福壽園國際集團
FU SHOU YUAN INTERNATIONAL GROUP
01448.HK

2019
ANNUAL REPORT

福壽園國際集團有限公司
FU SHOU YUAN INTERNATIONAL GROUP LIMITED
Stock code: 01448

Incorporated in the Cayman Islands with limited liability

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Bai Xiaojiang *(Chairman)*
Mr. Tan Leon Li-an *(Vice-Chairman)*
Mr. Wang Jisheng *(Chief Executive)*

Non-executive Directors

Mr. Ma Xiang
Mr. Lu Hesheng
Mr. Huang James Chih-cheng

Independent Non-executive Directors

Mr. Chen Qunlin
Mr. Luo Zhuping
Mr. Ho Man
Ms. Liang Yanjun
(appointed with effect from November 29, 2019)
Ms. Wu Jianwei
(resigned with effect from November 29, 2019)

AUDIT COMMITTEE

Mr. Ho Man *(Chairman)*
Mr. Huang James Chih-cheng
Mr. Luo Zhuping

NOMINATION COMMITTEE

Mr. Bai Xiaojiang *(Chairman)*
Mr. Wang Jisheng
Mr. Chen Qunlin
Mr. Ho Man
Mr. Luo Zhuping

REMUNERATION COMMITTEE

Mr. Luo Zhuping *(Chairman)*
Mr. Tan Leon Li-an
Mr. Chen Qunlin

COMPLIANCE COMMITTEE

Ms. Liang Yanjun *(Chairman)*
(appointed with effect from November 29, 2019)
Ms. Wu Jianwei *(Chairman)*
(resigned with effect from November 29, 2019)
Mr. Luo Zhuping
Mr. Ho Man
Mr. Chen Qunlin

COMPANY SECRETARY

Ms. Hu Yi

AUTHORIZED REPRESENTATIVES

Mr. Bai Xiaojiang
Ms. Hu Yi

REGISTERED OFFICE

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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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Hong Kong

CORPORATE INFORMATION

PRINCIPAL BANKERS
Shanghai Pudong Development Bank
Construction Bank of China
Shanghai Rural Commercial Bank
Bank of Communications
Bank of Shanghai
Citibank, N.A.

AUDITOR
Deloitte Touche Tohmatsu

STOCK CODE
1448

WEBSITE
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CHAIRMAN'S STATEMENT

On behalf of the Board of Directors of Fu Shou Yuan International Group Limited, I hereby present the 2019 annual results of the Group.

Year 2019 unfolded amid global turbulences featuring the China-US trade tug-of-war, geopolitical risks and tensions in major emerging economies, dragging down on the economic picture. In China, counter-cyclical policies secured economic metrics within an appropriate range, ending the year with GDP growth at 6.1%, in line with expectation as well as per capita GDP exceeding US$10,000 for the first time. While progressing steadily in an uptrend, the country still had to deal with the downsides from global slowdown especially in trade, weighed by the elevated unexpected risks.

Echoing the efforts nationwide against the coronavirus outbreak, the Group grappled with the difficulties to upgrade our services in a concerted and conscientious manner, leveraging internet to launch an array of online offerings catering to customer needs in this special situation. The Group also extended active presence in donations dedicated for the campaign, working together with all sectors of society in a bid to navigate through the adversities. Now, we believe that spring is around the corner.

The external uncertainties highlighted strong resilience and potential of Fu Shou Yuan. The Group's efforts in service upgrade and core operation expansion came off with sound business growth in 2019. During the Year, the Group recorded revenue of RMB1,850.6 million, representing an increase of 12.1% compared with 2018. Net profit was RMB735.3 million, representing an increase of 19.4% compared with 2018, of which profit and comprehensive income attributable to owners was RMB578.6 million, representing an increase of 18.5% compared with 2018. The Board proposes a final dividend of HK4.21 cents per Share for 2019 to the Shareholders. Together with the interim dividend of HK 4.21 cents per Share distributed during the Year, the total dividend for the full year of 2019 is HK8.42 cents per Share, which is in line with the Group's committed dividend policy to reward investors for their trust and support.

"Filial piety", a cornerstone to well-doing, has long been a traditional culture and virtue of China, which serves as the backbone for the death care service industry to subsist and develop in the PRC. Under the cultural legacy of "filial piety", we expect the increasing disposable income per capita, accelerating urbanization and aging population in China to boost the demand for death care service quality and customized solutions, implying vast opportunities for the country to comfortably grow into a globally leading death care service market where the Group is well established.

The Group has been spearheading the evolving death care service industry in China as an innovator since its establishment, with presence established across burial services, funeral services, equipment and supplies, pre-need services, landscape design, and life education. Currently, we have gained a foothold in more than 30 cities in 16 provinces, autonomous regions and municipalities, including Shanghai, Henan, Chongqing, Anhui, Shandong, Liaoning, Jilin, Fujian, Zhejiang, Jiangxi, Jiangsu, Guangxi, Beijing, Guizhou, Inner Mongolia and Hubei. During the Year, the Group continued to enhance the national strategic layout, promoted the advanced concepts, improved the service of whole industrial chain as well as combined advanced concepts with traditional culture. Rooted in different regions and fields while facing the multi-dimensional and multi-level needs of society, we are committed to realize the visionary of a better life for the public.

CHAIRMAN'S STATEMENT

During 2019, the Group continued its focus on core operations to upgrade its brand equity and appeal. Our operational improvements across business restructuring, products and services, sales channels and revenue contribution from regional markets, among others, led to our stronger presence in the industrial chain, faster strategic expansion and hence higher business scale and revenue contribution of funeral services. Landscape design for cemeteries and funeral facilities, an already independent segment, has functioned to synergize our business arms and sharpen the competitiveness. We continued to optimize our product mix, increasing the proportion of land-saving products and artistic cemeteries against traditional cemeteries, so as to improve land utilization and greenery. While stabilizing our growth in Shanghai, we also proactively increased our business growth rate in regions outside Shanghai evidencing a better geographical mix. We made significant progress in growing the pre-need services segment, and the environmental-friendly cremation machines continued to support the green "Belt and Road" initiative. A novel ecosphere of "Death care services + Internet" is taking shape, thanks to our product innovations through the year.

