly review the Group's remuneration packages to ensure that they are in line with the prevailing market standard in order to attract and retain employees. The Group also provides employees with on-job training and development opportunities to enhance their career progression.

Results and appropriations

The results of the Group for the year ended 30 April 2019 are set out in the consolidated income statement on page 57 of this annual report.

No interim or final dividend was declared for the year ended 30 April 2019. (2018: Nil)

Donations

Charitable and other donations made by the Group during the year ended 30 April 2019 amounted to HK$455,000 (2018: HK$180,000).

Principal investment properties

Details of the principal properties of the Group held for investment purposes are set out on page 137 of this annual report.

Distributable reserves

As at 30 April 2019, the Company's contributed surplus of approximately HK$131,338,000 (2018: HK$131,338,000) (subject to provisions under the Companies Act 1981 of Bermuda (as amended)) and retained earnings of approximately HK$3,635,000 (2018: HK$3,635,000) were available for distribution to the equity holders of the Company.

Pre-emptive rights

There is no provision for pre-emptive rights in the Company's Bye-laws and the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to the existing shareholders of the Company.

Purchase, sale or redemption of the Company's listed shares

The Company had not redeemed any of its listed shares during the year ended 30 April 2019. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed shares during the year ended 30 April 2019.

Report of the Directors

Directors

The Directors who held office during the year ended 30 April 2019 and up to the date of this report were:

Executive Directors

Ms. Tang Fung Kwan *(Chairman and Managing Director with effect from 19 August 2018)*
Mr. Ho Man Lee
Mr. Lam Kwok Chung *(appointed on 28 September 2018)*
Mr. Lam Wai Chun *(passed away on 18 August 2018)*

Independent non-executive Directors

Mr. Au Son Yiu
Mr. Goh Gen Cheung
Mr. Chan Chiu Ying

Pursuant to Bye-law 87 of the Company's Bye-laws, Mr. Au Son Yiu and Mr. Chan Chiu Ying shall retire by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

In accordance with Bye-law 86(2) of the Company's Bye-laws, Mr. Lam Kwok Chung will hold office until the forthcoming annual general meeting of the Company and, being eligible, offers himself of re-election.

The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Company considers such Directors to be independent. Mr. Au Son Yiu has served as an independent non-executive Director for more than nine years. Pursuant to the code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, further appointment of Mr. Au as an independent non-executive Director should be subject to a separate resolution to be approved by the shareholders of the Company. In this regard, a resolution will be proposed at the forthcoming annual general meeting of the Company for further appointment of Mr. Au as an independent non-executive Director.

The Nomination Committee of the Company has reviewed and assessed Mr. Au's annual confirmation of independence based on the independence factors set out in Rule 3.13 of the Listing Rules. With his extensive experience and sharp business acumen, Mr. Au has provided valuable independent advice for the Group's business development in his previous tenures. As Mr. Au is not involved in the day-to-day management of the Company and there is no evidence that his independence would be affected by his length of term, the Board considers that Mr. Au will continue to provide significant contributions to the Company and the shareholders as a whole.

Report of the Directors

Directors' service contracts

None of the Directors who will be proposed for re-election at the forthcoming annual general meeting has entered into a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Directors' material interests in transactions, arrangements and contracts that are significant in relation to the Company's business

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent company was a party and in which a Director and the Director's connected person (as defined in the Listing Rules) had a material interest, whether directly or indirectly, subsisted at the end of the year under review or at any time during the year.

Biographical details of directors and senior management

Brief biographical details of Directors and senior management are set out on pages 14 to 19 of this annual report.

Director's and chief executive's interests and/or short positions in the shares, underlying shares and debentures of the Company or any specified undertaking of the Company or any other associated corporations

As at 30 April 2019, the interests of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

(a) Shares of the Company

Name of director	Number of shares of HK$0.10 each held Personal interests *(Note 2)*	Trusts interests	Total interests	Percentage of issued share capital
Ms. Tang Fung Kwan	4,194,611	–	4,194,611	0.63%
Mr. Ho Man Lee	30,000	–	30,000	0.0045%
Mr. Lam Kwok Chung	–	442,295,660 *(Note 3)*	442,295,660 *(Note 3)*	66.39%
Mr. Au Son Yiu	3,201,440	–	3,201,440	0.48%

Notes:

1. All the above interests in the shares of the Company were long positions.

2. Personal interests were interests held by the relevant directors as beneficial owners.

3. The 442,295,660 shares were held by Ka Yan China Development (Holding) Company Limited, a wholly-owned subsidiary of Ka Yan China Investments Limited. The entire issued share capital of Ka Yan China Development (Holding) Company Limited was ultimately held by HSBC International Trustee Limited as trustee of a discretionary trust (the "Trust") founded by the late Mr. Lam Wai Chun, the founding chairman of the Company and a former director of the Company. In the capacity as a discretionary beneficiary of the Trust, Mr. Lam Kwok Chung was deemed to be interested in all the shares held by Ka Yan China Development (Holding) Company Limited for the purpose of the SFO.

Report of the Directors

(b) Shares of associated corporation(s) of the Company

Coils Electronic Co., Limited

Name of director	Number of non-voting deferred shares of HK$1.00 each held Trusts interests	Percentage of issued non-voting deferred shares
Mr. Lam Kwok Chung *(Notes 4 and 5)*	6,000,000	42.86%

Notes:

4. 6,000,000 non-voting deferred shares were held by Ka Yan China Development (Holding) Company Limited, representing approximately 42.86% of the 14,000,000 non-voting deferred shares in the share capital of Coils Electronic Co., Limited, in which Coils International Holdings Limited, a direct wholly-owned subsidiary of the Company, held the entire issued ordinary share capital. Mr. Lam Kwok Chung was deemed to be interested in all these shares under the SFO by virtue of the reason set out in Note 3 to sub-paragraph (a) above.

5. All the above interests in the non-voting deferred shares of Coils Electronic Co., Limited held or deemed to be held by Mr. Lam Kwok Chung were long positions.

Save as disclosed above, as at 30 April 2019, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be entered into the register kept by the Company pursuant to Section 352 of SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or the Model Code.

Save as disclosed above, as at 30 April 2019, neither the Directors or chief executive of the Company nor their spouses or children under the age of 18 had been granted any rights to subscribe for any equity or debt securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), or had exercised such rights.

Report of the Directors

Directors' rights to acquire shares or debentures

At no time during the year ended 30 April 2019 was the Company, its subsidiaries, its fellow subsidiaries, its holding companies or its other associated corporations a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Interests of shareholders discloseable under the SFO

As at 30 April 2019, according to the register kept by the Company under Section 336 of the SFO, the following persons, other than the Directors or chief executive of the Company, had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Shares of the Company

Substantial shareholders (as defined in the Listing Rules)

	Number of shares of HK$0.10 each held					
Name	Beneficial owner	Family interests	Corporate interests	Trusts interests	Total interests	Percentage of issued share capital
Ms. Law Ching Yee	–	29,955,188 *(Note 2)*	–	442,295,660 *(Notes 2)*	472,250,848 *(Notes 2)*	70.89%
Ka Yan China Development (Holding) Company Limited	442,295,660 *(Notes 2 and 3)*	–	–	–	442,295,660 *(Notes 2 and 3)*	66.39%
Ka Yan China Investments Limited	–	–	442,295,660 *(Notes 2 and 3)*	–	442,295,660 *(Notes 2 and 3)*	66.39%
HSBC International Trustee Limited	–	–	–	442,295,660 *(Notes 2 and 3)*	442,295,660 *(Notes 2 and 3)*	66.39%

Report of the Directors

Interests of shareholders discloseable under the SFO *(continued)*

Notes:

1. All the above interests in the shares of the Company were long positions.

2. The 442,295,660 shares were held by Ka Yan China Development (Holding) Company Limited, a wholly-owned subsidiary of Ka Yan China Investments Limited. The entire issued share capital of Ka Yan China Development (Holding) Company Limited was ultimately held by the Trust. In the capacity as a discretionary beneficiary of the Trust, Ms. Law Ching Yee was deemed to be interested in all the shares held by Ka Yan China Development (Holding) Company Limited for the purpose of the SFO. The 29,955,188 shares were held by the late Mr. Lam Wai Chun, the founding chairman of the Company and a former director of the Company, as beneficial owner. Ms. Law Ching Yee, being the spouse of the late Mr. Lam Wai Chun, was deemed to be interested in all the shares held by her spouse, for the purpose of the SFO.

3. The interests in 442,295,660 shares held by Ka Yan China Investments Limited, the ultimate holding company of the Company, and HSBC International Trustee Limited refer to the same shares and duplicated with each other. Such shares formed the shares in which Ka Yan China Development (Holding) Company Limited was interested. As at 30 April 2019, the actual number of shares held by Ka Yan China Investments Limited, Ka Yan China Development (Holding) Company Limited and HSBC International Trustee Limited in the Company which duplicated with one another was 442,295,660 shares.

Save as disclosed above, the Company had not been notified of any other person (other than a director or a chief executive of the Company) who had an interest (whether direct or indirect) in 5% or more of the shares comprised in the relevant share capital or a short position which were required to be recorded in the register kept by the Company pursuant to Section 336 of the SFO as at 30 April 2019.

Management contracts

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

Emolument Policy

The Board, with the benefit of the advice from the Remuneration Committee, formulated the employee emolument policy of the Group on the basis of their merits, qualifications and competence.

The basis of determining the remuneration of the Directors is set out under the section headed "Remuneration of Directors and Senior Management" of the Corporate Governance Report on page 35 of this annual report.

Report of the Directors

Major suppliers

The percentages of purchases for the year attributable to the Group's major suppliers are as follows:

Purchases	
– the largest supplier	15%
– five largest suppliers combined	34%

None of the Directors, nor any of their respective associates or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) has an interest in any of the Group's five largest suppliers.

Major customers

During the year, the Group sold less than 5% of its goods and services to its five largest customers.

Related party transactions

Details of significant related party transactions entered into by the Group are set out in Note 31 to the financial statements on page 128 of this annual report which did not constitute notifiable connected transactions under the Listing Rules.

Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at 26 July 2019 being the latest practicable date prior to the printing of this annual report, the Company has maintained the prescribed amount of public float as required under the Listing Rules during the year ended 30 April 2019 and up to the date of this annual report.

Permitted indemnity provision

During the year ended 30 April 2019 and up to the date of this annual report, the Company has maintained the directors' and officers' liability insurance for the Directors and the officers of the Company to provide protection against claims arising from the lawful discharge of duties by such Directors and officers.

Five years' financial summary

A summary of the Group's financial information for the last five financial years is set out on page 5 of this annual report.

Report of the Directors

Auditor

The financial statements of the Company have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

TANG FUNG KWAN
Chairman

Hong Kong, 26 July 2019

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The board of directors (the "Board") of the Company believes that good corporate governance plays an important role in maintaining and promoting investors' confidence. The Board is responsible for ensuring that the Company maintains a high quality of corporate governance. The Company has adopted the principles and complied with the Corporate Governance Code (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the year ended 30 April 2019, except for the following deviation:

1. Under code provision A.2.1 of the Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual.

   Since 29 September 2009, the roles of the Chairman of the Board and the chief executive officer of the Company (the "CEO") were performed by the late Mr. Lam Wai Chun, the founding Chairman of the Company. After the pass away of Mr. Lam Wai Chun, Ms. Tang Fung Kwan has been appointed as the Chairman of the Board and the Managing Director of the Company with effect from 19 August 2018 and has carried out the responsibilities of the Chairman and CEO since then. This constitutes a deviation from the code provision A.2.1 of the Code which stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Ms. Tang Fung Kwan has been the key management of the Group for over 25 years and has devoted herself and contributed greatly to the Group's development. She has been the executive director of the Company since its listing on the Stock Exchange in 1999 and has engaged in directing the corporate strategies and operations of the Group. She possesses substantial and valuable experience in the industry and in the Group's operation. The Board believes that vesting the roles of the Chairman of the Board and the CEO in the same person will provide the Company with strong and consistent leadership and promote effective and efficient formulation and implementation of business decisions and strategies and considers that such structure is currently in the best interests of the Company and its shareholders at this stage.

Save as disclosed above, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Following specific enquiry by the Company, all of the directors of the Company confirmed compliance with the required standard set out in the Model Code at the applicable times for the period from 1 May 2018 to 30 April 2019. The Model Code also applies to the relevant employees of the Group.

Corporate Governance Report

BOARD OF DIRECTORS

The Board currently comprises three executive directors, namely Ms. Tang Fung Kwan (Chairman and Managing Director), Mr. Ho Man Lee and Mr. Lam Kwok Chung; and three independent non-executive directors, namely Mr. Au Son Yiu, Mr. Goh Gen Cheung and Mr. Chan Chiu Ying. The number of independent non-executive directors of the Company represents half of the Board and there is one independent non-executive director who possesses appropriate professional qualifications, accounting and related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

The Company has received from each of its independent non-executive directors an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all its independent non-executive directors are independent. To the best knowledge of the members of the Board, none of them has any financial, business, family or other material/relevant relationship with each other. Mr. Au Son Yiu, who has served as an independent non-executive director of the Company for more than nine years, shall retire and, being eligible, offer himself for re-election as an independent non-executive director of the Company at the forthcoming annual general meeting of the Company. Pursuant to code provision A.4.3 of the Code, further appointment of Mr. Au as an independent non-executive director should be subject to a separate resolution to be approved by the shareholders of the Company. In this regard, a resolution will be proposed at the forthcoming annual general meeting of the Company for further appointment of Mr. Au as its independent non-executive director. The Nomination Committee of the Company has reviewed and assessed his annual confirmation of independence based on the independence factors set out in Rule 3.13 of the Listing Rules. With his extensive experience and sharp business acumen, Mr. Au has provided valuable independent advice for the Group's business development in his previous tenures and contributed to the diversity of the Board. As Mr. Au is not involved in the day-to-day management of the Company and there is no evidence that his independence would be affected by his length of term, the Board considers that Mr. Au will continue to provide significant contributions to the Company and its shareholders as a whole.

In accordance with the Company's Bye-laws, one-third of the directors of the Company shall retire from office by rotation at each annual general meeting and each of their re-election is subject to a vote of shareholders. Every director is subject to retirement by rotation at least once every three years.

The Board determines the objectives, strategies and policies of the Group. In addition, the Board monitors and controls the operating and financial performance in pursuit of the Group's strategic objectives. The day-to-day management of the Group's business is delegated to the Managing Director and the management of the Group under the supervision of the executive directors of the Company. The functions and powers that are so delegated are reviewed periodically to ensure that they remain appropriate. Matters reserved for the Board include but not limited to the Group's overall strategic policies, financial objectives, dividend policy, changes in accounting policies, material acquisition and disposal of assets, investments and capital projects, banking facilities, provision of guarantees and indemnities, determination and adoption of documents (including the publication of announcements, reports and statements to shareholders) that are required pursuant to the Company's constitutional documents, statutes and other applicable regulations, and compliance with applicable corporate governance practices and applicable laws and regulations as well as the financial covenants imposed by banks.

BOARD OF DIRECTORS *(continued)*

With the support of the executive directors and the management of the Group, the Chairman seeks to ensure that all directors are properly briefed on issues arising at Board meetings and receive adequate information, which are complete and reliable, in a timely manner. Each of the directors keeps abreast of his/her responsibilities as a director of the Company and of the conduct, business activities and development of the Company. Monthly updates are provided to directors to ensure that they are aware of the business and regulatory environment in which the Group conducts its business.

The Company renewed the directors' and officers' liability insurance for members of the Board in January 2019 to provide protection against claims arising from the lawful discharge of duties by the directors.

BOARD MEETINGS

The Board meets regularly to review the financial and operating performance of the Group each financial year. Regular Board meetings are held at least four times per year. The directors may attend Board meetings in person or by means of a conference telephone, electronic or other communication in accordance with the Company's Bye-laws.

ATTENDANCES OF MEETINGS

The number of meetings of the Board and its committees during the year ended 30 April 2019, the individual attendance of each Board and committee member at these meetings and the attendance of the Board members at the 2018 AGM are set out below:

Directors	Board	Audit Committee	Remuneration Committee	Nomination Committee	Accounts Receivable Supervisory Committee	2018 AGM
Executive Directors						
Tang Fung Kwan *(chairman of Nomination Committee with effect from 19 August 2018)*	7/7	–	5/5	1/1	1/1	1/1
Ho Man Lee	7/7	–	–	–	–	1/1
Lam Kwok Chung *(appointed on 28 September 2018)*	2/2	–	–	–	–	–
Lam Wai Chun *(passed away on 18 August 2018)*	2/2	–	–	1/1	–	–
Independent Non-Executive Directors						
Au Son Yiu	7/7	4/4	5/5	3/3	1/1	1/1
Goh Gen Cheung	7/7	4/4	5/5	3/3	–	1/1
Chan Chiu Ying	7/7	4/4	5/5	3/3	–	1/1

Corporate Governance Report

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Since 29 September 2009, the roles of the Chairman of the Board and the CEO were performed by the late Mr. Lam Wai Chun, the founding Chairman of the Company. After the pass away of Mr. Lam Wai Chun, Ms. Tang Fung Kwan has been appointed as the Chairman of the Board and the Managing Director of the Company with effect from 19 August 2018 and has carried out the responsibilities of the Chairman and CEO since then. Ms. Tang Fung Kwan has been the key management of the Group for over 25 years and has devoted herself and contributed greatly to the Group's development. She has been the executive director of the Company since its listing on the Stock Exchange in 1999 and has engaged in directing the corporate strategies and operations of the Group. She possesses substantial and valuable experience in the industry and in the Group's operation. The Board believes that vesting the roles of the Chairman of the Board and the CEO in the same person will provide the Company with strong and consistent leadership and promote effective and efficient formulation and implementation of business decisions and strategies and considers that such structure is currently in the best interests of the Company and its shareholders at this stage.

NON-EXECUTIVE DIRECTORS

All the three non-executive directors are independent and have entered into their respective letters of appointment for a term of two years.

INDUCTION AND DEVELOPMENT

Upon their appointments, directors will meet with our external legal adviser and be advised on the legal and other duties and obligations they have as directors of a listed company. An induction session was held for Mr. Lam Kwok Chung who joined the Board in September 2018. Throughout the course of their directorship, directors are updated on any developments or changes affecting the Company and their obligations to it monthly and at regular Board meetings.

Directors' training is an ongoing process. All directors are encouraged to attend relevant training courses at the Company's expense. During the year ended 30 April 2019, the Company has sponsored the directors and relevant staff to attend seminars relating to new technologies in the industry and to the market environment in which the Group operates. All directors, namely Ms. Tang Fung Kwan, Mr. Ho Man Lee, Mr. Lam Kwok Chung, Mr. Au Son Yiu, Mr. Goh Gen Cheung and Mr. Chan Chiu Ying had participated in continuous professional development programmes by attending external training courses, forums and/or seminars organized by professional bodies, to develop and refresh their knowledge and skills in relation to their contribution to the Board. The Company has received from all directors of their respective training records for the year ended 30 April 2019.

Corporate Governance Report

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Board established a Remuneration Committee on 18 March 2005 with written terms of reference, which are available on the Company's website (www.0759.com), setting out the duties (including but not limited to the duties as required under the Code Provisions of the Code) and authority of the Remuneration Committee. The principal duties of the Remuneration Committee include but not limited to making recommendations to the Board on (i) the Company's policy and structure for all remuneration and fees of directors of the Company and senior management of the Group, (ii) the remuneration packages of each executive director of the Company and senior management of the Group, including benefits in kind, pension rights and compensation payments, and (iii) the remuneration of non-executive directors of the Company, as well as reviewing and approving the management's remuneration proposals.

In determining the emolument of directors of the Company and senior management of the Group, the Remuneration Committee takes into consideration factors such as salaries or fees paid by comparable companies, time commitment and responsibilities of the directors and senior management, employment conditions elsewhere in the Group, desirability performance-based remuneration, the operating results of the Group, individual performance and prevailing market conditions.

The emoluments of the members of the senior management by band for the year ended 30 April 2019 are set out below:

	Number of members	
	2019	2018
Emolument bands		
Nil to HK$1,000,000	**24**	27
HK$1,000,000 to HK$1,500,000	**1**	–
	25	27

Further particulars regarding the directors' emoluments and the 5 highest paid individuals as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in Note 8 to the financial statements on page 103 of this annual report.

During the year ended 30 April 2019, the Remuneration Committee held five meetings. The works performed by the Remuneration Committee included making recommendation to the Board of the remuneration package (including the relevant service agreement) of executive directors, the terms and conditions of the letters of appointment for independent non-executive directors, reviewing the remuneration policy and the remuneration packages of the senior management of the Group, as well as reviewing and determining the upper limit of revised salary for the senior management. No director has taken part in any discussion about his/her own remuneration.

The Remuneration Committee currently comprises four members including one executive director, namely Ms. Tang Fung Kwan, and three independent non-executive directors, namely Mr. Au Son Yiu (chairman of the Remuneration Committee), Mr. Goh Gen Cheung and Mr. Chan Chiu Ying.

Corporate Governance Report

NOMINATION COMMITTEE

The Board established a Nomination Committee on 21 March 2012 with written terms of reference, which are available on the Company's website (www.0759.com), setting out the duties (including but not limited to the duties as required under the Code Provisions of the Code) and authority of the Nomination Committee. The principal duties of the Nomination Committee include but not limited to reviewing the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy and assessing the independence of independent non-executive directors of the Company. The Nomination Committee currently comprises four members including one executive director, namely Ms. Tang Fung Kwan (chairman of the Nomination Committee), and three independent non-executive directors, namely Mr. Au Son Yiu, Mr. Goh Gen Cheung and Mr. Chan Chiu Ying.

The Company recognizes the importance of the diversity of the composition of the Board for the sustainable and balanced development of the Group in the long term. The Board has adopted a policy (the "Board Diversity Policy") that sets out the approach to achieving the Board's diversity through consideration of a range of perspectives, including but not limited to gender, age, cultural and educational background, experience, professional qualifications, expertise, skills and the business plans of the Group at the material time. All appointments of director of the Company will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Based on the latest review, the Nomination Committee considers the current composition of the Board to be diverse in respect of the evaluation criteria as set out in the Board Diversity Policy. The Nomination Committee has considered but decided not to set any measurable objectives for implementing the Board Diversity Policy. The Nomination Committee will continue to monitor the implementation of the Board Diversity Policy and, for the purpose of ensuring its effectiveness, the Nomination Committee will review this policy and recommend any revisions to the Board for consideration and approval, when necessary.

In December 2018, the Board has adopted a policy (the "Nomination Policy") which sets out the selection criteria and procedures for nominating suitable candidates for appointment as a new director of the Company or to fill a vacancy. When searching candidates for directorship, the Nomination Committee shall invite nominations from the Board members or may also put forward candidates by itself. In assessing the suitability of a proposed candidate, the Nomination Committee will take into consideration factors including, inter alia, the candidate's reputation for integrity, accomplishment and experience, commitment in respect of available time and relevant interest, and benefits to the Company's board diversity. In the case of independent non-executive director, the candidate must also satisfy the independence requirements as set out under any applicable laws, rules and regulations. Shortlisted candidates will then be nominated to the Board for its consideration.

Corporate Governance Report

NOMINATION COMMITTEE *(continued)*

The Board shall monitor and review the Nomination Policy to ensure that it remains relevant to the Company's needs and reflects both the regulatory requirements effective from time to time and good corporate governance practice.

The Nomination Committee held three meetings during the year ended 30 April 2019. During this period, the Nomination Committee reviewed the structure, size, composition and diversity of the Board, assessed the independence of an independent non-executive director, identified suitable candidates for the Board and made recommendation to the Board for the appointment of an executive director, re-appointment of an independent non-executive director and considered the re-election of retiring directors.

AUDITOR'S REMUNERATION

During the year ended 30 April 2019, the fees paid/payable to the external auditor of the Company, PricewaterhouseCoopers, amounted to approximately HK$2,830,000 for statutory audit services and approximately HK$129,000 for non-audit services (comprising tax and other services) rendered to the Group.

AUDIT COMMITTEE

The Board established the Audit Committee in September 1999 with written terms of reference (including but not limited to the duties as required under the Code Provisions of the Code), which are available on the Company's website (www.0759.com). The Audit Committee currently comprises three independent non-executive directors, namely Mr. Chan Chiu Ying (chairman of the Audit Committee), Mr. Au Son Yiu and Mr. Goh Gen Cheung. The chairman of the Audit Committee possesses the appropriate professional qualifications and experience in accounting, securities and corporate finance. The Audit Committee has reviewed the accounting principles and practices adopted by the Group and the annual results of the Company for the year ended 30 April 2019.

The principal duties of the Audit Committee include but not limited to reviewing and overseeing the Group's financial reporting system, internal control procedures, risk management, internal and external audit functions, reviewing the Group's financial information and overseeing the relationship with external auditor.

Regular meetings have been held by the Audit Committee since its establishment. The Audit Committee meets at least twice in each financial year in accordance with its terms of reference. During the year under review, the Audit Committee discharged its duties by reviewing the audit findings, risk management and internal control systems of the Group, internal audit plan and schedule, internal audit reports on the effectiveness of internal control of the Group and the financial reporting matters (including announcements, financial reports and accounts relating to the interim and annual results of the Company before submission to the Board for approval, the accounting principles and practices adopted by the Group and compliance with relevant rules and regulations in respect thereof), approving the terms of engagement of the Company's external auditor and discussing with the Company's external auditor the nature and scope of the audit. Two post-meeting sessions with the external auditor in the absence of management have been held during the year ended 30 April 2019.

Corporate Governance Report

OTHER BOARD COMMITTEE

The Board has established an Accounts Receivable Supervisory Committee on 27 September 2006 with written terms of reference to deal with matters relating to credit control of the Group (including reviewing the effectiveness of credit control systems, making recommendations to the Board and formulating long-term strategy and related policy on credit control of the Group) within the authority as delegated by the Board.

The Accounts Receivable Supervisory Committee currently comprises two members including one executive director, namely Ms. Tang Fung Kwan (chairman of the Accounts Receivable Supervisory Committee), and one independent non-executive director, namely Mr. Au Son Yiu.

COMPANY SECRETARY

The Company Secretary is an employee of the Company and is appointed by the Board. The Company Secretary is responsible for facilitating the procedures and activities of the Board and its committees as well as good communication flow among the Board members, shareholders and the senior management.

During the year ended 30 April 2019, Ms. Ho Wing Yi, the company secretary of the Company (the "Company Secretary"), undertook no less than 15 hours of relevant professional training to keep abreast of latest legislative and regulatory changes and to refresh her skills and knowledge.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for ensuring that the Group establishes and maintains sound and effective risk management and internal control systems covering all material controls, including financial, operational, compliance control and risk management. The systems are designed to provide reasonable, but not absolute assurance against misstatement, losses, errors or fraud. The annual review also ensures the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions.

To enhance the standard of the risk management and internal control systems, the Group continues to engage an external audit firm to carry out the risk management and internal control systems review and assessment on an on-going basis and to evaluate all the key operations of the Group to ensure that:

– proper segregation of duties, risk management and internal control systems have been established by the management of the Group and the above controls are functioned as intended;

– policies and procedures have been designed for safeguarding the Group's assets against unauthorized use or disposition;

– all applicable laws, rules and regulations issued by the relevant governing bodies are complied with;

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROL *(continued)*

– the risk management and internal control systems are properly integrated into the daily operations of the Group;

– adequate measures, management and control functions have been deployed for mitigating the fraud, irregularities, financial and operational risk exposure of the Group; and

– significant control weaknesses, findings and improvement processes are directly reported to the Audit Committee regularly.

During the year ended 30th April 2019, no significant risk management and internal control issues have been identified. The Board continued to review the operational effectiveness of the Group's risk management and internal control systems through the Audit Committee, including the approval of internal audit planning and procedures, and the assessment and review of internal audit reports to ensure that a sound and adequate risk management and control environment have been installed into the Group.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company acknowledge their responsibility for preparing the financial statements of the Group, which give a true and fair view and are prepared in accordance with statutory requirements and applicable accounting standards with appropriate accounting policies applied on consistent basis, and ensuring the publication of the Group's financial statements in a timely manner.

The directors of the Company have continued to adopt the going concern basis in preparing the financial statements. The Board endeavours to ensure a balanced, clear and understandable assessment of the Group's performance and prospects in financial reporting.

The responsibilities of the Company's external auditor with respect to financial reporting are set out in the Independent Auditor's Report on pages 49 to 56 of this annual report.

INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company is fully aware of its obligations under Part XIVA of the Securities and Futures Ordinance, Chapter 571 and the Listing Rules. In December 2013, a policy has been adopted by the Board which sets out guidelines to the directors, officers and all relevant employees of the Group to ensure inside information of the Company is to be disseminated to the public in equal and timely manner.

Corporate Governance Report

INVESTOR RELATIONS, SHAREHOLDERS' RIGHTS AND COMMUNICATIONS

A Shareholders Communication Policy was adopted in March 2012 to ensure that shareholders of the Company are provided with ready, equal and timely access to balanced and understandable information about the Company. The policy is posted on the Company's website and is regularly reviewed to ensure its effectiveness.

The Company has established different communication channels with its shareholders and the investors, including (i) the annual general meetings of the Company which provide a forum for its shareholders to raise comments and exchange views with the Board; and (ii) updated company news and published announcements of the Group which are available on the websites of the Stock Exchange and of the Company.

The Company arranges for the notice to its shareholders to be sent at least 20 clear business days before each of the annual general meetings of the Company in accordance with Code Provision E.1.3 of the Code. Separate resolutions are proposed at annual general meeting on each substantially separate issue, including the re-election of each individual director.

Pursuant to the Bye-laws 58 of the Bye-laws of the Company, any shareholder holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by depositing a written requisition to the Board or the Secretary of the Company at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition and such meeting shall be held within two (2) months after the deposit of such requisition. Any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of meeting will explain the poll voting procedures at the relevant general meeting and answer any questions from shareholders on voting by poll.

The Board always welcomes shareholders' views and input. Shareholders may at any time send their enquiries by addressing them to the Company Secretary by post to 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong or by email at secretary@ceccoils.com.

Corporate Governance Report

DIVIDEND POLICY

The Company endeavours to achieve sustainable business development and to generate stable long-term return on shareholders' investment. Subject to any restrictions under the laws of Bermuda, the Bye-Laws of the Company and any applicable laws, rules and regulations, the Company may declare dividend according to the recommendation of the Board. In deciding the Company's dividend distribution and in determining the dividend amount, the Board shall take into account, inter alia, the Group's general financial condition, the Group's actual and future operations and liquidity position, the Group's expected working capital requirements and future expansion plans, general market conditions, as well as any restrictions on payment of dividends, other applicable laws and regulations, and any other factors that the Board deems appropriate.

CONTINUOUS CORPORATE GOVERNANCE ENHANCEMENT

The Board is committed to progressively reinforce its corporate governance including giving closer attention to any regulatory changes with a view to maintaining a corporate culture built on ethics and integrity and increasing shareholder value as a whole.

Environmental, Social and Governance Report

The Group is committed to incorporating sustainable development programs into its corporate strategy and day-to-day operations. This report was prepared according to the four principles of materiality, quantitative, balance and consistency, and has complied with the "Comply or Explain" provisions as set out in the "Environmental, Social and Governance Reporting Guide" in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Based on the principle of materiality, this report covers mainly the sustainable development of our retail business. This report identifies the following material ESG issues during the reporting period from 1 May 2018 to 30 April 2019:

ESG Aspects	Material ESG Issues
A. Environmental	
A1 Emissions	Exhaust Gas Emissions Wastes Management Greenhouse Gas Emission
A2 Use of Resources	Energy Conservation
A3 The Environmental and Natural Resources	Reducing Impacts on the Environment
B. Social	
B1 Employment	Employment Practices and Equal Opportunity
B2 Health and Safety	Workplace Safety and Occupational Health
B3 Development and Training	Staff Training
B4 Labour Standards	Prohibition against Child and Forced Labour
B5 Supply Chain Management	Sustainable Supply Chain
B6 Product Responsibility	Product Safety and Quality Personal Data Privacy
B7 Anti-corruption	Anti-corruption
B8 Community Investment	Supporting the Community

Environmental, Social and Governance Report

A. ENVIRONMENTAL

The Group puts a high value on environmental protection. We have incorporated measures such as energy conservation and pollution protection into our daily operation, and we strive to maintain the sustainable development of the environment while at the time developing our business.