For the burial services segment, we completed the acquisition of 80% equity interest in Tianxian Cemetery in Tianmen City, Hubei Province in January. In March, we entered into an agreement to acquire 95% equity interest in a cemetery in Lanzhou City, Gansu Province which is still currently under progress, enabling us to penetrate into this new market upon completion of the deal. At the end of December, we entered into an agreement to acquire the remaining 40% equity interest in Chongqing Baitayuan, making it a wholly-owned subsidiary of the Group. During the Year, we had a cemetery in Nanchang completed and started for operation, a cemetery project in Xuancheng largely completed and was put into operation in February 2020, a cemetery project in Qinzhou breaking the ground, and our plan materialized for the cemetery projects co-developed with local governments in Qihe County, Shandong Province and Ganzhou City, Jiangxi Province. For the funeral services segment, in December, we were granted the right to operate the Funeral Parlor of Shanting District of Zaozhuang City, Shandong Province for 30 years, a catalyst to significant synergy given its proximity to our established cemetery in the area. In 2019, we were also approved as a funeral service provider at two funeral parlors in Changfeng County, Anhui Province. Our funeral facilities in Dafeng City, Jiangsu Province were also put into operation, while the funeral facilities in Gaoyou, Jiangsu Province will be put into operation in the first half of 2020. To further synergize our design services with other business segments, we entered into an agreement to acquire the remaining 49% equity interest in Temshine, making it a wholly-owned subsidiary of the Group in March. During the Year, we won bids to provide paid management services for three public columbaria in Jiangbei District of Nanjing City and a public cemetery in Changqing District of Jinan City, with an aim to establish our presence in the capital city of Jiangsu Province and enhance our integrated service capability in Jinan market.

The Group stayed open to international dialogues and cooperation. In 2019, the Group attended the ICCFA Annual Convention for the 14th year in a row. Mr. Wang Jisheng, vice president of China Funeral Association, executive director and chief executive of the Group, participated in the 50th ICD meeting of International Federation of Thanatologists Associations* (第50屆國際殯葬協會ICD會議) held in the United Kingdom. A delegation from Masonwork of Japan also paid a visit to our Haigang Fu Shou Yuan. In April, we met the Shanghai delegation of the Hong Kong-based Cross Strait Fellowship* (香港兩岸智庫聯誼會). In May, the unveiling ceremony of "Brotherly Cemetery"* (友好公墓) between the Group and Springvale affiliated to the SMCT Group from Australia was held in Melbourne, opening a new chapter for regularly sharing insights and experience in culture, innovation, management and services to grow the industry hand in hand. In October, at the invitation of the US-based NFDA (National Funeral Directors Association), Mr. Wang Jisheng attended the Funeral Industry Information Forum of China, where Ms. Wang Qiong, assistant to the president of the Group, delivered a keynote speech to share the progress and trend of Chinese funeral industry with international guests. In the same month, the Group participated in the 32nd annual meeting and exposition of the Asian-Australian Cemetery and Cremation Association, in a hope to cement the ties between industry players in the two countries for them to learn from each other in an innovating and closer international community.

CHAIRMAN'S STATEMENT

Taking an active part in public activities as a corporate citizen, the Group made continuous commitment to public welfare covering culture, education, poverty alleviation, charitable fundraising, hospice care and environment protection. These efforts were recognized, among other, by the "Sustainability Contributor Award of 2019" from the Social Responsibility Conference, the China Charity Award, the "Public Welfare Honor" from the Community Chest of Hong Kong, the Social Care Enterprise Charter, and the "Public Welfare Unit of the Year" on the China Charity Festival. During the Year, we introduced public welfare guarantee into our charity market, an unprecedented practice in Shanghai, to provide the needy groups such as orphans and widows, the destitute and the bereaved with an ultimate package including pre-need planning, palliative care and funeral services. In addition, we conveyed our care to the needy through a diversity of activities. In January, the Group organized an event themed "Passing on Warmth and Love", offering allowance and materials to the villagers in need in Qingpu District of Shanghai. In February, Changzhou Qifengshan Cemetery, a subsidiary of the Group, worked with the Civil Affairs Bureau of Zhonglou District of Changzhou City, Jiangsu Province to promote the public program of "FSY Rest-in-Peace Services", including four service categories namely living trust, palliative care, funeral ceremony and memorial services. Going forward, the Group will continue to take part in public activities in a drive to carry forward its core values of "Resonating with a fruitful life journey".

In January 2019, Guangxi Huazuyuan Investment Co., Ltd* (廣西華祖園投資有限公司) was awarded the honorary title of "Outstanding Death Care Organization of Guangxi in 2018". In February, Shanghai FSY Industry Development Co., Ltd.* (上海福壽園實業發展有限公司) was awarded the "2018 Special Contribution Award from Shanghai Services Federation". In March, Ms. Yi Hua, the Chief Brand Officer of the Group, was awarded the title of "2017–2018 Shanghai Woman Pacesetter" (2017–2018年度上海市三八紅旗手標兵) in recognition of extraordinary women who contributed to the construction of the "Four Brands" and "Five Centers". In April, Shanghai Fu Shou Yuan and Shanghai Nanyuan Industrial Development Co. Ltd.* (上海南院實業發展有限公司) both won the honorary title of "2017–2018 Enlightened Unit in Shanghai City" (2017–2018年度上海市文明單位). The deputy general manager of Haigang Fu Shou Yuan of the Group and the funeral director of Hefei Renben Funeral Arrangement Co., Ltd.* (合肥人本禮儀公司) were awarded the National Labor Medal in Shanghai City and Anhui Province, respectively. In July, the Group won the "2019 Corporate Social Responsibility Model Award" (2019企業社會責任典範獎) at the 8th China Finance Summit. In September, Mr. Wang Jisheng, a National Model Worker, vice president of China Funeral Association and chief executive of the Group, was laurelled with a commemorative medal for celebrating the 70th anniversary of the People's Republic of China. In November, the Group represented China's death care service industry for the first time in the 2019 Second Social Responsibility Conference, and was awarded the "Sustainability Contributor Award of 2019" through media and committee review in recognition of its strong brand image, public contribution and social evaluation. In December, the Group was named the "Excellent Member (Unit) of 2019" at the 8th general meeting and board meeting of the 8th session of Shanghai Public Relations Association.

CHAIRMAN'S STATEMENT

Adhering to the mission of "making people pass away respectfully with relief and dignity", we strive to fulfil people's full expectation towards a fruitful life, to which premium death care services offering the best to the departed should be a component. Looking forward, the Group will commit more resources to livelihood, cultural heritage and ecological progress to spearhead the industry transformation. As a corporate citizen committed to giving back to the community, we will continue to uphold the principle of "human oriented and culture rooted" with an aim to achieve harmonious coexistence between people and the environment. We will devote unremitting efforts in serving the public for a better tomorrow and positioning ourselves to deliver better returns to our shareholders.

By order of the Board
Fu Shou Yuan International Group Limited
Bai Xiaojiang
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

MARKET OVERVIEW

The increasing disposable income per capita in the PRC, vigorous promotion by the government on Chinese traditional culture and virtue, accelerating pace of urbanization, aging population, and pursuit of humane death care services by the general public have been generating huge demand on death care services in recent years. Such increase in demand call for increases in not only the quantity but also the quality and variety of the death care services. All these drivers have enhanced the death care service industry in the PRC to become one of the industries with steady growth rate, and its future growth will accelerate. Although economic growth of the PRC has slowed down in recent years, the death care service industry is relatively less affected by economic cyclical fluctuations.

On September 7, 2018, the Chinese Ministry of Civil Affairs issued the Regulations on Funeral Management (Revised Draft for Inviting Opinions) (《殯葬管理條例 (修訂草案徵求意見稿) 》), which aims to shore up the oversight of the PRC death care service industry, drive its transformation, regulate its practices, satisfy public demand for death care services, and protect the dignity of the deceased and the interest of the general public. The Group expects there will be a higher entry barrier for both new and existing participants in the death care service industry. As a distinguished death care service provider and a leader of the industry in China, and consistent with the high standards of compliance that our operations have been meeting with, the Group believes that rectification and regulation will create a better environment with fair competition and adequate room for sustainable development. We will continue our efforts in directing the development of the industry and better serve the general public through our services that meet both the spiritual and cultural requirements. The management of the Group believes that the bill will help rectify the irregularities in the industry and promote the development of the industry towards institutionalization, marketization and standardization, and eventually promote the long term development of the PRC death care service industry.

During the Year, aiming at the social concerns of the death care services, government continued to guide the death care service industry to deepen the reform, to encourage innovation, to enhance institutional system, and to push forward the modernization procedure of the management system and governance capability. In April 2019, at the 14th national civil affairs meetings, it was clarified that the reform of death care service industry shall focus on social demands and concerns, system construction, and persistent innovations, to ensure sound development of the industry. In October, the Fourth Plenary Session of the 19th Central Committee of the Communist Party of China once again directed the industry to improve the management system and governance capability so as to achieve the goal of “making people pass away respectfully with relief and dignity”. In December, the Ministry of Civil Affairs issued 14 standards for the industry, including but not limited to the “Guidelines for the security management of funeral service facilities”, “Technical specifications for the transportation of remains”, “Technical specification for cosmetic of remains”, “General technical requirements for body freezers”, and “Technical specifications for the treatment of victims died in accidents”, which have further standardized the service standards of the death care service market.

Meanwhile, we notice that encouragement of the participation of social capital and building of cemeteries and funeral facilities to increase the supply of death care services have become important measures in the transformation of the death care segment, which will bring about more opportunities for us to provide death care services across the country.

In accordance with the requirements of the Ministry of Civil Affairs to advance the “Internet + Death Care Services”, the informatization construction was accelerated during the Year. The Group also vigorously promoted the construction of informatization and launched a new integrated “Death Care Services+ Internet” online system namely “Fu Shou Cloud”, internally realizing the synergy of all levels and units inside the Group and externally establishing the on-line/off-line connection between server side and client side.

Regarding the education sector, in October 2019, the Ministry of Education of the PRC for the first time included the subject of “Burial Service and Cemetery Management” in the catalogue of “General College and Higher Vocational Education Specialties”, which will further realize the delicacy and diversified cultivation of funeral talents. The Group will also continue to build management-oriented and service-oriented talent echelon for supporting the future long-term sustainable and sound development.

In addition, we believe the increasingly stringent environmental protection requirements from the PRC government is providing a good opportunity for the Group, to promote its environmental-friendly cremation machines.

BUSINESS COMMENTARY

During the Year, the Group, as always, continued to consolidate and explore our brand value, put efforts in enhancing the landscaping and cultural setting of existing cemeteries, improve service quality, and offer innovative services and products. The beautiful cemeteries meticulously constructed by us and the customized services that we strived to provide continued to gain widespread recognition from our customers.

During the Year, the Group has continued to proactively adjust its business portfolio, product and service mix, sales channels, and regional revenue contribution, and has achieved continuous progress. Through such adjustments, we further optimized our strategic layout for the industry chain and strategically expanded our funeral services business. As a result, the size of our funeral services business and the proportion of our income have been increased. Our landscape design ability for burial and funeral facilities has formed independent business segments, improving the synergy between segments and strengthened our all-round competitiveness. Striving to transform cemeteries into urban cultural parks, we continued to optimize our product structure, increasing the proportion of land-saving products and artistic cemeteries while lowering traditional cemeteries so as to improve the effectiveness of land utilization. We also continued to strengthen our sales team and self-operating channels, optimized sales channels and improved our customers’ consuming experience. While achieving a steady growth in Shanghai, we also proactively increased our business growth rate in regions outside Shanghai, where revenue contribution, for the first time, exceeded 50% of the Group’s revenue for the Year, thereby optimizing the regional structure of the Group’s business. These adjustments helped expand our business scale while focusing on the efficiency, effects and effectiveness of each unit of our business, which contributed to the continuous enhancement of our financial structure and a further increase in profitability, supporting the Group’s sustainable development and improving our core competitiveness.

During the Year, the Group’s products and services have always maintained industry leadership benefiting from our consistent services innovation and strengthened application of new materials, technologies, and techniques in products. Design is an important aspect of the Group, with the assimilation of cultural elements into our designs, we injected vitality and creativity into the traditional death care services, thereby developing our burial and funeral facilities into embellishers of environment, cultivators of culture, and collaborators of ecology. The Group also proactively enhance the informatization system to serve both client and internal operation. The Group accelerated the internal and external informatization construction. Our “Fu Shou Cloud” system in regard to online office and online classrooms have been fully implemented. Online tomb-sweeping, online live-streaming, online mall, online obituary and online album have been facilitated. In the foreseeable future, we will bring about the artificial intelligence, virtual reality, face recognition, Internet of Things, 5G and other technologies to innovate the services as memory preservation, anthropomorphic speech, AI, VR tomb-sweeping to expand the physical existence space and time length.