The Group is not aware of any material non-compliance with any laws and regulations in relation to the environment during the year.

A1. Emissions

Exhaust Gas Emissions

The exhaust gas emissions generated by the Group are mainly from the Company's transportation fleet, which is responsible for the distribution and transportation of goods to 179 (2018: 206) outlets of 759 STORE. All pre-Euro IV diesel engine trucks were phased out before June 2018. To reduce exhaust gas emissions, we have implemented the following measures, including: regular maintenance and cleaning of vehicles and the requirement that the drivers must turn off the ignition when vehicles are parked in the parking lots.

During the year, the Group emitted 1,507,044 grams (2018: 2,589,801 grams) of nitrogen oxides (NOx), 2,872 grams (2018: 4,215 grams) of sulphur oxides (SOx) and 40,252 grams (2018: 71,927 grams) of particulate matter. In the future, we will continue to monitor the changes of these data and take effective measures as appropriate to improve fuel consumption efficiency and reduce emissions of exhaust gas. We will also continuously review our policy on outsourcing logistic companies and release relevant emission data as appropriate.

Waste Management

We understand the importance of reducing wastes at the source, and we make the effort to reduce the amount of goods that need to be disposed of during the process of operation. By continuously optimising the information system, we strive to reduce the difference between procurement orders and market demands. To reduce the wastage of food, clearance prices are offered to customers on slow-moving and expiring items. As for a small quantity of products with damaged packaging, we donate them to the needy through the food sharing project of the New Life Psychiatric Rehabilitation Association.

In addition, wastes such as waste paper, toner cartridges and stretch film are produced during the process of retail business operation. The total non-hazardous waste disposed of during the year was approximately 89 tonnes (2018: 97 tonnes), with a waste volume per square metre of floor area of 0.0016 tonnes (2018: 0.0015 tonnes). For different types of wastes, we will study and adopt various methods of wastes treatment, with full consideration of the needs of the community and viable solutions.

Environmental, Social and Governance Report

A. ENVIRONMENTAL *(continued)*

A1. Emissions *(continued)*

Waste Management (continued)

During the year, we have adopted the following measures in reducing wastes:

– Affix reminders on all printers and copiers to remind the staff to save paper

– Encourage the staff to use double-sided printing as much as possible

– Recycle toner cartridges in office

– Send the used paper cartons to recycling stations

Greenhouse Gas Emissions

Energy consumption accounts for a major part of the Group's greenhouse gas emissions. The amounts of greenhouse gas emitted by the Group are shown in the following table:

	Unit	**2019**	2018
Scope 1 – Direct Emissions	tCO2e	**484**	706
Scope 2 – Indirect Emissions of Energy	tCO2e	**12,725**	13,835
Scope 3 – Other Indirect Emissions	tCO2e	**76**	92
Total Greenhouse Gas Emissions	tCO2e	**13,285**	14,633
Total Greenhouse Gas Emissions/floor area	tCO2e/square metre	**0.24**	0.23

We will manage our carbon footprint responsibly. To reduce greenhouse gas emissions, we have implemented measures to conserve energy and resources. (Please refer to "A2 Use of Resources" below).

Environmental, Social and Governance Report

A. ENVIRONMENTAL *(continued)*

A2. Use of Resources

Energy Conservation

Saving energy consumption can bring about the dual benefits for the environment and in terms of economy. Most of the Group's 759 STORE outlets have adopted LED lightings instead of traditional spotlights or fluorescent tubes. We have also taken part in the "Charter on External Lighting" launched by the Hong Kong Environment Bureau, by committing ourselves to turn off any decorative, displaying or advertising lightings with impacts to the external environment, so as to reduce light nuisance and energy wastage. Individual outlets also responded to the invitation of shopping malls by participating in Environment Bureau's "Energy Saving Charter" and committed to maintaining an average indoor temperature of 24 to 26 degrees Celcius, so as to reduce the use of electricity.

The total energy consumption during the period is as follows:

	Unit	**2019**	2018
Fuel Consumption	litres	**181,159**	264,644
Power Consumption	kWh	**22,468,921**	24,488,025
Power Consumption/floor area	kWh/square metre	**407**	385

Water Resource

The retail business of our Group is not an industry which uses water intensively. However, water resource is a matter of increasing global concern, and we will strive to reduce water usage. During the year, the total water consumption of our retail business was 19,850 m^3 (2018: 32,184 m^3), and water consumption per square metre of floor area was 0.36 m^3 (2018: 0.51 m^3).

Packaging Materials

Plastic bags are also one of the most consumed resources in the retail business. To reduce the use of plastic bags, we encourage customers to bring their own shopping bags. During the year, the proportion of customers who brought their own shopping bags reached 88% (2018: 88%).

As for the product packaging designs for our own brand, we will try our best to use transparent rather than colourful packaging. On the one hand, the customers can easily see the products inside, and on the other hand, this also helps to reduce the consumption of unnecessary packaging materials.

Environmental, Social and Governance Report

A. ENVIRONMENTAL *(continued)*

A3. The Environmental and Natural Resources

Reducing Impacts on the Environment

We will adopt any practical measures to minimise the impacts of business operations on the natural environment.

In recent years, a number of studies have indicated that micro-plastics had potential negative impacts on the marine environment as well as on human health. Some of the micro-plastics come from personal care and cosmetics products with cleaning and scrubbing purposes. As such, we responded to the call of the environmental protection organization, Greenpeace, in the beginning of 2017, and committed to terminating the procurement of products that contain micro-plastics.

B. SOCIAL

B1. Employment

The Group is an equal opportunity employer, decisions regarding recruitment or promotion are made based on one's performance and qualification. We strive to create a working environment without discrimination against gender, ages, marital status, pregnancy, disability, family status and race. The management also regularly reviews the Group's subsidiaries with respect to their compliances with local labour laws and regulations to ensure that all employees enjoy fair and just treatments of labour practices.

The Group is convinced that employees are the most valuable asset of the enterprise and regards human resources as its corporate wealth. The management will also review the remuneration packages of the Group regularly to ensure that they meet the standards of the current market and are attractive for the retention of employees.

During the year, there was no material non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, diversity, anti-discrimination and other benefits and welfare.

B2. Health and Safety

The Group is committed to safeguarding the health and safety of the employees. We develop corresponding guidelines with respect to work safety, occupational health and emergency response. We ensure that employees comply with such guidelines, and regularly provide occupational safety education and training sessions to the employees to enhance their awareness of safety.

We also continuously review and improve the environment, facilities and staff equipment of the workplace to mitigate any potential safety risks.

During the year, there was no material non-compliance with the laws and regulations in relation to health and safety, nor any work-related fatal accidents.

B. SOCIAL *(continued)*

B3. Development and Training

The Group places great importance on the development of talents. We actively promote on-the-job training at all levels of the employees, who are recommended to participate in various training courses, forums and seminars. During the period, our staff participated in seminars covering topics such as food safety, occupational safety and health as well as retail technology application, with an aim to enhancing their knowledge and working skills, and in turn they can create competitive advantages together with the Company. We also provide the employees with various levels of educational subsidies, and encourage the employees to participate in continuing education and practice life-long learning, so as to achieve continuous self-development.

B4. Labour Standards

The Group highly values and strictly abides by all the applicable laws of the countries and local regulations of its operations, and prohibits the use of child labour and forced or compulsory labour at all its business units. During the year, no employee is made to work against his/her will or work as forced labour, or subject to corporal punishment or coercion of any type related to work.

B5. Supply Chain Management

With respect to the supply chain, 759 STORE adopts a self-import model where suppliers come from 61 countries and regions and most of them are overseas producers, farms and large wholesalers.

The Group upholds the principle of fair competition, focuses on maintaining with the suppliers a long-term relationship of mutual benefits. With regard to various environmental and social risks, we actively maintain close communication with the suppliers to ensure the sustainable development of our business.

B6. Product Responsibility

Product Safety and Quality

The Group places great importance on product safety and quality, as they are directly related to the lives and health of the customers. We have established a quality management system and obtained the ISO9001 certification. Detailed work procedures and guidelines have been developed with respect to the monitoring of product quality, verification of product labels and handling of complaints. A dedicated quality assurance department is responsible for the implementation of such procedures accordingly.

The business of 759 STORE focuses on food and beverages such as snacks and food groceries. As such, we will pay very close attention to the food alerts released by Centre for Food Safety as well as to relevant market information, which will be immediately followed with response action. As soon as we are confirmed that a certain batch of products are involved with quality and safety issues and must be recalled, we will fully cooperate with the regulatory authorities and, as soon as practicable, withdraw the relevant products from the shelves according to their instructions, announce the recall arrangement and handle the recalled items properly.

Environmental, Social and Governance Report

B. SOCIAL *(continued)*

B6. Product Responsibility *(continued)*

Personal Data Privacy

The Group respects the privacy of individuals. We only collect personal data as required for the purpose of actual business operation, and we ensure that the information is kept confidential in accordance with the Personal Data (Privacy) Ordinance. We have also established the procedures for handling confidential and sensitive information, which all employees are required to strictly follow.

During the year, the Group is not aware of any material non-compliance with the relevant laws and regulations that constitutes a significant impact on the Group in relation to products' and services' health and safety, labelling and privacy matters.

B7. Anti-corruption

The Group firmly believes that honesty, integrity and fairness are important assets of an enterprise. The Group has established a code of practice for integrity management (as set out in the Employees' Handbook), which lists out all the basic disciplinary standards with respect to the prevention of bribery, the avoidance of conflict of interests and the handling of confidential information, that all directors and employees must abide by, as well as the guidelines with respect to the responses to various situations encountered during the performance of their duties. The code also includes a reporting procedure which provides the employees with the channels for inquiry and reporting of any suspected violations. In addition, we will also review and improve the monitoring system on an on-going basis to prevent our staff from committing fraudulent act during the operation process.

During the year, the Group has complied with the relevant laws and regulations, and there was no material non-compliance or corruption related litigation.

B8. Community Investment

The Group actively fulfills its responsibilities as a corporate citizen. Through the participation of various types of charitable, volunteering and recreational activities, we encourage the employees to care for the community and promote the healthy and balanced development of the employees' physical and mental well-being. We also try our best to take into consideration the community's interests and participate in the community's charitable activities by making donations to charitable organisations and educational institutes.

Independent Auditor's Report

pwc

羅兵咸永道

TO THE SHAREHOLDERS OF CEC INTERNATIONAL HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

Opinion

What we have audited

The consolidated financial statements of CEC International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 57 to 136, which comprise:

- the consolidated statement of financial position as at 30 April 2019;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 April 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independent Auditor's Report

Basis for Opinion *(continued)*

Independence

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.

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.

Key audit matters identified in our audit are summarised as follows:

- Preparation of the consolidated financial statements on a going concern basis
- Impairment assessment and provision for onerous contracts on the Group's underperforming retail stores

Key Audit Matter	How our audit addressed the Key Audit Matter
Preparation of the consolidated financial statements on a going concern basis *Refer to Note 2.1(a) to the consolidated financial statements for the basis of preparation of the consolidated financial statements.* *As at 30 April 2019, the Group's current liabilities exceeded its current assets by HK$88.7 million and the Group had incurred a net loss of HK$9.5 million for the year then ended.*	Our audit procedures included, amongst others, assessment of the appropriateness of key assumptions in the cash flow forecast, including revenue growth, gross profit margin and planned capital expenditures by referencing to actual historical performance of the Group and making reference to the Group's future development plan. We tested the mathematical accuracy of the projections. We also confirmed the cash resources and available banking facilities as at year end by circularisation of bank confirmations and assessed the probability of facilities renewal during the forecast period by examining historical records of renewal pattern. We also reviewed management assessment on the present and forecast status of compliance with restrictive loan covenants, where relevant.

Key Audit Matters *(continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
Preparation of the consolidated financial statements on a going concern basis *(continued)*	
To support the going concern basis in preparing the consolidated financial statements, management has prepared a cash flow forecast of the Group covering the next twelve months from 30 April 2019 and concluded that there will be sufficient funds from the Group's existing cash resources, available facilities from banks and cash flows to be generated from its operations to finance its future operations and enable it to meet its financial obligations as and when they fall due in the next 12 months from 30 April 2019. *The cash flow forecast involved key assumptions such as revenue growth, gross profit margin, planned capital expenditures, and availability of banking facilities to the Group.* *We focused on this assessment as it involves consideration of future events and application of significant judgements and estimates and accordingly, this was an area of audit focus.*	Further, we evaluated the sensitivity of the projected available cash by considering downside scenarios through applying reasonably plausible changes to the key assumptions, including revenue growth and gross profit margin. We have also considered the appropriateness of the relevant disclosures. We considered, based on our audit procedures performed, that the use of going concern basis of accounting to be supportable by available evidence.

Independent Auditor's Report

Key Audit Matters *(continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment assessment and provision for onerous contracts of the Group's underperforming retail stores	
Refer to notes 2.8 and 2.20 to the consolidated financial statements for the Group's accounting policies on impairment of non-financial assets and provision for onerous contracts respectively and note 4(b) on the critical accounting estimates and judgements in relation to the provisions. *Management determined that each retail store is a cash-generating unit. Certain of the Group's retail stores were loss making which require assessment of impairment of the relevant stores' property, plant and equipment ("PPE") and provision for onerous contracts. As at 30 April 2019, provision for impairment of PPE and onerous contracts amounted to HK$1.1 million and HK$6.3 million respectively.*	In respect of management's impairment assessment of PPE, our audit procedures included a detailed evaluation of the Group's discounted cash flow forecast model prepared at store level. We evaluated the key assumptions used in the forecast, including revenue growth and profit margin, to actual historical performance of the relevant store. We also assessed the discount rate used in the forecast with reference to industry research. In respect of provision for onerous contracts, we assessed management's determination of economic benefits and unavoidable costs based on the work that we have performed for impairment assessment of PPE mentioned above, as well as checking the unavoidable lease payments until the expiry of the non-cancellable lease terms against the relevant tenancy agreement terms, taking into account the impairment provision accounted for in the same retail store.

Independent Auditor's Report

Key Audit Matters *(continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment assessment and provision for onerous contracts of the Group's underperforming retail stores *(continued)*	
Management judgement is required to identify those stores requiring provision for impairment of PPE and provision for onerous contracts, including the identification of fixed assets impairment indicators and the determination of unavoidable costs and economic interest from operating those stores during the remaining non-cancellable lease period. The determination of the recoverable amount and the resulting provision amount for fixed assets and provision for onerous contracts involves the use of key assumptions in a discounted cash flow forecast model, and estimates of least cost on continued operation for the store's remaining lease term such as revenue growth, gross profit margin and discount rate. *We focused on this area because this assessment requires the use of significant estimates and judgements by management in the forecast of revenue growth, gross profit margin and discount rate and accordingly, this was an area of audit focus.*	We also tested the mathematical accuracy of the discounted cash flow model and calculation of provisions. We found, based on our audit procedures performed, that the key assumptions used by management in this assessment were supportable by available evidence.

Independent Auditor's Report

Other Information

The directors of the Company are responsible for the other information. The other information comprises all of 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 Directors and Audit Committee for the Consolidated Financial Statements

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda 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.

As part of an audit in accordance with HKSAs, we exercise professional judgment 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.

Independent Auditor's Report

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
(continued)

- 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.

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 Chan Kam Chiu, Raymond.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 26 July 2019

PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

Consolidated Income Statement

For the year ended 30 April 2019

	Note	2019 HK$'000	2018 HK$'000
Revenue	5	**1,839,923**	1,979,674
Cost of sales	7	**(1,220,206)**	(1,285,380)
Gross profit		**619,717**	694,294
Other (losses)/gains, net	6	**(3,528)**	8,636
Selling and distribution expenses	7	**(493,958)**	(569,947)
General and administrative expenses	7	**(111,886)**	(151,221)
Operating profit/(loss)		**10,345**	(18,238)
Finance income		**36**	79
Finance costs		**(19,726)**	(22,132)
Finance costs, net	9	**(19,690)**	(22,053)
Loss before income tax		**(9,345)**	(40,291)
Income tax (expense)/credit	10	**(176)**	7,422
Loss attributable to equity holders of the Company		**(9,521)**	(32,869)
Loss per share, basic and diluted, attributable to equity holders of the Company	11	**(HK1.43 cents)**	(HK4.93 cents)

The accompanying notes are an integral part of these financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 30 April 2019

	2019 *HK$'000*	2018 *HK$'000*
Loss for the year	**(9,521)**	(32,869)
Other comprehensive loss		
Item that will not be reclassified subsequently to profit or loss		
Change in fair value of equity investments at fair value through other comprehensive income	**(63)**	–
Items that have been or may be reclassified subsequently to profit or loss		
Change in fair value of available-for-sale financial assets	**–**	45
Currency translation differences	**(20,137)**	31,255
Total comprehensive loss for the year attributable to equity holders of the Company	**(29,721)**	(1,569)

The accompanying notes are an integral part of these financial statements.