MANAGEMENT DISCUSSION AND ANALYSIS

During the Year, the Group continued to expand its business presence. With regard to the burial segment, in January 2019, we completed the acquisition of 80% equity interests in Hubei Tianxian Cemetery in Tianmen, Hubei Province, upon which our business was extended to Hubei Province for the first time. In March 2019, we entered into a contract to acquire 95% equity interest of a cemetery located in Lanzhou, Gansu Province which is still currently under progress. Upon the completion of such acquisition, our business will be expanded to Gansu Province for the first time. In October 2019, we entered into a contract to acquire a cemetery project under construction in Linquan County, Anhui Province, so as to create synergy with our funeral parlor project under construction there. As of now, the effective conditions of the agreement have yet to be fulfilled. At the end of December 2019, we entered into a contract to acquire the remaining 40% equity interest of Chongqing Baitayuan, which became a wholly-owned subsidiary of the Group. During the Year, our cemetery project in Nanchang was completed and put into operation; the construction of our cemetery project in Xuancheng, which was put into operation in February 2020. Such project is adjacent to our local funeral parlor project, with the collaboration between the two, an integrated funeral service will be provided to our customers. During the Year, we commenced the construction of our cemetery project in Qinzhou, which is planned to be put into operation in the first half of 2020; the cemetery projects in Qihe County, Shandong province and Ganzhou city, Jiangxi Province, which are joint developments with the local governments, were also launched. As of December 31, 2019, we have 24 cemeteries in operation (including two managed cemeteries), and four cemeteries under preparation or construction. With regard to the funeral services segment, in 2019, we secured various new facilities or operating rights for facilities. In September 2019, a Henan subsidiary of the Group and a local partner jointly secured a contract to operate a funeral service facility in Zhengzhou, which kick-started our funeral management business in that City, as well as attracted customers to our cemetery projects there and comprehensively improved the services provided by such projects. In December 2019, we secured a 30-year operating right for the funeral parlor in Shanting District, Zaozhuang City, Shandong Province. The funeral parlor is adjacent to our cemetery in the area and is expected to create significant synergies. During the Year, we were also granted to provide funeral services in two funeral parlor in Changfeng County, Anhui Province; our funeral facilities in Dafeng City, Jiangsu Province were also put into operation, while the funeral facilities in Gaoyou, Jiangsu Province will be put into operation in the first half of 2020. As of December 31, 2019, we had 26 funeral facilities in operation and two funeral parlors under construction. In order to capitalize on the synergies between the design segment and other business segments, we signed a contract in March 2019 to acquire the remaining 49% equity interests in Temshine, which enables it to become our wholly-owned subsidiary. During the Year, we won bids to provide paid management services for three public columbaria in Jiang Bei District of Nanjing City and one public cemetery in Chang Qing District of Jinan City, with an aim to establish our presence in the capital city of Jiangsu Province and enhance our integrated service capability in Jinan market. Currently, we have established footprint in over 30 cities spanning over 16 provinces, autonomies and municipalities, including Shanghai, Henan, Chongqing, Anhui, Shandong, Liaoning, Jilin, Fujian, Zhejiang, Jiangxi, Jiangsu, Guangxi, Beijing, Guizhou, Inner Mongolia and Hubei. The expanding business presence has provided strong support for the Group's performance growth. Business units which were put into operation or included in the Group after the listing contributed RMB489.5 million to the revenue for the Year, representing a rising percentage 26.4% of the total revenue as compared to that of Last Year (Last Year: 23.2%). At the same time, renovation and upgrade works of newly acquired or escrowed burial and funeral facilities were accelerated, which further demonstrated synergy effects.

During the Year, the Group continued to promote the pre-need contracts as its important strategic pivots. Pre-need services were able to secure customers in advance and to bring about a stable source of customers to funeral and burial segments. It is proven that under the backdrop of aging population with fewer children, pre-need services are attracting more customers who would like to arrange their funeral matters in advance by themselves, and are being recognized, supported and increasingly sought after by government of various level and elderly service centres. In

2019, the pre-need contract won 34 batches of collective procurement by government institutions at all levels as well as social organizations. Such service has already been integrated into the supply of livelihood services for grassroots. We will actively explore more social value and business value of pre-need services. From sales channel aspect, we also worked with endowment and insurance institutions and designed a set of promotion routine and dialogue context which are practical for communicating with customers about pre-need services under non-funeral scenes. As of December 31, 2019, the Group has been offering pre-need contracts for funeral services in 18 cities of 10 provincial regions. We signed a total of 4,873 contracts during the Year, representing an increase of 96.1% as compared to Last Year (Last Year: 2,485 contracts), with contract amount of approximately RMB18 million.

During the Year, we continued to enhance the installation and sales of environmental-friendly cremation machines. As of December 31, 2019, we have, in aggregate, installed 44 sets (internally: 21 sets; externally: 23 sets). The cremation machines installed and in operation were all operating smoothly with exhaust gases complying with environmental standards. Currently, the cremation machines contracted but not yet delivered amount to nine sets. In 2020, the Group will deepen our presence in key target markets by increasing investment in the sales and system optimization of cremation machines, so as to consistently refine our products and promote market competitiveness. We expect that the cremation machine business will bring about considerable contribution to the Group's revenue in the foreseeable future.

Employees are our most valuable resource. After years of development, the Group established an internal professional team with clear segmentation, along with that realized a healthy structure and benign development mechanism for our talents. An external talent map was also developed to ensure consistent enlistments of external elites. Adhering to Fu Shou Yua's business philosophy, our employees endeavor to cultivate their personal abilities and expand their international visions, striving to provide the best quality products and services to our customers. The Group attaches great importance to the development of our talents, we encourage "Innovation" and "Craftsmanship", emphasizing employee inspiration by implementing an internally fair and externally competitive salary system, as well as establishing a unified three-tier management framework and a hierarchical evaluation system. The Group arranges routine external studies and expeditions for our talents, which introduce and explain international advanced funeral and burial concepts to them, as well as allowing them to put such concepts into practices. The "Fu Shou Yuan Life Service College" continues to train and reserve talents for the Group's development in various segments.

During the Year, we have enhanced team building, improved operation structure and strengthened system construction. We continued to intensify comprehensive budget management and internal control to increase respective input-output ratios, and we continued to promote standardized procedures and operational information construction for enhancement of lean operations ability. We also integrated operations and enhanced our ability to support the expansion of the Group, which has increased its operating efficiency and reduced its cost in operations. Our self-developed cemetery business system has covered every cemetery in the Group, and the funeral business system has also covered nearly all funeral facilities of the Group. Combining the marketing system of big data will enable us to go beyond the traditional operating mode. We plan to create new corporate competitiveness and consolidate our leading position in the industry by utilizing powerful online data access and management capacity as well as offline service operating capacity and its geographical influence.

The Group will uphold our "people-oriented and culture-rooted" philosophy, providing livelihood services, responding to the calling of family empathy, inheriting outstanding traditional culture, leading life education, keeping the memory of cities, and bearing social responsibilities. The Group has been consistently investing in charitable undertakings, we have, for more than 20 years, offered public welfare pre-need contracts to low-income groups as an assistance to the government, provided free burial services to widowed elders, established monument for organ donors, established scholarships in funeral vocational schools, provided financial aid to organizations for cancer rehabilitation patients, held life education activities for the public, established museum to promote outstanding traditional culture, and supported various patriotic education activities. Our investment in charity was strengthened in 2019 after the establishment of "Shanghai Fu Shou Yuan Public Welfare Development Foundation" (福壽園公益發展基金會). The Group's charitable endeavors were well received by all sectors of society, in 2019, we were successively awarded by "Charitable Shanghai — Top Ten Enterprise Partners In Charity" (公益之申•十佳公益夥伴企業), "Contribution to Sustainable Development Award" (可持續發展貢獻獎), and "China Charity Festival —Charity Promotion Award" (中國公益節公益推動力大獎), thus achieving significant breakthrough in our brand reputation. Since the outbreak of the COVID-19, the Group has carried out a number of charitable activities, including financial and material aids, in different regions, among which we procured special funeral and anti-epidemic materials from abroad to support funeral industry in Wuhan.

In view of the above, despite a slowdown in economic growth of the PRC, we managed to achieve a satisfactory growth during the Year. The total revenue of the Group amounted to RMB1,850.6 million, representing an increase of 12.1% as compared to that of Last Year. Profit and comprehensive income attributable to the owners of the Company amounted to an aggregate of RMB578.6 million, increased by 18.5% when compared to that of Last Year.

REVENUE

During the Year, our revenue increased by RMB199.3 million or 12.1% to RMB1,850.6 million from RMB1,651.3 million of Last Year. We derive our revenue primarily from three business segments: burial services, funeral services and other services. The following table sets forth our revenue by segment for the Year:

	2019		2018	
	Revenue (RMB'000)	**Percentage**	Revenue (RMB'000)	Percentage
Burial services	**1,551,394**	**83.8%**	1,427,123	86.4%
Funeral services	**256,928**	**13.9%**	197,688	12.0%
Other services	**53,216**	**2.9%**	42,825	2.6%
Inter-segment elimination	**(10,964)**	**(0.6%)**	(16,337)	(1.0%)
Total	**1,850,574**	**100.0%**	1,651,299	100.0%

Burial Services

The following table sets forth the breakdown of our revenue from burial services, including revenue from the sale of burial plots services and other burial services, for the Year:

	2019		2018	
	No. of burial plots	**Revenue (RMB'000)**	No. of burial plots	Revenue (RMB'000)
Sale of burial plot services				
Ordinary business plots	**13,539**	**1,388,438**	12,509	1,282,247
Public welfare plots and tomb relocation	**7,146**	**31,421**	8,403	27,208
	20,685	**1,419,859**	20,912	1,309,455
Other burial services		**131,535**		117,668
Total revenue from burial services	**20,685**	**1,551,394**	20,912	1,427,123

During the Year, revenue from sale of burial plots services for ordinary business purpose increased by RMB106.2 million or 8.3% as compared to Last Year, in which sales volume increased by 1,030 or 8.2%, while ASP remained stable. The following table sets forth the breakdown of revenue of sale from burial plots services for ordinary business purpose from our new (i.e. those related to acquisitions/new construction) and comparable cemeteries during the Year:

	2019		2018	
	No. of burial plots	**Revenue (RMB'000)**	No. of burial plots	Revenue (RMB'000)
Sale of burial plots services for ordinary business purpose, from:				
Comparable cemeteries*	**12,423**	**1,356,118**	11,965	1,266,028
Cemeteries related to acquisitions/new construction	**1,116**	**32,320**	544	16,219
Total revenue from sale of burial plots services for ordinary business purpose	**13,539**	**1,388,438**	12,509	1,282,247

* Comparable cemeteries refer to those cemeteries owned by the Group and were in operation for the entire period from January 1, 2018 to December 31, 2019.

MANAGEMENT DISCUSSION AND ANALYSIS

During the Year, revenue from ordinary business burial plots of comparable cemeteries increased by RMB90.1 million, or 7.1%, as compared to that of Last Year, in which sales volume increased by 458 or 3.8%, while ASP increased by 3.2%, mainly due to the fact that we kept on improving our old cemeteries (i.e. comparable cemeteries) to further increase our presence in local market. Through enriching service mix and optimizing its cultural content, and further enhancing our service value, various structural adjustments have started to bear fruit.

During the Year, revenue from burial plots sold for ordinary business purpose in the new cemeteries amounted to RMB32.3 million, while the ASP was lower than that of comparable cemeteries, as these new cemeteries need time to improve their landscape, enhance the services, strengthen their team and upgrade the operation gradually, in order to provide high quality services to their customers and to increase the return of the Group. We formulated a systematic operation improvement plan for these new projects to ensure the achievement of the above goals. Leveraging on our advanced philosophy, extensive management experience in death care business and a strong team of professionals, those new cemeteries are expected to achieve profitable growth in the future.

Funeral Services

The following table sets forth the breakdown of revenue from our new (i.e. those related to acquisitions/new construction) and old (i.e. comparable facilities) funeral facilities during the Year:

	2019		2018	
	No. of customers	**Revenue (RMB'000)**	No. of customers	Revenue (RMB'000)
Funeral services, from:				
Comparable facilities*	**28,771**	**207,850**	26,903	177,137
Facilities related to new acquisitions or new construction	**12,987**	**49,078**	9,588	20,551
Total revenue from funeral services	**41,758**	**256,928**	36,491	197,688

* Comparable facilities refer to those funeral facilities owned by the Group and were in operation for the entire period from January 1, 2018 to December 31, 2019.

During the Year, our revenue from funeral services increased by RMB59.2 million or 30.0%. The proportion of revenue from funeral services to the total revenue increased to 13.9% from 12.0% of Last Year. Such increase was mainly due to an increase in revenue from the comparable funeral facilities and the contribution of our new funeral facilities starting from 2018 and during the Year. During the Year, revenue from funeral services provided by comparable funeral facilities increased by 17.3% from Last Year. Both the ASP and service volume increased as compared to Last Year. The ASP of these new funeral facilities was lower than that of the comparable funeral facilities, as most of these newly operated funeral facilities only offered basic services to their customers before our operation. These funeral facilities will provide high quality services to customers through introduction of new management and a variety of humanized funeral services after our operation. With the increased service items, improved service quality, and commencement of marketing activities, the Group's revenue from funeral services has much room to grow.