Consolidated Statement of Financial Position

As at 30 April 2019

	Note	2019 HK$'000	2018 HK$'000
ASSETS			
Non-current assets			
Land use rights	13	**16,779**	18,240
Property, plant and equipment	14	**409,039**	438,018
Investment properties	15	**28,735**	41,308
Available-for-sale financial assets	16	**–**	362
Financial assets at fair value through other comprehensive income	16	**299**	–
Rental deposits	19	**48,223**	35,034
Deferred tax assets	25	**17,639**	17,227
		520,714	550,189
Current assets			
Inventories	17	**367,133**	395,117
Accounts and bills receivable	18	**21,169**	24,497
Deposits, prepayments and other receivables	19	**42,244**	63,575
Pledged bank balances	20	**19,629**	12,949
Cash and cash equivalents	20	**49,501**	51,456
		499,676	547,594
Non-current asset held-for-sale	21	**778**	–
		500,454	547,594
Total assets		**1,021,168**	1,097,783
EQUITY			
Share capital	22	**66,619**	66,619
Reserves	23	**359,044**	388,765
Total equity		**425,663**	455,384

Consolidated Statement of Financial Position

As at 30 April 2019

	Note	2019 HK$'000	2018 HK$'000
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities	25	**4,661**	4,237
Provision for reinstatement cost	27	**1,666**	1,846
		6,327	6,083
Current liabilities			
Borrowings	24	**388,452**	432,684
Accounts payable	26	**130,360**	132,847
Accruals and other payables	27	**70,317**	70,658
Taxation payable		**49**	127
		589,178	636,316
Total liabilities		**595,505**	642,399
Total equity and liabilities		**1,021,168**	1,097,783

The consolidated financial statements were approved by the Board of Directors on 26 July 2019 and were signed on its behalf.

Tang Fung Kwan
Director

Lam Kwok Chung
Director

The accompanying notes are an integral part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 30 April 2019

	Attributable to equity holders of the Company		
	Share capital *(Note 22)* *HK$'000*	**Reserves** *(Note 23)* *HK$'000*	**Total** *HK$'000*
Balance at 1 May 2017	66,619	390,334	456,953
Loss for the year	–	(32,869)	(32,869)
Other comprehensive loss:			
Change in fair value of available-for-sale financial assets	–	45	45
Currency translation differences	–	31,255	31,255
Total comprehensive loss	–	(1,569)	(1,569)
Balance at 30 April 2018	66,619	388,765	455,384
Balance at 1 May 2018	66,619	388,765	455,384
Loss for the year	–	(9,521)	(9,521)
Other comprehensive loss:			
Change in fair value of financial assets at fair value through other comprehensive income	–	(63)	(63)
Currency translation differences	–	(20,137)	(20,137)
Total comprehensive loss	–	(29,721)	(29,721)
Balance at 30 April 2019	66,619	359,044	425,663

The accompanying notes are an integral part of these financial statements.

Consolidated Statement of Cash Flows

For the year ended 30 April 2019

	Note	2019 HK$'000	2018 HK$'000
Cash flows from operating activities			
Cash generated from/(used in) operations	28(a)	**79,860**	(3,480)
Hong Kong profits tax paid		**–**	(55)
Overseas tax paid		**(241)**	(69)
Net cash generated from/(used in) operating activities		**79,619**	(3,604)
Cash flows from investing activities			
Purchase and deposits paid for purchases of property, plant and equipment		**(7,752)**	(9,552)
Proceeds from disposal of investment properties		**6,680**	119,420
Proceeds from disposal of property, plant and equipment	28(a)	**476**	22,820
Net cash (used in)/generated from investing activities		**(596)**	132,688
Cash flows from financing activities			
Proceeds from borrowings		**1,061,785**	1,071,402
Repayments of borrowings		**(1,069,297)**	(1,219,018)
(Increase)/decrease in pledged bank deposits		**(6,680)**	21,970
Interest received		**36**	79
Interest paid		**(18,345)**	(22,381)
Net cash used in financing activities		**(32,501)**	(147,948)
Increase/(decrease) in cash and cash equivalents		**46,522**	(18,864)
Exchange difference		**(11,757)**	18,562
Cash and cash equivalents at beginning of the year		**13,006**	13,308
Cash and cash equivalents at end of the year	28(b)	**47,771**	13,006

The accompanying notes are an integral part of these financial statements.

Notes to the Financial Statements

1 General information

CEC International Holdings Limited (the "Company") is an investment holding company. Its subsidiaries are principally engaged in (i) retail of food and beverage, household and personal care products, (ii) design, development, manufacture and sale of a wide range of coils, ferrite powder and other electronic components, and (iii) investment property holdings. The Company and its subsidiaries are collectively referred to as "the Group" in the consolidated financial statements.

The Company is incorporated as an exempted company in Bermuda with limited liability. The address of its registered office is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda.

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 1999. Its immediate holding company and ultimate holding company are Ka Yan China Development (Holding) Company Limited and Ka Yan China Investments Limited, respectively, both incorporated in the British Virgin Islands. The Company is ultimately controlled by Mr. Lam Kwok Chung.

These consolidated financial statements are presented in thousands of Hong Kong dollars, unless otherwise stated.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS") and disclosure requirements of Hong Kong Companies Ordinance and under historical cost convention, as modified by the revaluation of investment properties and available-for-sale financial assets which are carried at fair value.

The preparation of consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.1 Basis of preparation *(continued)*

(a) Going concern basis

The Group's operations are financed by both bank borrowings and internal resources. As at 30 April 2019, the Group's current liabilities exceeded its current assets by HK$88,724,000 (2018: HK$88,722,000). This liquidity shortfall was attributable to (i) certain of the Group's non-current assets including property, plant and equipment and long term rental deposits are financed mainly by the Group's internal funding and short term bank borrowings, and (ii) bank borrowings amounting to HK$10,000,000 which are contractually due for repayment after one year contain a repayable on demand clause have been classified as current liabilities in accordance with HK Interpretation 5, "Presentation of Financial Statements – Classification by the Borrower of a Term Loan that contains a Repayable on Demand Clause". As at 30 April 2019, the Group's total borrowings, including the above borrowing of HK$10,000,000 with repayment on demand clause and original maturity beyond 30 April 2020, amounted to HK$388,452,000 (2018: HK$432,684,000) and are repayable within twelve months from 30 April 2019 (see Note 24).

The Group's cash and cash equivalents (net of bank overdrafts) amounted to HK$47,771,000 (2018: HK$13,006,000) as at 30 April 2019 (see Note 28(b)). In addition, during the year ended 30 April 2019, the Group reported a loss of HK$9,521,000 (2018: HK$32,869,000).

Amid the challenging business environment, the Group had continued to make payment to suppliers of merchandise and renovation of stores according to predetermined schedule, and made scheduled repayment of bank borrowings and interest. The Group also recorded a net cash inflow from operations of HK$79,619,000 during the year.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.1 Basis of preparation *(continued)*

(a) Going concern basis (continued)

The management closely monitors the Group's financial performance and liquidity position to assess the Group's ability to continue as a going concern. In view of these circumstances, the management has been continuously implementing measures to improve profitability, control operating costs and contain capital expenditures in order to improve the Group's operating performance and alleviate its liquidity risk. These measures include (i) continuously remapping its marketing strategies and pricing policies, (ii) continuing its measures to control capital and operating expenditures, and (iii) negotiating with the landlords for rental reduction upon renewal of relevant tenancy agreements. The management believes that these measures will further improve the Group's operating profitability and the resulting cash flows. With respect to the Group's bank financing, the Group maintains continuous communication with its banks and has successfully renewed the bank facilities with its principal banks during the year ended 30 April 2019. As at 30 April 2019, the Group had unutilised bank facilities of HK$129,248,000 in which unutilised trade financing facilities amounted to HK$113,178,000 and unutilised term loan and overdraft facilities amounted to HK$16,070,000 (see Note 30). Based on the latest communications with the banks, the directors of the Company are not aware of any intention of the principal banks to withdraw their bank facilities or require early repayment of the borrowings, and the directors believe that the existing bank facilities will be renewed when their current terms expire given the good track records and relationships the Group has with the banks. Certain of the bank borrowings are subject to compliance of certain restrictive financial covenant requirements for which the Group will continue to monitor its compliance of such covenant requirements. Should the Group be unable to comply with the covenant requirements, the directors will negotiate with the bank and will seek to revise the covenant requirements or obtain a waiver of compliance from the bank.

The Company's directors have reviewed the Group's cash flow projections prepared by the management. The cash flow projections cover a period of not less than twelve months from 30 April 2019. Based on these cash flow projections, the Group will have sufficient financial resources to meet its financial obligations as and when they fall due in the coming twelve months from 30 April 2019. Management's projections make key assumptions with regard to the anticipated cash flows from the Group's operations, capital expenditures and the continuous availability of bank facilities. The Group's ability to achieve the projected cash flows depends on management's ability to successfully implement the aforementioned improvement measures on profitability and liquidity, the continuous availability of bank facilities from its banks and the continuous compliance with all restrictive financial covenant requirements. The directors, after making due enquiries and considering the basis of management's projections described above and after taking into account the reasonably possible changes in the operational performance and the successful renewal and continuous availability of the bank facilities, believe that there will be sufficient financial resources to meet its financial obligations as and when they fall due in the coming twelve months from 30 April 2019. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.1 Basis of preparation *(continued)*

(b) *New/revised standards and interpretations and amendments to existing standards effective during the year ended 30 April 2019*

The following standards have been adopted by the Group for the first time for the financial year beginning on or after 1 May 2018:

HKFRS 9	Financial instruments
HKFRS 4 (amendments)	Applying HKFRS 9 Financial instruments with HKFRS 4 Insurance contracts
HKFRS 15	Revenue from contracts with customers
HKFRS 15 (amendments)	Clarification to HKFRS 15
HKFRS 2 (amendments)	Classification and measurement of share-based payment transactions
HKAS 40 (amendments)	Transfers of investment property
HKFRS 1 and HKAS 28 (amendments)	Annual improvements 2014-2016 cycle
HK(IFRIC)-Int 22	Foreign currency transactions and advance consideration

(c) *New and amended standards and interpretations and amendments to existing standards have been issued but are not effective*

The following new and amended standards and interpretations and amendments to existing standards have been issued but are not mandatory for the year ended 30 April 2019:

Amendments to annual improvements project (amendments)	Annual improvements 2015-2017 cycle (1)
HKAS 28 (amendments)	Long-term interests in associates and joint ventures (1)
HKFRS 9 (amendments)	Prepayment features with negative compensation(1)
HKFRS 16	Leases (1)
HKFRS 17	Insurance contracts (3)
HK(IFRIC)-Int 23	Uncertainty over income tax treatments (1)
HKFRS 10 and HKAS 28 (amendments)	Sale or contribution of assets between an investor and its associate or joint venture (4)
HKAS 19 (amendments)	Plan amendment, curtailment or settlement (1)
Conceptual Framework for Financial Reporting 2018	Revised conceptual framework for financial reporting (2)

(1) Effective for the Group for annual period beginning on 1 May 2019.
(2) Effective for the Group for annual period beginning on 1 May 2020.
(3) Effective for the Group for annual period beginning on 1 May 2021.
(4) Effective date to be determined.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.1 Basis of preparation *(continued)*

(c) New and amended standards and interpretations and amendments to existing standards have been issued but are not effective (continued)

HKFRS 16 "Leases"

Nature of change

HKFRS 16 was issued in January 2016. It will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

Impact

The standard will affect primarily the accounting for Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK$337,069,000 (Note 29(a)). Based on management's initial assessment, the Group expects to recognise both right-of-use assets and lease liabilities of approximately HK$280 million on 1 May 2019 (before the adjustment of deferred tax). In addition, the application of new requirements may result in changes in measurement, presentation and disclosure of leases.

Date of adoption by Group

The standard is mandatory for the Group's financial years commencing on or after 1 May 2019. The Group intends to apply the modified retrospective approach and will recognise the cumulative effect of initial application as an adjustment to the opening balance of retained earnings at 1 May 2019 and will not restate comparative information. Right-of-use assets will be measured on transition as if the new rules had always been applied.

There are no other standards that are not yet effective and that would be expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.2 Changes in accounting policies

This note explains the impact of the adoption of HKFRS 9 "Financial instruments" ("HKFRS 9") and HKFRS 15 "Revenue from contracts with customers" ("HKFRS 15") on the Group's financial statements.

The Group elected to adopt HKFRS 9 and HKFRS 15 without restating comparatives. The reclassifications and the adjustments are therefore not reflected in the consolidated balance sheet as at 30 April 2018, but are recognised in the opening consolidated balance sheet on 1 May 2018.

The following table show the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided. The adjustments are explained in more detail by respective standard below.

Balance sheet (extract)	**30 April 2018 As originally presented** *HK$'000*	**Effect of the adoption of HKFRS 9** *HK$'000*	**Effect of the adoption of HKFRS 15** *HK$'000*	**1 May 2018 Restated** *HK$'000*
Non-current assets				
Available-for-sale financial assets	362	(362)	–	–
Financial assets at fair value through other comprehensive income	–	362	–	362
Total assets	362	–	–	362
Current liabilities				
Receipts in advance, included in accruals and other payables	1,125	–	(1,125)	–
Contract liabilities, included in accruals and other payables	–	–	1,125	1,125
Total liabilities	1,125	–	–	1,125

2 Summary of significant accounting policies *(continued)*

2.2 Changes in accounting policies *(continued)*

(a) *HKFRS 9 "Financial Instruments" – Impact of adoption*

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

(i) Classification and measurement

On 1 May 2018 (the date of initial application of HKFRS 9), the Group's management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories. The main effects resulting from this classification are as follows:

Equity investments previously classified as available-for-sale financial assets

The Group elected to present changes in the fair value of its equity investment previously classified as available-for-sale financial asset in other comprehensive income ("OCI"). As a result, assets with a fair value of HK$362,000 were reclassified from available-for-sale financial asset to financial asset at fair value through other comprehensive income ("FVOCI") on 1 May 2018.

The Group subsequently measures all equity investments at fair values. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to consolidated income statement following the derecognition of the investment. Dividends from such investments continue to be recognised in consolidated income statement as other income when the Group's right to receive payments is established.

Other than that, there were no changes to the classification and measurement of financial instruments.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.2 Changes in accounting policies *(continued)*

(a) HKFRS 9 "Financial Instruments" – Impact of adoption (continued)

(ii) Impairment of financial assets

The Group has two types of financial assets that are subject to HKFRS 9's new expected credit loss model.

- Accounts and bills receivable; and
- Other financial assets measured at amortised costs

The Group was required to revise its impairment methodology under HKFRS 9 for each class of these assets. The impact of the change in impairment methodology is as follows:

Accounts and bills receivable

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected losses for all trade receivables. To measure the expected credit losses, receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision for impairment allowance. Expected credit losses are also estimated by grouping the remaining receivables based on shared credit risk characteristics and collectively assessed for likelihood of recovery, taking into account the nature of the customer, its geographical location and its ageing category, and applying expected credit loss rates to the respective gross carrying amounts of the receivables. The expected credit loss rates are determined based on historical credit losses experienced from the past 3 years and are adjusted to reflect current and forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the receivables. Management has closely monitored the credit qualities and the collectability of the trade receivables. The adoption of the simplified expected credit loss approach under HKFRS 9 has not resulted in any material additional impairment loss for trade receivables as at 1 May 2018.

Other financial assets measured at amortised cost

For other financial assets carried at amortised cost, the expected credit loss is based on the 12-month expected credit loss. It is the portion of lifetime expected credit loss that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the impairment will be based on the lifetime expected credit loss. Management has closely monitored the credit qualities and the collectability of the other financial assets at amortised cost and considers that the expected credit loss is immaterial.

2 Summary of significant accounting policies *(continued)*

2.2 Changes in accounting policies *(continued)*

(b) HKFRS 15 "Revenue from Contracts with Customers" – Impact of adoption

HKFRS 15 replaces HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts. Under the new standard, revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service.

The impacts of the adoption of HKFRS 15 are as follows:

Presentation of contract liabilities

Certain "receipt in advance from customers" which were previously included in other payables and accruals amounting to HK$1,125,000 as at 1 May 2018, are now included under contract liabilities to reflect the terminology of HKFRS 15.

Timing of revenue recognition

The adoption of HKFRS 15 does not have a significant impact on when the Group recognises revenue from sales of goods.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.3 Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 April. All subsidiaries incorporated in Mainland China adopt 31 December as their financial year end for statutory purpose. For the purpose of preparing the Group's consolidated financial statements, management accounts of these subsidiaries as at and for the twelve months ended 30 April 2018 and 2019 were used, after making adjustments which are considered necessary by the directors of the Company for compliance with HKFRS.

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors that make strategic decisions.

2.5 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security, and other changes in the carrying amount of the security. Translation differences are recognised in profit or loss, and other changes in carrying amount are recognised in equity.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.5 Foreign currency translation *(continued)*

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position,

(ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and

(iii) all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the consolidated income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2 Summary of significant accounting policies *(continued)*

2.6 Property, plant and equipment

Land and buildings comprise mainly factories, retail outlets and offices. Leasehold land classified as finance lease and all other property, plant and equipment is stated at historical cost less depreciation and impairment loss, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated income statement during the financial period in which they are incurred.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives. The principal annual rates are as follows:

– Leasehold land classified as finance lease	Over the period of the lease
– Buildings	2.5%
– Machinery	10%
– Furniture and equipment	16.7% to 25%
– Motor vehicles	16.7% to 30%
– Leasehold improvements	33% or over the lease period, whichever is shorter

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "Other gains, net" in the consolidated income statement.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.7 Investment properties

Investment property, comprising residential and office buildings, is held for long-term rental yields and is not occupied by the Group. Investment property is carried at fair value, representing open market value determined annually by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as offer prices, recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated income statement as part of "Other gains, net".

Land held under operating leases are classified and accounted for as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Investment property is measured initially at its cost, including related transaction costs.

2.8 Impairment of investments in subsidiaries and other non-financial assets

Assets that have an indefinite useful life are not subject to amortisation, but are at least tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.9 Non-current assets held-for-sale

Non-current assets are classified as held-for-sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment properties that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held-for-sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held-for-sale continue to be recognised. Non-current assets classified as held-for-sale are presented separately from the other assets in the balance sheet.

2.10 Financial assets

2.10.1 Classification

From 1 May 2018, the Group classifies its financial assets in the following measurements categories: those to be measured subsequently at fair value either through OCI or through profit or loss and those to be measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrecoverable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2.10.2 Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.10 Financial assets *(continued)*

2.10.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Debt instruments
Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classified its debt instruments as financial assets at amortised cost.

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss.

Equity investments
The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gains/losses in the consolidated income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at fair value through other comprehensive income are not reported separately from other changes in fair value.

2.10.4 Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables and contract assets, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.10 Financial assets *(continued)*

2.10.5 Policy under HKFRS 39 applicable before 1 May 2018

The Group classifies its financial assets in the following categories: loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. Loans and receivables are classified as accounts and bills receivable, deposits and other receivables and cash and bank balance in the consolidated statement of financial position (Note 2.13 and 2.14).

(b) Available-for-sale financial assets
Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months from the end of the reporting period.

Regular way purchases and sales of financial assets are recognised on the trade-date - the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences are recognised in the consolidated income statement, and other changes in carrying amount are recognised in equity. Changes in the fair value of monetary securities classified as available-for-sale and non-monetary securities classified as available-for-sale are recognised in equity.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.10 Financial assets *(continued)*

2.10.5 Policy under HKFRS 39 applicable before 1 May 2018 (continued)

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in "Other gains, net" in the consolidated income statement as 'Gain on disposal of available-for-sale financial assets'. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement when the Group's right to receive payments is established.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

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. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the profit or loss - is removed from equity and recognised in the consolidated income statement. Impairment losses recognised in the profit or loss on equity instruments are not reversed through the consolidated income statement. Impairment testing of accounts and other receivables is described in Note 2.13.

2.11 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2 Summary of significant accounting policies *(continued)*

2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method and excludes borrowing costs. For the manufacturing operations, the cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). For retail business, the cost includes all expenditures including material cost and shipping cost in bringing the inventory to its present location. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.13 Accounts and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Accounts and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. See Note 2.10 for further information about the Group's accounting for accounts and other receivables for a description of the Group's impairment policies.

2.14 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statements of financial position.

2.15 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.17 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of each reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.17 Current and deferred taxation *(continued)*

(b) *Deferred income tax*

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only where there is an agreement in place that gives the group the ability to control the reversal of the temporary difference not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(c) *Offsetting*

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.18 Accounts and other payables

Accounts and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.19 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity or paternity leave are not recognised until the time of leave.

(b) Pension obligations

The Group participated in a number of defined contribution plans, the assets of which are generally held in separate trustee-administered funds.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses in the consolidated income statement when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits, and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2 Summary of significant accounting policies *(continued)*

2.20 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax interest rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense in the consolidated income statement.

Onerous contracts are contracts in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

2.21 Revenue recognition

(a) Sale of goods – retail

Revenue from sales of goods is recognised when control of the products has transferred, which generally coincides with the time when the goods are delivered to customers and title has passed.

(b) Sale of goods – electronic components manufacturing

Sales are recognised when the control of the products are transferred to the customers at a point in time, being products are delivered to the customers, the customers have full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customers.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.22 Rental income

Rental income is recognised on a straight line basis over the lease term.

2.23 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.24 Interest income

Interest income is recognised on a time proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

2.25 Leases

(a) Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged in the income statement on a straight-line basis over the period of the lease.

(b) Finance lease

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other short-term and other long-term payables. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

Notes to the Financial Statements

2 Summary of significant accounting policies *(continued)*

2.26 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders for final dividend and the board of directors for interim dividend.

2.27 Financial guarantees

A financial guarantee (a kind of insurance contract) is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the original or modified terms of a debt instrument. The Group does not recognise liabilities for financial guarantees at inception, but perform a liability adequacy test at each reporting date by comparing its carrying amount of the net liability regarding the financial guarantee with its present legal or constructive obligation amount. If the carrying amount of the net liability is less than its present legal or constructive obligation amount, the entire difference is recognised in the consolidated income statement immediately.

2.28 Provision for reinstatement cost

Provision for reinstatement cost represents the present value of the estimated cost for the restoration work of the Group's leased retail shops agreed to be carried out upon the expiry of the relevant leases using a risk-free pre-tax interest rate. The provision has been determined by the directors based on their best estimates. The related reinstatement costs have been included as leasehold improvement in the consolidated statement of financial position (see Note 2.6).

Notes to the Financial Statements

3 Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, credit risk, liquidity risk and cash flow interest-rate risk. The policies on how to mitigate these risks are set out below. The Group regularly monitors its exposure and currently considers not necessary to hedge any of these financial risks.

(a) *Foreign exchange risk*

Foreign exchange risk arises when future commercial transactions, recognised assets and liabilities and net investments are denominated in a currency that is not the functional currency of the Group's entities.

The Group operates mainly in Hong Kong and Mainland China with sales transactions being denominated in Hong Kong dollars, Renminbi and United States dollars. The Group's purchases were mainly settled in Hong Kong dollars, Renminbi, United States dollars, Japanese Yen and Euro.

As at 30 April 2019, if Hong Kong dollars had strengthened/weakened by 2% against Renminbi with all other variables held constant, post-tax loss for the year would have been approximately HK$2,212,000 lower/higher (2018: HK$2,302,000 lower/higher), mainly as a result of the translation of Renminbi denominated assets.

As Hong Kong dollars are pegged with United States dollars, the Group considers the foreign exchange risk arisen from United States dollars is low.

As at 30 April 2019, if Hong Kong dollars had strengthened/weakened by 3% against Japanese Yen with all other variables held constant, post-tax loss for the year would have been approximately HK$2,717,000 lower/higher (2018: HK$2,940,000 lower/higher), mainly as a result of foreign exchange gains/losses on translation of Japanese Yen denominated payables and borrowings.

As at 30 April 2019, if Hong Kong dollars had strengthened/weakened by 3% against Euro with all other variables held constant, post-tax loss for the year would have been approximately HK$565,000 lower/higher (2018: HK$622,000 lower/higher), mainly as a result of foreign exchange gains/losses on translation of Euro denominated payables and borrowings.

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk

Credit risk is managed on a group basis. The Group's financial assets mainly comprise accounts and bills receivable, other receivables and bank balances. The amounts of those assets stated in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to financial assets.

(i) Risk management

The Group's credit risk is concentrated on a number of major and long established customers in relation to the electronic components manufacturing business. Sales to the top five customers accounted for approximately 22% of the Group's segment sales in relation to the electronic components manufacturing business. The Group has policies in place to ensure that sales are made to customers with appropriate credit history and to limit the amount of credit exposure to individual customer. The Group reviews the recoverable amount of each individual accounts receivable at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. The Group's past experience in collection of accounts receivable falls within the recorded allowances. For retail business, transactions are mainly settled in cash or other form of electronic monies and therefore management do not anticipate significant credit risk.

The credit risk on cash at banks is limited because the counterparties are major financial institutions located in Hong Kong and Mainland China.

The Company has no significant exposure to credit risk because the Company's assets are mainly relating to balances with subsidiaries.

(ii) Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss ("ECL") model:

– Accounts receivable

– Other financial assets at amortised costs

While cash and cash equivalents are also subject to the impairment of HKFRS 9, the identified impairment loss is immaterial, as all of the Group's bank deposits were placed with major financial institutions incorporated in Hong Kong, which management believes are of high-credit-quality without significant credit risk.

Notes to the Financial Statements

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk (continued)

(ii) Impairment of financial assets *(continued)*

Accounts receivable

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, accounts receivable have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of 36 month before 30 April 2019 or 1 May 2018 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified payment pattern, creditworthiness, the past collection history of each customer, the probability of insolvency or significant financial difficulties of the counterparty and default or significant delay in payments to be most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk (continued)

(ii) Impairment of financial assets *(continued)*

Accounts receivable (continued)

On that basis, the loss allowance as at 30 April 2019 or 1 May 2018 (on adoption of IFRS 9) was determined as follows for both accounts receivable:

	Current	Overdue by 1-30 days	Overdue by 31-60 days	Overdue by 61-90 days	Overdue by 91-365 days	Overdue by over 365 days	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 30 April 2019							
Expected loss rate	–	2.3%	2.4%	2.4%	66.6%	93.9%	
Gross carrying amount-Accounts receivable	16,520	2,664	995	754	24	5,480	26,437
Loss allowance	–	64	24	18	16	5,146	5,268
At 1 May 2018							
Expected loss rate	–	8.7%	–	7.1%	80.8%	99.9%	
Gross carrying amount-Accounts receivable	19,952	3,461	660	676	26	5,878	30,653
Loss allowance	–	301	–	48	21	5,873	6,243

Other financial assets at amortised cost

For other financial assets at amortised cost, including deposits and other receivables, the loss allowance was based on the 12-month ECL as there was no significant increase of credit risk since initial recognition of these financial assets.

Notes to the Financial Statements

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(c) Liquidity risk

The Group's management regularly monitors current and expected liquidity requirements to ensure that sufficient reserves of cash and adequate amount of committed credit facilities are available to meet the Group's liquidity requirements in the short and long term. At 30 April 2019, the Group's current liabilities exceeded its current assets by approximately HK$88,724,000. As described more fully in Note 2.1, management believes that there is no significant liquidity risk in view of the expected cashflow from operations and continuous support from the Group's banks in the coming twelve months. In addition, the directors regularly review the liquidity position of the Group to ensure that all covenants with banks are complied with at all times.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table is the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

	Less than 1 year	Between 1 year and 2 years	Between 2 years and 5 years	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
At 30 April 2019				
Borrowings	**385,495**	**7,781**	**2,594**	**395,870**
Accounts payable	**130,360**	**–**	**–**	**130,360**
Accruals and other payables	**25,527**	**–**	**–**	**25,527**
	541,382	**7,781**	**2,594**	**551,757**
At 30 April 2018				
Borrowings	413,671	21,745	–	435,416
Accounts payable	132,847	–	–	132,847
Accruals and other payables	22,506	–	–	22,506
	569,024	21,745	–	590,769

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(c) Liquidity risk (continued)

The Group's bank borrowings contain a repayment on demand clause which can be exercised by the banks at their discretion. The analysis below shows the cash outflow based on the earliest period in which the Group would be required to repay the borrowings if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

	On demand	**Less than 1 year**
	HK$'000	*HK$'000*
At 30 April 2019		
Borrowings	**395,870**	**–**
Accounts payable	**–**	**130,360**
Accruals and other payables	**–**	**25,527**
	395,870	**155,887**
At 30 April 2018		
Borrowings	435,416	–
Accounts payable	–	132,847
Accruals and other payables	–	22,506
	435,416	155,353

(d) Cash flow interest rate risk

The Group's interest-rate risk mainly arises from pledged bank deposits, bank balances and borrowings. The Group regularly seeks the most favourable interest rates available for its bank deposits and borrowings. Bank deposits and borrowings issued at variable rates expose the Group to cash flow interest rate risk. Information relating to the interest rates and terms of the Group's bank deposits and borrowings are disclosed in Notes 20 and 24. As at 30 April 2019, if the market interest rates had been 50 basis points higher/lower with all other variables held constant, post-tax loss for the year would have been HK$1,333,000 higher/lower (2018: HK$1,538,000 higher/lower), mainly as a result of higher/lower interest income on bank deposits net off with higher/lower interest expense on borrowings.

The Group has not entered into any interest rate swaps to hedge its exposure to interest rate risks.

Notes to the Financial Statements

3 Financial risk management *(continued)*

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated statement of financial position) less bank balances and cash. Total capital is calculated as "equity", as shown in the consolidated statement of financial position, plus net debt. The gearing ratios at 30 April 2019 and 2018 were as follows:

	2019	2018
	HK$'000	*HK$'000*
Total borrowings *(Note 24)*	**388,452**	432,684
Less: Bank balances and cash (including pledged bank deposits) *(Note 20)*	**(69,130)**	(64,405)
Net debt	**319,322**	368,279
Total equity	**425,663**	455,384
Total capital	**744,985**	823,663
Gearing ratio	**43%**	45%

Notes to the Financial Statements

3 Financial risk management *(continued)*

3.3 Fair value estimation

The carrying value less impairment provision of receivables is a reasonable approximation of its fair value. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

The fair value of financial instruments traded in active markets (such as available-for-sale financial assets) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price.

Financial instruments that are measured in the consolidated statement of financial position at fair value, this requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices in active markets for identical assets or liabilities (level 1).

- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly (level 2).

- Inputs for the asset or liability that are not based on observable market data (level 3).

Notes to the Financial Statements

3 Financial risk management *(continued)*

3.3 Fair value estimation *(continued)*

The following table presents the Group's assets that are measured at fair value at 30 April 2019:

	Level 1 *HK$'000*	**Level 2** *HK$'000*	**Level 3** *HK$'000*	**Total** *HK$'000*
Financial assets at FVOCI				
– Equity securities	**299**	**–**	**–**	**299**

The following table presents the Group's assets that are measured at fair value at 30 April 2018:

	Level 1 *HK$'000*	Level 2 *HK$'000*	Level 3 *HK$'000*	Total *HK$'000*
Available-for-sale financial assets				
– Equity securities	362	–	–	362

There were no transfers between level 1 and 2 during the year.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Notes to the Financial Statements

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Going concern basis

As at 30 April 2019, the Group's current liabilities exceeded its current assets by HK$88,724,000 (2018: HK$88,722,000). The use of going concern basis in the preparation of the financial statements require significant judgements and estimates. Please refer to Note 2.1(a) for details.