Geographic Information

Our cemeteries and funeral facilities under operation are strategically located in major cities across 14 provinces, municipalities and autonomous regions in the PRC. The following table sets forth a breakdown of our revenue from burial services and funeral services by region during the Year:

	2019 Revenue (RMB'000)	2019 Percentage	2018 Revenue (RMB'000)	2018 Percentage
Shanghai	**912,978**	**50.5%**	862,165	53.1%
Henan	**113,678**	**6.3%**	98,171	6.0%
Chongqing	**67,892**	**3.7%**	70,404	4.3%
Anhui	**179,046**	**9.9%**	158,072	9.7%
Shandong	**81,786**	**4.5%**	69,116	4.3%
Liaoning	**181,614**	**10.0%**	175,037	10.8%
Jiangxi	**80,789**	**4.5%**	55,071	3.4%
Fujian	**46,283**	**2.6%**	37,735	2.3%
Zhejiang	**30,476**	**1.7%**	17,359	1.1%
Jiangsu	**64,302**	**3.6%**	52,944	3.3%
Guangxi	**15,664**	**0.9%**	11,755	0.7%
Inner Mongolia	**18,191**	**1.0%**	9,958	0.6%
Guizhou	**15,407**	**0.8%**	7,024	0.4%
Hubei	**216**	**0.0%**	–	–
Total	**1,808,322**	**100.0%**	1,624,811	100.0%

During the Year, revenue in all regions (except for Chongqing) increased, mainly because of the revenue contributions from newly acquired or operated cemeteries and funeral facilities, as well as the growth in revenue from existing funeral facilities and cemeteries. With the optimization of management structure and marketing mode, the revenue of Chongqing will increase gradually. As revenue in other regions increased rapidly, the Group's growth further reduced its reliance on Shanghai region, with its operation becoming more diversified.

Other Services

Revenue from other services for the Year mainly represented the revenue of RMB38.2 million generated from our professional design services offered to cemeteries and funeral parlours throughout the nation, and revenue from the sale of cremation machines of RMB15.0 million.

MANAGEMENT DISCUSSION AND ANALYSIS

OPERATING EXPENDITURE

The Group's operating expenditure, which accounted for 53.0% of our total revenue for the Year (Last Year: 56.2%), increased by RMB52.8 million or 5.7%. The increase in operating expenditure is mainly attributable to an increase in operating expenses of RMB55.0 million arising from newly acquired and operated cemeteries and funeral facilities during the Year. Despite an increase in revenue from other comparable facilities, there was a decrease in operating expenses of RMB2.2 million or 0.2% due to adjustments to business structure, more refined management and effective cost control.

The Group's staff costs include staff salaries, bonuses, benefits and amortization of share option cost. During the Year, the staff costs increased by RMB14.9 million or 3.7%. The increase was mainly due to an increase in the number of employees as a result of the expansion of the Group's business footprint and enhanced effort in developing our direct sales team as well as the increase in incentives for our direct sales team. It was partially offset by a decrease in the amortization of the cost of certain share options upon expiry of vesting periods for such options.

The construction cost represents our expenditures in building burial plot products (excluding stone materials). During the Year, the product construction cost increased by RMB2.8 million or 3.9%, mainly due to the fact that we have expanded operations and have been offering more beautiful environment, higher service quality, more timely and diversified choices to our customers. However, such increase in cost was not significant due to our stringent control on projects.

Consumed materials and goods represent materials and goods consumed when we provide burial, funeral and other services. They also include the materials and goods consumed when we build burial plots and cremation machines. During the Year, the consumed materials and goods increased by approximately RMB24.4 million or 20.8%, which is mainly due to the business growth during the Year.

Outsourced service cost mainly represents the cost incurred when part of the daily maintenance and basic service are provided by external suppliers. During the Year, outsourced service cost was generally in line with the previous year, mainly benefiting from our strict expenditure control.

Marketing and sales channel costs mainly include advertising costs, marketing costs, and sales commission. During the Year, the marketing and sales channel costs decreased by RMB5.2 million or 11.9%. Such decrease was mainly attributable to the optimization of our sales channel in certain regions, enhancement of our direct sales team to ensure the systematicness and high quality of our services, and commission policy adjustment to gradually reduce the reliance on external sales agents.

During the Year, depreciation and amortization increased by RMB30.4 million or 32.8%, which is mainly due to the commencement of operation of certain new cemeteries and funeral facilities starting from Last Year and amortisation of right-of-use assets recognised pursuant to new leasing standards.

Other general operating expenditures remained stable compared to Last Year. Despite the expanded scale of operations and operation of new burial and funeral facilities, effective cost control has resulted in insignificant increase in general operating expenditures.

OPERATING PROFIT AND OPERATING PROFIT MARGIN

As a result of the foregoing change of revenue and operating expenditure, our operating profit for the Year increased by RMB146.4 million or 20.3% compared to Last Year. The following table sets forth a breakdown of our operating profit and operating profit margin by segment for the Year:

	2019		2018	
	Operating Profit (RMB'000)	**Operating Profit Margin**	Operating Profit (RMB'000)	Operating Profit Margin
Burial services	**843,543**	**54.4%**	712,773	49.9%
Funeral services	**26,241**	**10.2%**	19,858	10.0%
Other services	**1,794**	**3.4%**	(9,098)	(21.2%)
Inter-segment elimination	**(2,237)**	**20.4%**	(639)	3.9%
Total	**869,341**	**47.0%**	722,894	43.8%

During the Year, the operating profit margin of burial services increased to 54.4% from 49.9% for Last Year mainly because of higher revenue from burial services and effective cost control.

The new funeral facilities contributed to approximately 48.2% of the revenue growth of funeral services during the Year. These new facilities provide both basic funeral services and value-added funeral services. As most of these new funeral facilities are still in their initial stage of development, it takes time for them to steadily enhance their services and for their customers to know and then purchase their value-added services. Therefore, the profit margin of such new facilities was relatively low. Although the operating profit margin of funeral increased due to the improved ASP of comparable burial and funeral facilities and efficient cost control, the overall operating profit margin of funeral service slightly increased to 10.2% from 10.0% for Last Year. We expect that these new funeral facilities will increase their ASP, service volume and profitability in future.