(b) Provision for impairment of property, plant and equipment and onerous contracts

Property, plant and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of property, plant and equipment and land use rights have been determined based on value-in-use calculations, taking into account latest market information and past experience. These calculations and valuations require the use of judgements and estimates.

Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable, (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell and net present value of future cash flows which are estimated based upon the continued use of the asset in the business, and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could affect the net present value used in the impairment test and as a result affect the Group's financial position and results of operations.

Onerous contracts are contracts in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Certain retail outlets with non-cancellable clause in the respective lease agreements generated losses during the year, management had performed the assessment on onerous contracts on those loss-making and underperforming retail stores. Provision for onerous operating lease was assessed based on a best estimate of the unavoidable costs and economic benefits.

(c) Fair value of investment properties

The Group carries its investment properties at fair value with changes in the fair values recognised in consolidated income statement. It obtains independent valuations at least annually. At the end of each reporting period, the management update their assessment of the fair value of each property, taking into account the most recent independent valuations.

Notes to the Financial Statements

5 Segment information

The Executive Directors of the Group ("Management") reviews the Group's internal reports periodically in order to assess performance and allocate resources. Management has determined the operating segments based on these reports and assess the business principally based on natures of products sold.

During the year, the Group has three reportable segments, namely (i) retail business, (ii) electronic components manufacturing, and (iii) investment property holding. Segment information provided to Management for decision-making is measured in a manner consistent with that in the financial statements.

The segment information provided to the Management for the reportable segments for the years ended 30 April 2019 and 2018 is as follows:

	Retail business		Electronic component manufacturing		Investment property holdings		Eliminations		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Segment revenue										
External sales	1,730,024	1,847,326	108,972	129,711	927	2,637	–	–	1,839,923	1,979,674
Intersegment sales	–	–	–	–	1,585	1,585	(1,585)	(1,585)	–	–
	1,730,024	1,847,326	108,972	129,711	2,512	4,222	(1,585)	(1,585)	1,839,923	1,979,674
Segment results										
Operating profit/(loss)	11,874	6,204	13,158	(14,841)	(5,386)	(989)			19,646	(9,626)
Corporate expenses									(9,301)	(8,612)
Finance costs, net									(19,690)	(22,053)
Loss before income tax									(9,345)	(40,291)
Income tax (expense)/credit									(176)	7,422
Loss for the year									(9,521)	(32,869)
Depreciation and amortisation	25,470	35,588	5,453	10,338	–	–			30,923	45,926
Total distribution cost and administrative expenses	581,326	669,978	14,065	41,490	1,152	1,088			596,543	712,556
Additions to non-current assets (other than financial instruments)	7,459	9,293	292	259	–	–			7,751	9,552

5 Segment information *(continued)*

	Retail business		Electronic component manufacturing		Investment property holdings		Eliminations		Total	
	2019	2018	**2019**	2018	**2019**	2018	**2019**	2018	**2019**	2018
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Segment assets	**755,676**	799,319	**223,017**	244,887	**29,922**	41,817	**(5,239)**	(5,589)	**1,003,376**	1,080,434
Unallocated assets										
– Deferred income tax									**17,639**	17,227
– Corporate assets									**153**	122
Total assets									**1,021,168**	1,097,783
Segment liabilities	**182,710**	173,616	**18,505**	30,748	**5,380**	5,392	**(5,239)**	(5,589)	**201,356**	204,167
Borrowings									**388,452**	432,684
Unallocated liabilities										
– Deferred income tax									**4,661**	4,237
– Taxation payable									**49**	127
– Corporate liabilities									**987**	1,184
Total liabilities									**595,505**	642,399

Geographical information

	Revenue		Non-current assets	
	2019	2018	**2019**	2018
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
The PRC (including Hong Kong Special Administrative Region)	**1,801,016**	1,933,367	**520,648**	550,098
Other regions	**38,907**	46,307	**66**	91
	1,839,923	1,979,674	**520,714**	550,189

Revenue by geographical location is determined on the basis of the destination of shipment or place of sales to the customers.

Non-current assets by geographical location are determined based on the location of the relevant assets.

The Group has a large number of customers. For the year ended 30 April 2019, no revenue was derived from transactions with a single external customer representing 10% or more of the Group's total revenue (2018: same).

Notes to the Financial Statements

6 Other (losses)/gains, net

	2019	2018
	HK$'000	*HK$'000*
Net fair value loss on investment properties *(Note 15)*	**(5,010)**	(1,040)
Net gain on disposal of property, plant and equipment	**259**	9,267
Reversal of impairment loss on properties, plant and equipment *(Note 14)*	**1,223**	1,789
Loss on disposal of investment properties	**–**	(1,380)
	(3,528)	8,636

7 Expenses by nature

Expenses included in cost of sales, selling and distribution expenses, and general and administrative expenses are analysed as follows:

	2019 *HK$'000*	2018 *HK$'000*
Auditors' remuneration		
– audit services	**2,830**	2,750
– non-audit services	**129**	151
Amortisation of land use rights *(Note 13)*	**509**	521
Cost of inventories recognised as expenses included in cost of sales	**1,188,746**	1,199,728
Depreciation of property, plant and equipment *(Note 14)*	**30,414**	45,405
Direct operating expenses arising from investment properties that generate rental income	**151**	118
Employee benefit expenses (including directors' emoluments) *(Note 8)*	**271,081**	307,778
Net exchange (gains)/losses		
– recognised in cost of sales	**(29,357)**	382
– recognised in general and administrative expenses	**(15,737)**	6,284
Operating lease rentals		
– basic rent	**209,690**	240,701
– turnover rent	**329**	368
(Reversal of)/provision for impairment for onerous contracts	**(1,463)**	2,679
Net reversal of impairment loss on financial assets *(Note 18)*	**(975)**	–
Provision for impairment for accounts receivable *(Note 18)*	**–**	678
(Reversal of)/provision for impairment for inventories	**(4,765)**	6,389
Utility expenses	**66,653**	74,758
Freight and transportation	**47,568**	45,713
Other expenses	**60,247**	72,145
Total cost of sales, selling and distribution expenses and general and administrative expenses	**1,826,050**	2,006,548

Notes to the Financial Statements

8 Employee benefit expenses

	2019	2018
	HK$'000	*HK$'000*
Wages and salaries	**249,496**	284,173
Pension costs - defined contribution plans *(Note a)*	**18,942**	20,562
Staff welfare	**2,643**	3,043
	271,081	307,778

(a) Pension costs - defined contribution plans

The Group has arranged for certain of its employees (including executive directors) in Hong Kong to participate in a defined contribution provident fund under the Occupational Retirement Schemes Ordinance (the "ORSO Scheme"), which is managed by an independent trustee. Each of the Group and its employees make monthly contributions to the scheme at 5% to 10% and 5%, respectively of the employees' basic salaries. The employees are entitled to receive their entire contributions and the accrued interest thereon, and 100% of the Group's employer contributions and the accrued interest thereon upon retirement or leaving the Group after completing one year of service. The forfeited contributions made by the Group and related accrued interest are used to reduce the Group's employer contribution. This scheme is not available for new employees who joined after 1 December 2000.

From 1 December 2000, companies within the Group in Hong Kong have participated in the Mandatory Provident Fund Scheme under the Mandatory Provident Fund Schemes Ordinance (the "MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees make monthly contributions to the scheme at 5% to 10% and 5%, respectively of the employees' relevant income as defined under the Mandatory Provident Fund Schemes Ordinance with the maximum mandatory contributions by each of the Group and its employees limited to HK$1,500 per month, and further contributions are voluntary. The mandatory contributions are fully and immediately vested in the employees as accrued benefits. The employees are entitled to receive their entire voluntary contributions and 100% of the Group's employer voluntary contributions upon retirement or leaving the Group after completing one year of service. The forfeited voluntary contributions made by the Group are used to reduce the Group's employer voluntary contributions.

As stipulated by the rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes to the retirement plans at rates of approximately 15% to 33% of the basic salaries of its employees in Mainland China and has no further obligation for the actual payment of pensions or post-retirement benefits. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

Notes to the Financial Statements

8 Employee benefit expenses *(continued)*

(a) Pension costs - defined contribution plans *(continued)*

The employees of the Company's subsidiary in Singapore are members of the Central Provident Funds (the "Funds") operated by the government of Singapore. The subsidiary contributes to the Funds approximately 17% of the salaries of its employees, and has no further obligation for the actual payment of pensions or post-retirement benefits beyond the contributions.

During the year ended 30 April 2019, aggregate contributions made by the Group to the aforementioned schemes amounted to approximately HK$18,942,000 (2018: HK$20,562,000), with no deduction of forfeited contributions (2018: Nil). As at 30 April 2019, there were no material forfeitures available to offset the Group's future contributions.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include one (2018: three) directors whose emoluments are reflected in the analysis in Note 33 to the consolidated financial statements. The emoluments paid/payable to the remaining four (2018: two) individuals during the year are as follows:

	2019	2018
	HK$'000	*HK$'000*
Basic salaries, allowances and other benefits in kind	**3,915**	1,566
Contributions to pension schemes	**73**	93
	3,988	1,659

The emoluments fell within the following band:

	Number of individuals	
	2019	**2018**
Emolument bands		
Nil to HK$1,000,000	**2**	2
HK$1,000,000 - HK$1,500,000	**2**	–
	4	2

No emoluments were paid to individuals as an inducement to join the Group or as compensation for loss of office.

Notes to the Financial Statements

8 Employee benefit expenses *(continued)*

(c) Senior management's emoluments by band

The senior management's emolument fell within the following bands:

	Number of individuals	
	2019	2018
Emolument bands		
Nil to HK$1,000,000	**24**	27
HK$1,000,000 - HK$1,500,000	**1**	–
	25	27

9 Finance costs, net

	2019	2018
	HK$'000	*HK$'000*
Interest expense on bank borrowings	**19,726**	22,132
Interest income from bank deposits	**(36)**	(79)
	19,690	22,053

10 Income tax expense/(credit)

The amount of income tax expense/(credit) charged to the consolidated income statement represents:

	2019 HK$'000	2018 HK$'000
Hong Kong profits tax		
– current tax	15	29
– under/(over)-provision in prior years	7	(20)
Overseas income tax including Mainland China		
– current tax	142	184
Deferred income tax *(Note 25)*	12	(7,615)
Total income tax expense/(credit)	176	(7,422)

The Company is incorporated in Bermuda and is exempted from income tax in Bermuda until 2035. Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) on the estimated assessable profit for the year. Subsidiaries of the Group in Mainland China are subject to Mainland China enterprise income tax at the rate of 25% (2018: 25%) on their taxable income determined according to Mainland China tax laws. Other overseas income tax has been calculated on the estimated assessable profits for the year at the rates prevailing in the respective jurisdictions.

The reconciliation between the Group's actual tax charge and the amount which is calculated based on the domestic tax rates in the respective territories is as follows:

	2019 HK$'000	2018 HK$'000
Loss before income tax	(9,345)	(40,291)
Tax calculated at weighted average domestic tax rates applicable to profits in the respective territories	(829)	(8,128)
Tax effect on income not subject to income tax	(318)	(1,581)
Tax effect on expenses not deductible for income tax purposes	2,778	7,221
Utilisation of previously unrecognised tax losses	(2,007)	(226)
Tax losses for which no deferred tax is recognised	542	1,804
Recognition of deferred tax asset in respect of tax losses previously not recognised	–	(6,657)
Under/(over)-provision in prior years	7	(20)
Others	3	165
	176	(7,422)

Notes to the Financial Statements

11 Loss per share

The calculation of basic loss per share is based on the consolidated loss attributable to equity holder of approximately HK$9,521,000 (2018: loss of HK$32,869,000) and the weighted average number of 666,190,798 (2018: 666,190,798) shares in issue during the year.

For the years ended 30 April 2019 and 30 April 2018, diluted loss per share equals basic loss per share as there was no dilutive potential share.

12 Dividend

The board of directors does not recommend the payment of any dividend in respect of the year ended 30 April 2019 (2018: Nil).

13 Land use rights

Movements of the land use rights during the year are as follows:

	2019	2018
	HK$'000	*HK$'000*
At 1 May	**18,240**	17,647
Exchange differences	**(952)**	1,114
Amortisation (included in cost of sales)	**(509)**	(521)
At 30 April	**16,779**	18,240

Notes to the Financial Statements

14 Property, plant and equipment

	Land and buildings HK$'000	Leasehold improvements HK$'000	Machinery HK$'000	Furniture and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Year ended 30 April 2018						
Opening net book amount	375,357	26,908	30,489	39,189	3,412	475,355
Exchange differences	6,109	–	3,321	778	72	10,280
Additions	2,512	5,133	231	1,275	401	9,552
Disposal	(12,546)	(533)	(7)	(455)	(12)	(13,553)
Depreciation	(11,895)	(17,464)	(5,170)	(8,902)	(1,974)	(45,405)
Reversal of impairment *(Note 6)*	–	1,789	–	–	–	1,789
Closing net book amount	359,537	15,833	28,864	31,885	1,899	438,018
At 30 April 2018						
Cost	449,299	119,933	661,952	170,105	22,226	1,423,515
Accumulated depreciation and impairment	(89,762)	(104,100)	(633,088)	(138,220)	(20,327)	(985,497)
Net book amount	359,537	15,833	28,864	31,885	1,899	438,018
Year ended 30 April 2019						
Opening net book amount	359,537	15,833	28,864	31,885	1,899	438,018
Exchange differences	(3,984)	–	(2,035)	(476)	(49)	(6,544)
Additions	–	3,639	283	2,384	1,445	7,751
Disposal	–	(107)	(90)	(10)	(10)	(217)
Depreciation	(10,993)	(8,232)	(1,917)	(7,940)	(1,332)	(30,414)
Reversal of impairment *(Note 6)*	–	1,223	–	–	–	1,223
Transfer to non-current asset held-for -sale	(778)	–	–	–	–	(778)
Closing net book amount	343,782	12,356	25,105	25,843	1,953	409,039
At 30 April 2019						
Cost	442,728	111,853	646,486	169,845	21,628	1,392,540
Accumulated depreciation and impairment	(98,946)	(99,497)	(621,381)	(144,002)	(19,675)	(983,501)
Net book amount	343,782	12,356	25,105	25,843	1,953	409,039

Notes to the Financial Statements

14 Property, plant and equipment *(continued)*

During the year, depreciation expense of approximately HK$6,280,000 (2018: HK$10,888,000), HK$14,012,000 (2018: HK$24,242,000) and HK$10,122,000 (2018: HK$10,275,000) was charged to cost of sales, selling and distribution expenses and general and administrative expenses respectively.

Land and buildings with an aggregate carrying amount of approximately HK$272,275,000 as at 30 April 2019 (2018: HK$281,510,000) were pledged against certain of the Group's borrowing (Note 30).

The Group performed assessment on impairment of leasehold improvements of its retail stores by considering the recoverable amount of such assets at store level. Key inputs to the determination of the recoverable amount includes revenue growth and gross profit margin. As at 30 April 2019, an accumulated provision for impairment of approximately HK$1,061,000 (2018: HK$2,284,000) was included in the net book value of leasehold improvements.

15 Investment properties

	2019 ***HK$'000***	2018 *HK$'000*
At 1 May	**41,308**	160,464
Net fair value loss *(Note 6)*	**(5,010)**	(1,040)
Disposal	**(6,680)**	(119,420)
Exchange difference	**(883)**	1,304
At 30 April	**28,735**	41,308

Notes to the Financial Statements

15 Investment properties *(continued)*

The period of leases whereby the Group leases out its investment properties under operating leases ranges from 1 to 2 years.

Investment properties with an aggregate carrying amount of approximately HK$15,050,000 as at 30 April 2019 (2018: HK$26,230,000) were pledged against certain of the Group's borrowings (Note 30).

The consolidated income statement includes rental income from investment property of HK$927,000 (2018: HK$2,637,000) and related direct operating expenses of approximately HK$151,000 (2018: HK$118,000).

The Group's investment properties were valued at 30 April 2019 by Castores Magi (Hong Kong) Limited, independent professionally qualified valuers who hold recognised relevant professional qualifications and have relevant experience in respect of the investment properties valued. The revaluation gains or losses are included in 'Other (losses)/gains, net' in the consolidated income statement (Note 6).

The Group reviews the valuation performed by independent valuers for financial reporting purposes. Discussion of valuation process and results are held between management and independent qualified valuers once a year for financial reporting purposes.

The following table analyses the fair value hierarchy of the investment properties.

	Fair value measurements at 30 April 2019 using		
Description	**Quoted prices in active markets for identical assets (Level 1)** *HK$'000*	**Significant other observable inputs (Level 2)** *HK$'000*	**Significant unobservable inputs (Level 3)** *HK$'000*
Recurring fair value measurements:			
Investment properties	–	–	**28,735**

	Fair value measurements at 30 April 2018 using		
Description	Quoted prices in active markets for identical assets (Level 1) *HK$'000*	Significant other observable inputs (Level 2) *HK$'000*	Significant unobservable inputs (Level 3) *HK$'000*
Recurring fair value measurements:			
Investment properties	–	–	41,308

Notes to the Financial Statements

15 Investment properties *(continued)*

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfers between Levels 1, 2 and 3 during the year.

Fair value is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

The investment properties were revalued on an open market basis. Fair value of the investment properties is derived from comparing the properties to be valued directly with other comparable properties in close proximity, which have recently transacted or offered. However, given the heterogeneous nature of the properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration. The most significant impact into this valuation approach is price per square feet.

There was no change to the valuation technique with that of prior year.

Information about fair value measurements using significant unobservable inputs (Level 3)

Description	Fair value at 30 April 2019 *(HK$'000)*	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Shop – HK	8,640	Market comparable	Price per square feet	HK$18,783 per square feet	The higher the price per square feet, the higher the fair value
Residential building – HK	6,410	Market comparable	Price per square feet	HK$9,317 per square feet	The higher the price per square feet, the higher the fair value
Commercial building – PRC	13,685	Market comparable	Price per square feet	RMB3,695 per square feet	The higher the price per square feet, the higher the fair value
	28,735				

15 Investment properties *(continued)*

Description	Fair value at 30 April 2018 *(HK$'000)*	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Shops – HK	20,030	Market comparable	Price per square feet	HK$25,652 – HK$31,533 per square feet	The higher the price per square feet, the higher the fair value
Residential buildings – HK	6,200	Market comparable	Price per square feet	HK$9,012 per square feet	The higher the price per square feet, the higher the fair value
Commercial building – PRC	15,078	Market comparable	Price per square feet	RMB3,824 per square feet	The higher the price per square feet, the higher the fair value
	41,308				

16 Financial assets at fair value through other comprehensive income

	2019 **HK$'000**	2018 *HK$'000*
Equity securities listed in Hong Kong		
– Financial asset at fair value through other comprehensive income	**299**	–
– Available-for-sale financial asset	**–**	362

As at 30 April 2019, financial assets at fair value through other comprehensive income comprises of equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the Group considers this classification to be more relevant.

Details on the change in accounting policy and the reclassification of equity investments from available-for-sale financial assets to financial assets at fair value through other comprehensive income and the fair value measurements are set out in Notes 2.2 and 3.3 respectively.

Notes to the Financial Statements

17 Inventories

	2019 HK$'000	2018 HK$'000
Retail business		
– Merchandise	311,559	331,874
Electronic components manufacturing		
– Raw materials	39,604	44,988
– Work-in-progress	5,752	7,516
– Finished goods	10,218	10,739
	367,133	395,117

The cost of inventories recognised as expense and included in "cost of sales" amounted to approximately HK$1,188,746,000 (2018: HK$1,199,728,000).

As at 30 April 2019, certain of the Group's inventories were pledged as collateral for the Group's import and trust receipt loans (Note 30).

18 Accounts and bills receivable

	2019 HK$'000	2018 HK$'000
Accounts receivable	26,437	30,653
Less: provision for impairment of receivables	(5,268)	(6,243)
Accounts receivable, net	21,169	24,410
Bills receivable	–	87
Accounts and bills receivable, net	21,169	24,497

Notes to the Financial Statements

18 Accounts and bills receivable *(continued)*

The ageing analysis of accounts receivable, based on invoice date, is as follows:

	2019	2018
	HK$'000	*HK$'000*
0-30 days	**10,368**	14,265
31-60 days	**5,853**	7,274
61-90 days	**1,631**	1,517
91-120 days	**2,370**	1,153
Over 120 days	**6,215**	6,444
	26,437	30,653
Less: loss allowance	**(5,268)**	(6,243)
	21,169	24,410

As at 30 April 2019 and 30 April 2018, the carrying amount of accounts and bills receivable approximated its fair value.

The Group primarily offers an average credit period ranging from 30 to 120 days to its non-retail business customers (2018: 30 to 120 days).

The Group's credit risk control and the analysis of concentration of credit risk are disclosed in Note 3.

Movements on the loss allowance are as follows:

	2019	2018
	HK$'000	*HK$'000*
At 1 May	**6,243**	5,565
(Decrease)/increase in loss allowance recognised in the profit or loss during the year	**(975)**	678
At 30 April	**5,268**	6,243

The creation and release of loss allowance have been included in general and administrative expenses in the consolidated income statement (Note 7).

Notes to the Financial Statements

18 Accounts and bills receivable *(continued)*

The carrying amounts of the Group's accounts and bills receivable are denominated in the following currencies:

	2019	2018
	HK$'000	*HK$'000*
Hong Kong dollars	**5,131**	5,703
Renminbi	**5,571**	7,069
United States dollars	**10,179**	11,261
Other currencies	**288**	464
	21,169	24,497

19 Deposits, prepayments and other receivables

	2019	2018
	HK$'000	*HK$'000*
Prepayments and deposits for purchase of inventories	**8,305**	9,157
Rental deposits and prepaid rent	**75,683**	83,421
Other deposits and other receivables	**6,479**	6,031
	90,467	98,609
Less:		
Non-current portion of rental deposits	**(48,223)**	(35,034)
	42,244	63,575

The carrying amounts of the Group's deposits and other receivables are denominated in the following currencies:

	2019	2018
	HK$'000	*HK$'000*
Hong Kong dollars	**76,285**	81,340
Renminbi	**1,796**	2,860
Japanese Yen	**4,218**	4,314
Other currencies	**1,042**	569
	83,341	89,083

As at 30 April 2019 and 30 April 2018, the carrying amount of deposits and other receivables approximated its fair value.

As at 30 April 2019, HK$83,341,000 (2018: HK$89,083,000) of loans and receivables was included in deposits, prepayments and other receivables.

20 Pledged bank balances and cash and cash equivalents

	2019 HK$'000	2018 HK$'000
Pledged bank balances *(Note a)*	**19,629**	12,949
Cash and cash equivalents *(Note b)*	**49,501**	51,456
	69,130	64,405

The pledged bank balances and cash and cash equivalents are denominated in the following currencies:

	2019 HK$'000	2018 HK$'000
Hong Kong dollars	**58,809**	50,171
Renminbi	**6,787**	9,411
United States dollars	**1,731**	3,171
Other currencies	**1,803**	1,652
	69,130	64,405

Notes:

(a) As at 30 April 2019, the Group's bank balances of approximately HK$19,629,000 (2018: bank deposits of approximately HK$12,949,000) were pledged as collateral for the Group's borrowings (Note 30). As at 30 April 2019 and 2018, the pledged bank balances were held at call and bore floating interests.

(b) The conversion of Renminbi ("RMB") denominated balances into foreign currencies and repatriation of RMB out of China is subject to the rules and regulations of foreign exchange promulgated by the government of the Mainland China. As at 30 April 2019, the Group's cash and cash equivalents amounting to HK$6,257,000 (2018: HK$8,127,000) were denominated in RMB and deposited with banks in the PRC.

21 Non-current asset held-for-sale

As at 30 April 2019, a parcel of land and building in Hong Kong with a carrying amount of HK$778,000 was reclassified as held-for-sale as the Group entered into an agreement with a third party to sell the propery. The sale was completed in May 2019.

As at 30 April 2019, the non-current asset held for sale was pledged against certain banking facilities of the Group (Note 30).

Notes to the Financial Statements

22 Share capital

	2019		2018	
	Number of Shares	**Share capital**	Number of shares	Share capital
		HK$'000		*HK$'000*
Authorised:				
Shares of HK$0.10 each	**1,000,000,000**	**100,000**	1,000,000,000	100,000
Issued and fully paid:				
Shares of HK$0.10 each				
At 1 May and at 30 April	**666,190,798**	**66,619**	666,190,798	66,619

23 Reserves

	Share premium	Capital redemption reserve	Capital reserve *(note a)*	Investment revaluation reserve	Property revaluation reserve *(note b)*	Statutory reserves *(note c)*	Exchange reserve	Retained earnings	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 May 2018	25,075	5,042	13,934	224	7,450	19,632	102,179	215,229	388,765
Currency translation differences	–	–	–	–	–	–	(20,137)	–	(20,137)
Change in fair value of financial assets at fair value through other comprehensive income *(Note 16)*	–	–	–	(63)	–	–	–	–	(63)
Loss for the year	–	–	–	–	–	–	–	(9,521)	(9,521)
At 30 April 2019	25,075	5,042	13,934	161	7,450	19,632	82,042	205,708	359,044

Notes to the Financial Statements

23 Reserves *(continued)*

	Share premium	Capital redemption reserve	Capital reserve *(note a)*	Investment revaluation reserve	Property revaluation reserve *(note b)*	Statutory reserves *(note c)*	Exchange reserve	Retained earnings	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 May 2017	25,075	5,042	13,934	179	34,968	19,632	70,924	220,580	390,334
Currency translation differences	–	–	–	–	–	–	31,255	–	31,255
Change in fair value of available-for-sale financial assets *(Note 16)*	–	–	–	45	–	–	–	–	45
Loss for the year	–	–	–	–	–	–	–	(32,869)	(32,869)
Revaluation surplus upon transfer from property reserve	–	–	–	–	(27,518)	–	–	27,518	–
At 30 April 2018	25,075	5,042	13,934	224	7,450	19,632	102,179	215,229	388,765

Notes:

(a) Capital reserve represents the difference between the nominal value of the Company's shares issued and the combined share capital of the subsidiaries acquired through an exchange of shares pursuant to the reorganisation in 1999.

(b) Property revaluation reserve represents revaluation surplus arising from the fair value change of land and buildings at the time of transfer from properties, plant and equipment to investment properties.

(c) In accordance with the laws and regulations of Mainland China, the Group's subsidiaries in Mainland China are required to set aside certain portion of their retained earnings to a statutory reserve account and a corporate development reserve account. The statutory reserve account can only be used to make up losses incurred or increase registered capital while the corporate development reserve account can be used for expansion of the production and operation or increase registered capital of respective subsidiaries in Mainland China. The percentage of appropriation is determined by the board of directors of respective subsidiaries in Mainland China.

Notes to the Financial Statements

24 Borrowings

	2019	2018
	HK$'000	*HK$'000*
Import and trust receipt loans	**348,822**	354,034
Other bank loans	**37,900**	40,200
Bank overdrafts	**1,730**	38,450
Total borrowings	**388,452**	432,684

As at 30 April 2019, HK$10,000,000 (2018: HK$20,400,000) of the Group's bank borrowings contractually due for repayment after one year contain a repayable on demand clause and is classified as current liabilities. The maturity of borrowings based on scheduled repayment dates is analysed as follows:

	2019	2018
	HK$'000	*HK$'000*
Within one year	**378,452**	412,284
Between one and two years	**7,500**	20,400
Between two and five years	**2,500**	–
	388,452	432,684

As at 30 April 2019 and 30 April 2018, the ranges of effective interest rates of loans of major currencies were as follows:

	2019				2018			
	HK$	***US$***	***JPY***	***EUR***	*HK$*	*US$*	*JPY*	*EUR*
	%	*%*	*%*	*%*	*%*	*%*	*%*	*%*
Borrowings	**3.75-5.88**	**5.71-5.93**	**2.63**	**2.63**	3.45-5.75	4.85-5.48	2.63	2.63

The carrying amounts of borrowings approximate their fair values.

Notes to the Financial Statements

24 Borrowings *(continued)*

The carrying amounts of the borrowings are denominated in the following currencies:

	2019	2018
	HK$'000	*HK$'000*
Hong Kong dollars	**173,342**	217,509
Japanese Yen	**77,175**	94,354
United States dollars	**110,526**	90,885
Euro	**22,045**	24,038
Others	**5,364**	5,898
	388,452	432,684

Details of the Group's bank facilities and pledges of assets are set out in Note 30.

25 Deferred income tax

Deferred tax is calculated on temporary differences under the liability method using tax rates enacted or substantively enacted by the end of the reporting period in the respective jurisdictions.

The movements of the net deferred tax assets are as follows:

	2019	2018
	HK$'000	*HK$'000*
At 1 May	**12,990**	5,375
(Charged)/credited to consolidated income statement *(Note 10)*	**(12)**	7,615
At 30 April	**12,978**	12,990

Notes to the Financial Statements

25 Deferred income tax *(continued)*

Movements of the deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

Deferred tax assets	Decelerated depreciation allowance		Provisions		Tax losses		Total	
	2019	2018	**2019**	2018	**2019**	2018	**2019**	2018
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
At 1 May	**6,548**	7,155	**2,923**	2,034	**7,756**	–	**17,227**	9,189
Credited/(charged) to consolidated income statement	**(361)**	(607)	**(1,143)**	889	**1,916**	7,756	**412**	8,038
At 30 April	**6,187**	6,548	**1,780**	2,923	**9,672**	7,756	**17,639**	17,227

	Accelerated depreciation allowance	
	2019	2018
	HK$'000	*HK$'000*
Deferred tax liabilities		
At 1 May	**4,237**	3,814
Charged to consolidated income statement	**424**	423
At 30 April	**4,661**	4,237

25 Deferred income tax *(continued)*

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position:

	2019	2018
	HK$'000	*HK$'000*
Deferred tax assets	**17,639**	17,227
Deferred tax liabilities	**(4,661)**	(4,237)
	12,978	12,990

Deferred tax assets are recognised for tax losses carry-forwards to the extent that realisation of the related tax benefit through the future taxable profits is probable. As at 30 April 2019, the Group has tax losses of approximately HK$61,546,000 (2018: HK$79,872,000) for which no deferred tax asset is recognised. These tax losses are subject to approval by the tax authorities of places of operation of the Company and the subsidiaries. Unrecognised tax losses of HK$1,799,000 (2018: HK$2,131,000) have no expiry date, the remaining losses will expire at variable dates up to and including 2024.

Pursuant to the Corporate Income Tax Law and its implementation rules, effective from 1 January 2008, certain non-resident enterprises (for instance, those without an establishment or place of business in the PRC or which have an establishment or place of business in the PRC whose relevant income is not effectively connected with the establishment or a places of business in PRC) are subject to withholding tax at the rate of 5% or 10% on various types of passive income such as dividend derived from sources within the PRC.

The Group is subject to withholding tax on distributions of profits generated after 31 December 2007 from the Group's foreign-invested enterprises in the PRC. As all of the Group's foreign-invested enterprises are directly and wholly owned by a Hong Kong incorporated subsidiary, a rate of 5% is applicable to the calculation of this withholding tax. Deferred tax liabilities of HK$237,000 have not been provided for (2018: HK$153,000) as there are no expected dividends to be distributed from the Group's foreign-invested enterprises in the foreseeable future in respect of the profits generated after 31 December 2007.

Notes to the Financial Statements

26 Accounts payable

The ageing analysis of accounts payable, based on invoice date, is as follows:

	2019	2018
	HK$'000	*HK$'000*
0-30 days	**73,918**	80,592
31-60 days	**45,903**	34,459
61-90 days	**6,600**	6,806
91-120 days	**2,694**	4,472
Over 120 days	**1,245**	6,518
	130,360	132,847

The carrying amounts of the Group's accounts payable are denominated in the following currencies:

	2019	2018
	HK$'000	*HK$'000*
Renminbi	**11,223**	20,702
Hong Kong dollars	**43,181**	48,898
United States dollars	**34,013**	26,457
Japanese Yen	**35,498**	27,330
Other currencies	**6,445**	9,460
	130,360	132,847

Notes to the Financial Statements

27 Accruals and other payables

	2019 HK$'000	2018 HK$'000
Contract liabilities	2,325	–
Receipts in advance	–	1,125
Salaries and other staff welfare payable	27,404	29,288
Rental and store utilities payable	5,049	5,884
Provision for reinstatement cost	10,361	11,641
Other taxes payable	88	203
Interest payable	2,836	2,442
Accrual for auditor's remuneration	2,734	2,654
Provision for onerous contracts	6,278	7,741
Other accrued expenses	14,908	11,526
	71,983	72,504
Less:		
Non-current portion of provision for reinstatement cost	(1,666)	(1,846)
	70,317	70,658

Financial liabilities at amortised cost of approximately HK$25,527,000 (2018: HK$22,506,000) was included in accruals and other payables as at 30 April 2019.