During the Year, other services segment recorded an operating profit of RMB1.8 million, which was mainly due to satisfactory results delivered by the subsidiary offering professional design during the Year, but the current cremator business is still in the trial sales stage, resulting in low profit distribution generally. We are optimistic about the future of the business on our environmental-friendly cremation machines under the back-drop of tightening the rules and regulations on environmental protection by the government. At the same time, we will increase investments in the construction of sale teams and tools for cremation machines in 2020, so as to achieve a substantial breakthrough in its sales.

FINANCE COSTS

Finance costs for the Year consisted of interest expenses of RMB4.8 million on bank loans (Last Year: RMB5.0 million), interest expenses of RMB3.0 million (Last Year: RMB3.1 million) on loans from non-controlling shareholders of certain subsidiaries, and interest expenses on lease liabilities calculated based on lease standards of RMB3.2 million (Last Year: nil).

Interest expenses on loans from non-controlling shareholders represent the interest expenses of loans borrowed by certain non wholly-owned subsidiaries from their non-controlling shareholders. These subsidiaries were jointly invested by the Group and those non-controlling shareholders. Our Group and such non-controlling shareholders jointly provided funding to these subsidiaries for their land acquisition and cemetery development via shareholders' loan based on the respective shareholding percentages in addition to the registered capital. The interests are charged based on the market rates.

OTHER INCOME, GAINS AND LOSSES

Other income, gains and losses for the Year mainly include interest income, government grants received, exchange gains and losses, changes in the value of financial assets at fair value, donations and etc. Interest income for the Year was RMB52.6 million, increased by RMB5.1 million compared to that of Last Year. Although the rate of return on funds in the RMB market has declined, interest income has increased due to our further strengthening of fund management. Government subsidy for the Year was RMB19.6 million, increased by RMB5.5 million as compared to Last Year. In addition, the assessed value of our investment in Changchun Huaxia Cemetery increased by RMB8.3 million for the Year.

INCOME TAX EXPENSE

Under the EIT Law and its Implementation Regulations, our PRC subsidiaries have been subject to the tax rate of 25% since January 1, 2008. Our effective corporate income tax rate for the Year was 22.3% (Last Year: 20.5%). The difference between the standard tax rate of 25% and the effective tax rate of 22.3% for the Year can be attributable to the following factors: (i) certain subsidiaries in western regions of China are subject to a lower concessionary income tax rate of 15% pursuant to preferential tax policies for development of China's western regions; (ii) certain subsidiaries are recognized as micro and small enterprises and are subject to a lower income tax rate of 10% according to relevant tax reduction policies; (iii) our interest income earned from bank deposits placed in Hong Kong is free from any income tax according to relevant Hong Kong tax rules; (iv) the share options granted by the Group to some employees of subsidiaries in mainland China can form a base for claiming tax deduction in respect of the EIT of those subsidiaries; and (v) the Group reverses certain prior year tax provisions when tax uncertainties on such provisions have been resolved during the Year.

During the Year, income tax expenses were RMB211.4 million, an increase of RMB52.2 million or 32.8% compared to Last Year, mainly as a result of the increase in profit before tax due to growth of business and the significant decrease in gains upon exercise of share options by employees resulting in decrease of relevant tax exemption during the Year.

PROFIT AND TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO OWNERS OF THE COMPANY

As mentioned above, our profit and total comprehensive income attributable to owners of the Company for the Year amounted to RMB578.6 million, increased by RMB90.2 million, or 18.5% compared to Last Year. This increase was primarily due to: (i) the overall growth of our revenue by 12.1%; and (ii) the steady increase in the operating profits resulting from continuous value improvement and effective cost control, which was partly offset by the increase in income tax expenses.

CASH FLOW

The following table sets forth a summary of our consolidated statement of cash flows for the Year:

	2019	2018
	(RMB'000)	(RMB'000)
Net cash generated from (used in)		
— operating activities	**791,820***	769,316*
— investing activities	**(97,104)***	(1,120,260)*
— financing activities	**(181,225)**	(92,397)
Total	**513,491**	(443,341)

* A classification made by the management does not comply with International Financial Reporting Standards, however the management considers that this classification can reflect better the nature of the Group's business and can make the information disclosed more comparable. The net cash generated from operating activities disclosed in the audited financial statements amounted to RMB707.1 million (Last Year: RMB670.5 million) and the net cash used in investing activities as disclosed in the audited financial statements amounted to RMB12.4 million (Last Year: RMB1,021.5 million). During the Year, an amount of RMB84.7 million (Last Year: RMB98.8 million) related to the payment for cemetery land acquisition was here classified under the cash used in investing activities, instead of cash used in operating activities.

We generated our cash from operating activities primarily from proceeds of our death care service businesses. Our cash used in operating activities is primarily for the development and construction of burial plots, and other operating expenditures. Our net cash generated from operating activities amounted to RMB791.8 million for the Year, representing an increase of RMB22.5 million or 2.9% as compared to Last Year, maintaining our competitiveness as always in generating cash from our operating activities.

During the Year, the net cash used in investing activities amounted to RMB97.1million. It was primarily due to: (i) payment of RMB175.2 million to acquire subsidiaries, operation rights of cemetery and funeral parlor and other investments; (ii) payment of RMB84.9 million to acquire land use rights, including a piece of land for cemetery development purpose located in Nanchang City of Jiangxi Province, a piece of land for cemetery development purpose and another piece of land for funeral parlor construction purpose located in Xuancheng City of Anhui Province, a piece of land for cemetery development purpose located in Qinzhou City of Guangxi Autonomous Region, and a piece of land for cemetery development purpose located in Qihe County of Shandong Province; and (iii) payment for building new burial and funeral facilities in Bishan District of Chongqing Municipality, Hohhot City of Inner Mongolia, Xuancheng City of Anhui Province, Zheng'an County, Zunyi City of Guizhou Province, Tianmen City of Hubei Province, Nanchang City and Yanshan County of Shangrao City in Jiangxi Province and Yancheng City and Gaoyou City in Jiangsu Province, capital expenditures for upgrades and maintenance in other cemeteries and funeral facilities, and construction expenditure of the operating system in total of RMB91.4 million, which were partly offset by the followings: (i) net redemption of time deposits and other financial assets of RMB199.7 million; and (ii) interests and gains from unlisted cash management products received of RMB49.6 million.

Our net cash used in financing activities amounted to RMB181.2 million for the Year. It was primarily due to: (i) final dividends for 2018 and interim dividends for 2019 paid to shareholders of the Company of RMB159.2 million in aggregate; (ii) dividends paid by subsidiaries to their non-controlling shareholders of RMB114.8million; (iii) interest payment of RMB10.9 million; (iv) repayment of loans to non-controlling shareholders of RMB15.0 million and a net reduction in bank loans of RMB67.5 million; (v) payment of RMB3.1 million for acquisition of equity from non-controlling shareholders of some non-wholly owned subsidiaries; and (vi) settlement of payment for lease liability of RMB16.5 million. These cash outflows were partially offset by: (i) the proceeds of RMB179.5 million received upon exercise of share options by our employees; and (ii) the capital and loan contribution of RMB26.7 million in aggregate from the non-controlling shareholders of certain of our non wholly-owned subsidiaries.

LIQUIDITY AND FINANCIAL RESOURCES

As at December 31, 2019, we had bank balances and cash of RMB2,007.1 million (December 31, 2018: RMB1,493.7 million), time deposits of RMB8.5 million (December 31, 2018: RMB48.3 million) and financial assets of RMB417.6 million (December 31, 2018: RMB577.4 million). Such financial assets represent cash management products with relatively lower risk ratings, which are repayable on demand and have maturity dates shorter than six months, or are repayable upon notice of withdrawn by the Company at its discretion. Such assets are highly dispersed and are managed by certain state-owned banks, with expected annualized return rates ranging from 1.55% to 4.00%. To support our expansion strategy, we hold a relatively high level of cash. In order to moderately increase capital returns, under the premise of ensuring safety and liquidity, we have allocated a part of treasury fund to short-term cash management products. Such products are issued and managed by state-owned banks and have clearly-specified expected return rates, maturity dates or are immediately redeemable. Even though the principals and return rates of such products are not guaranteed by the issuing banks and are determined with reference to the performance of the underlying assets, such as government debt instruments, treasury notes and corporate bonds with high credit ratings, their principals and return rates are secured in substance considering the features and historical performance of such products and present situation of banking system in the PRC. We internally regard our treasury fund put in such cash management products as part of our cash balance, however, from the accounting point of view, they are classified as the financial assets at fair value through profit or loss. In the foreseeable future, we expect to fund our capital expenditure, working capital and other capital requirements from the cash generated from our operations, bank borrowings, and other financing channels. Considering our low gearing ratio, we prefer to adopt the debt financing if any financing requirements arise in the future. The Board confirmed that the transactions in financial assets for the Year, on a standalone basis and aggregate basis, did not constitute notifiable transactions under Chapter 14 of the Listing Rules.

We had outstanding bank borrowings of RMB36.4 million as at December 31, 2019. Of this outstanding balance, RMB22.5 million is repayable within one year, and RMB13.9 million is repayable within two years. These borrowings were dominated in RMB and were subject to floating interest rates per annum. The interest rate used on December 31, 2019 is 4.998%. As at December 31, 2019, three non wholly-owned subsidiaries of the Group had a loan of RMB50.0 million due to its non-controlling shareholder, among which, one had a loan of RMB17.0 million. The interest rate of the loan was 6.09% per annum without a specific repayment schedule. One subsidiary had a loan of RMB27.0 million due to its non-controlling shareholder. Such loan is repayable within one year with interest rate at 4.35% per annum. Another subsidiary had a loan of RMB6.0 million with interest rate at 6.0% per annum, which is repayable within two years.

In addition, we had undrawn bank borrowing facilities of approximately RMB1,313.6 million as at December 31, 2019.

GEARING RATIO

Gearing ratio is total borrowings divided by total equity at the end of each financial period multiplied by 100%. Our gearing ratio as at December 31, 2019 was 1.9% (December 31, 2018: 4.0%). Our operation has been lightly leveraged because of our good cash generating capability from our operating activities. Although we expect that our capital expenditure in the following years will maintain at a relatively high level, we do not anticipate our gearing ratio will substantially increase considering the balance of bank and cash on hand. Therefore, we are exposed to limited interest rate risk.

CURRENCY RISK

The Group conducts its businesses in the PRC and its functional currency is RMB. However, certain bank balances are denominated in foreign currencies, which exposed the Group to foreign currency risk. As at December 31, 2019, the financial assets, time deposits, bank balances and cash held in RMB, HK$ and US$ accounted for 95.3%, 3.3% and 1.4%, respectively, of the total amount of these assets. We believe the current level of financial assets, time deposits, bank balances and certain payables denominated in foreign currencies expose us to a limited and manageable foreign currency risk. The management controls foreign currency risk by strictly managing the size of foreign currency risk exposure and closely observing the movement of foreign currency rates. We may, if necessary, hedge against foreign currency risk using financial instruments.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

In December 2018, we signed an agreement to acquire 80% equity interest in Hubei Tianxian Cemetery at a consideration of RMB40.0 million. It mainly provides burial services in Xiantao City and Tianmen County of Hubei Province. The acquisition was completed in January 2019.

On January 22, 2019, a wholly-owned subsidiary of the Group, entered into a limited partnership agreement with Yongying and Linxin in respect of the setting up of a funeral and cemetery buyout fund and the subscription of interests therein. Pursuant to the limited partnership agreement, the total capital commitment to the limited partnership fund is RMB800.2 million and each of Yongying, the Group and Linxin has committed to contribute RMB400 million, RMB399.2 million and RMB1 million to the limited partnership fund, respectively. Meanwhile, the Group and Yongying entered into a shortfall supplement agreement. For more details, please refer to our announcements dated January 22, 2019 and March 11, 2019. As of December 31, 2019, capital contribution made by the wholly-owned subsidiaries of the Group to such buyout fund amounted to RMB34.9 million. Future capital contribution will be made according to the project investment requirement of the buyout fund.

In March 2019, we entered into a contract to acquire 95% equity interest of Gansu Hailin Jinggang Industrial Co., Ltd.* (甘肅海林幉港實業有限公司), which mainly provides cemetery services in Lanzhou City, Gansu Province, at a consideration of RMB95.0 million. As of now, the acquisition is still in progress.

In May 2019, we entered into a contract to acquire 49% equity interest of Temshine at a consideration of RMB15.9 million as well as the taxes and dues incurred in the transaction. Temshine became a wholly-owned subsidiary of the Company after the acquisition.

MANAGEMENT DISCUSSION AND ANALYSIS

In December 2019, we entered into a contract to acquire 40% equity interest of Chongqing Baitayuan at a consideration of RMB119.3 million. Chongqing Baitayuan became a wholly-owned subsidiary of the Company after the acquisition.

EMPLOYEE AND REMUNERATION POLICY

As at December 31, 2019, we had 2,349 full-time