Movements on the provision for reinstatement cost are as follows:

	2019 HK$'000	2018 HK$'000
At 1 May	11,641	14,259
Provision for reinstatement cost	580	755
Utilisation of provision for reinstatement cost	(1,860)	(3,373)
At 30 April	10,361	11,641

Notes to the Financial Statements

28 Notes to the consolidated statement of cash flows

(a) Cash generated from operations

	2019 HK$'000	2018 HK$'000
Loss for the year	**(9,521)**	(32,869)
Adjustments for:		
– Income tax expense/(credit)	**176**	(7,422)
– Interest income	**(36)**	(79)
– Interest expense	**19,726**	22,132
– Amortisation of land use rights	**509**	521
– Depreciation of property, plant and equipment	**30,414**	45,405
– Net gain on disposal of property, plant and equipment	**(259)**	(9,267)
– Net reversal of impairment loss on financial assets	**(975)**	–
– Provision for impairment of accounts receivable	**–**	678
– (Reversal of)/provision for impairment of onerous contracts	**(1,463)**	2,679
– Fair value losses on investment properties	**5,010**	1,040
– Reversal of impairment loss on property, plant and equipment	**(1,223)**	(1,789)
	42,358	21,029
Changes in working capital:		
– Decrease/(increase) in inventories	**27,984**	(137,565)
– Decrease in accounts and bills receivable	**4,303**	23,756
– Decrease in prepayments, deposits and other receivables	**8,223**	19,732
– (Decrease)/increase in accounts payable	**(2,486)**	79,486
– Decrease in accruals and other payables	**(522)**	(9,918)
Cash generated from/(used in) operations	**79,860**	(3,480)

Notes to the Financial Statements

28 Notes to the consolidated statement of cash flows *(continued)*

(a) Cash generated from operations *(continued)*

In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprises:

	2019	2018
	HK$'000	*HK$'000*
Net book value *(Note 14)*	**217**	13,553
Net gain on disposal of property, plant and equipment *(Note 6)*	**259**	9,267
Proceeds from disposal of property, plant and equipment	**476**	22,820

(b) Cash, cash equivalents and bank overdrafts include the following for the purpose of the consolidated statement of cash flows:

	2019	2018
	HK$'000	*HK$'000*
Cash and cash equivalents	**49,501**	51,456
Bank overdrafts	**(1,730)**	(38,450)
	47,771	13,006

Notes to the Financial Statements

29 Commitments and contingent liabilities

(a) Operating lease commitments - where the Group is the lessee

At 30 April 2019, the Group had future aggregate minimum lease payments in respect of rented premises under non-cancellable operating leases as follows:

	2019	2018
	HK$'000	*HK$'000*
Not later than one year	**181,274**	159,065
Later than one year and not later than five years	**155,795**	134,836
	337,069	293,901

The above lease commitments do not include commitments for additional rentals payable, if any, when turnover of individual retail outlets exceeds a pre-determined level as it is not possible to determine in advance the amount of such additional rentals.

(b) Operating leases - where the Group is the lessor

At 30 April 2019, the Group had future minimum lease payments receivable under non-cancellable operating leases as follows:

	2019	2018
	HK$'000	*HK$'000*
Not later than one year	**1,261**	296
Later than one year and not later than five years	**514**	12
	1,775	308

30 Bank facilities and pledge of assets

As at 30 April 2019, the Group had aggregate bank facilities of approximately HK$517,700,000 (2018: HK$540,500,000) for overdrafts, term loans, import and trust receipt loans etc. Unutilised facilities as at the same date amounted to approximately HK$129,248,000 (2018: HK$107,816,000), of which approximately HK$113,178,000 (2018: HK$105,966,000) is relating to import and trust receipt loans and approximately HK$16,070,000 (2018: HK$1,850,000) is relating to term loans and overdrafts. These facilities were secured by corporate guarantees executed by the Company and certain of its subsidiaries and the following:

(a) pledges of the Group's land and buildings of approximately HK$272,275,000 (2018: HK$281,510,000) (Note 14).

(b) pledges of the Group's investment properties of approximately HK$15,050,000 (2018: HK$26,230,000) (Note 15).

(c) pledges of the Group's bank deposits of approximately HK$19,629,000 (2018: HK$12,949,000) (Note 20).

(d) charges over HK$308,070,000 (2018: HK$331,536,000) of the Group's inventories held under import and trust receipts loans arrangements (Note 17).

(e) pledges of the Group's non-current asset held-for-sale of approximately HK$778,000. (Note 21)

In addition, the Group is required to comply with certain restrictive financial covenants imposed by the banks.

Notes to the Financial Statements

31 Related party transactions

Related party is a party that is related to the Group if directly, or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with the Group (including the Company or its wholly or non-wholly owned subsidiaries); or the party has an interest in the Group that gives it significant influence over the Group; or the party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual who is a member of the key management personnel of the Group or its parent.

Except as otherwise stated, during the year, the Group had the following related party transactions, which were carried out in the normal course of the Group's business at mutually agreed prices:

		2019	2018
		HK$'000	*HK$'000*
(a)	Rental expense paid to a related company which is owned by certain directors of the Company	**663**	663
	Rental expense paid to a director of the Company	**294**	294

(b) Key management compensation is as below:

	2019	2018
	HK$'000	*HK$'000*
Wages and salaries	**5,237**	5,049
Pension costs - defined contribution plans	**246**	256
	5,483	5,305

Notes to the Financial Statements

32 Statement of financial position and reserve of the company

	Note	2019 HK$'000	2018 HK$'000
ASSETS			
Non-current assets			
Investments in subsidiaries	(a)	**231,543**	231,671
Current assets			
Amounts due from subsidiaries		**1,000**	1,100
Tax recoverable		**–**	2
Cash and cash equivalents		**153**	120
		1,153	1,222
Total assets		**232,696**	232,893
EQUITY			
Share capital		**66,619**	66,619
Reserves	(b)	**165,090**	165,090
Total equity		**231,709**	231,709
Current liabilities			
Accruals and other payables		**987**	1,184
Total liabilities		**987**	1,184
Total equity and liabilities		**232,696**	232,893

Notes to the Financial Statements

32 Statement of financial position and reserve of the company *(continued)*

Note (a) Subsidiaries

The following is a list of the subsidiaries as at 30 April 2019:

Name	Place of incorporation/ operation	Principal activities	Particulars of issued share capital/ registered capital	Interest held (i)
CEC-Coils Singapore Pte Ltd.	Singapore	Sale of coils and other electronic components	Ordinary S$1,500,000	100%
北京高雅恒健科技有限公司 (CEC-Technology Beijing Limited) (iii)	Mainland China	Property investment holding	Registered capital US$750,000	100%
CEC-Technology Limited	Hong Kong	Dormant	Ordinary HK$10,000	100%
重慶高雅科技有限公司 (Chongqing CEC-Technology Limited) (iii)	Mainland China	Provision of information technology services and manufacture and sale of coils and electronic components; trading and wholesale of food and household products	Registered capital HK$2,900,000	100%
Coils Electronic Co., Limited	Hong Kong	Investment holding; manufacture and sale of coils and other electronic components; retail business	Ordinary HK$2; Non-voting deferred HK$14,000,000 (ii)	100%
Coils Electronic (Zhong Shan) Co., Ltd. (iii)	Mainland China	Manufacture and sale of coils and other electronic components	Registered capital US$31,366,980	100%
Coils International Holdings Limited (i)	British Virgin Islands	Investment holding	Ordinary US$10,000	100%
Coils Investment (BVI) Limited	British Virgin Islands	Investment holding	Ordinary US$1	100%
Coils Property Management Limited	Hong Kong	Property investment holding	Ordinary HK$200,000	100%
Gaozhou Coils Electronic Co. Ltd. (iii)	Mainland China	Manufacture and sale of coils and other electronic components	Registered capital US$500,000	100%
Coils Venture Co. Ltd	Hong Kong	Investment holding	Ordinary HK$10,000	100%
Ying Shun Food Co. Ltd	Hong Kong	Inactive in Hong Kong	Ordinary HK$200,000	100%

32 Statement of financial position and reserve of the company *(continued)*

Note (a) Subsidiaries *(continued)*

The following is a list of the subsidiaries as at 30 April 2019: *(continued)*

Name	Place of incorporation/ operation	Principal activities	Particulars of issued share capital/ registered capital	Interest held (i)
南京國仲磁性材料製品有限公司 (Nanjing Guo Zhong Magnetic Material Co., Ltd.) (iii)	Mainland China	Manufacture and sale of ferrite powder	Registered capital US$2,780,000	100%
Fujian FTA Test Area Xiamen Aren 759 Store Trading Co., Ltd (iii)	Mainland China	Manufacture and sale of coils and other electronic components; trading and wholesale of food and household products	Registered capital HK$9,567,620	100%
Zhongshan Coils Metalwork Co., Ltd. (iii)	Mainland China	Manufacture of coils and plastic bags	Registered capital US$755,000	100%
Zhongshan CEC-Coils Food Co, Limited (iii)	Mainland China	Manufacture of bottled water	Registered capital US$1,000,000	100%
Xiamen Guo Zhong Food Co Ltd (iii)	Mainland China	Packaging food	Registered capital US$500,000	100%
Coils Retail Limited	Hong Kong	Inactive in Hong Kong	Ordinary HK$10,000	100%

The underlying value of the investments in subsidiaries is, in the opinion of Directors, not less than the carrying value as at 30 April 2019.

As at 30 April 2019, the Company had given guarantees to banks and financial institutions of approximately HK$388,452,000 (2018: HK$432,684,000) to secure bank facilities of certain subsidiaries.

None of the subsidiaries had any loan capital in issue at any time during the year ended 30 April 2019 (2018: Nil).

Notes to the Financial Statements

32 Statement of financial position and reserve of the company *(continued)*

Note (a) Subsidiaries *(continued)*

Notes:

(i) The shares in Coils International Holdings Limited are held directly by the Company. The shares in other subsidiaries are held indirectly by the Company.

(ii) The non-voting deferred shares of Coils Electronic Co., Limited are owned by the late Mr. Lam Wai Chun, Ms. Law Ching Yee and Ka Yan China Development (Holding) Company Limited, the intermediate holding company of the Company. Holders of the non-voting deferred shares have no voting rights, are not entitled to dividends unless the net profit of Coils Electronic Co., Limited exceeds HK$100,000,000,000,000, and are not entitled to any distributions upon winding up unless a sum of HK$100,000,000,000,000 has been distributed to the holders of the ordinary shares.

(iii) 重慶高雅科技有限公司 (Chongqing CEC-Technology Limited) and Gaozhou Coils Electronic Co. Ltd. are wholly foreign owned enterprises established in Mainland China to be operated for 45 years up to August 2047 and 15 years up to November 2019 respectively.

Coils Electronic (Zhong Shan) Co. Ltd., Zhongshan Coils Metalwork Co., Ltd. And Fujian FTA Test Area Xiamen Area 759 Store Trading Co., Ltd are wholly foreign owned enterprises established in Mainland China to be operated for 25 years up to April 2026, February 2026 and December 2022 respectively.

南京國仲磁性材料製品有限公司 (Nanjing Guo Zhong Magnetic Material Co., Ltd.) is a wholly foreign owned enterprise established in Mainland China to be operated for 30 years up to April 2033.

北京高雅恒健科技有限公司 (CEC-Technology Beijing Limited) is a wholly foreign owned enterprise established in Mainland China to be operated for 20 years up to October 2026.

Zhongshan CEC-Coils Food Co., Limited is a wholly foreign owned enterprise established in Mainland China to be operated for 11 years up to January 2023.

Xiamen Guo Zhong Food Co Ltd is a wholly foreign owned enterprise established in Mainland China to be operated for 20 years up to April 2032.

Notes to the Financial Statements

32 Statement of financial position and reserve of the company *(continued)*

Note (b) Reserve movement of the Company

	Share premium	**Capital redemption reserve**	**Contributed surplus**	**Retained earnings**	**Total**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 May 2017	25,075	5,042	131,338	3,635	165,090
Profit for the year	–	–	–	–	–
At 1 May 2018	25,075	5,042	131,338	3,635	165,090
Profit for the year	–	–	–	–	–
At 30 April 2019	**25,075**	**5,042**	**131,338**	**3,635**	**165,090**

Contributed surplus of the Company represents the difference between the nominal value of the Company's shares issued and the aggregate net asset value of the subsidiaries acquired through an exchange of shares pursuant to the reorganisation in 1999. Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is distributable to shareholders subject to the condition that subsequent to the payment of dividend or any distribution, (i) the Company will be able to pay its liabilities as they become due, and (ii) the realisable value of the Company's assets would not be less than the aggregate of its liabilities and its issued share capital and share premium.

Notes to the Financial Statements

33 Benefits and interests of directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules)

(a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive is set out below:

For the year ended 30 April 2019:

Emoluments paid or receivable in respect of a person's service as a director, whether of the company or its subsidiary undertaking

Name	Fees	Salary	Employer's contribution to a retirement benefit scheme	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Executive directors:				
Ms. Tang Fung Kwan *(Chief Executive)*	–	1,966	183	2,149
Mr. Ho Man Lee	–	752	24	776
Mr. Lam Kwok Chung *(appointed on 28 September 2018)*	–	568	14	582
Mr. Lam Wai Chun *(deceased on 18 August 2018)*	–	427	25	452
Independent non-executive directors:				
Mr. Chan Chiu Ying	540	–	–	540
Mr. Au Son Yiu	522	–	–	522
Mr. Goh Gen Cheung	462	–	–	462
Total	1,524	3,713	246	5,483

33 Benefits and interests of directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules) *(continued)*

(a) Directors' and chief executive's emoluments *(continued)*

For the year ended 30 April 2018:

Emoluments paid or receivable in respect of a person's service as a director, whether of the company or its subsidiary undertaking

Name	Fees	Salary	Employer's contribution to a retirement benefit scheme	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Executive directors:				
Mr. Lam Wai Chun				
(Chief Executive)	–	1,287	100	1,387
Ms. Tang Fung Kwan	–	1,463	132	1,595
Mr. Ho Man Lee	–	775	24	799
Independent non-executive directors:				
Mr. Chan Chiu Ying	540	–	–	540
Mr. Au Son Yiu	522	–	–	522
Mr. Goh Gen Cheung	462	–	–	462
Total	1,524	3,525	256	5,305

Note i: Salary received by the executive directors include all emoluments paid or receivable in respect of directors' services in connection with the management of the Company and its subsidiary undertaking.

Notes to the Financial Statements

33 Benefits and interests of directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules) *(continued)*

(b) Directors' retirement benefits

Save as disclosed in Note 33(a), no other retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries undertaking (2018: nil).

(c) Directors' termination benefits

Save as disclosed in Note 33(a), no payment was made to directors as compensation for the early termination of the appointment during the year (2018: nil).

(d) Consideration provided to third parties for making available directors' services

No payment was made to the former employer of directors for making available the services of them as a director of the Company (2018: nil).

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

There were no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors during the year (2018: nil).

(f) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in Note 31, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Schedule of Principal Investment Properties

All properties held for investment are under medium-term leases. Major investment properties of the Group are set out below:

	Address	Lot No.	Existing use
1.	Unit 1012A and 1012B on level 10, No. 8 Caihetang Road, Haidian District, Beijing, The PRC	IV-1-4-82(1)	Office Premises
2.	Shop No.33 on Ground Floor, Richland Garden, No. 138 Wu Chui Road, Tuen Mun, New Territories, Hong Kong	Tuen Mun Town Lot No. 333	Shop
3.	Flat H on 23rd Floor of Tower 5 of Aegean Coast, No.2 Kwun Tsing Road, Tuen Mun, New Territories, Hong Kong	Tuen Mun Town Lot No. 374	Residential

香 港 九 龍 觀 塘 巧 明 街 1 1 0 號 興 運 工 業 大 廈 2 樓
2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong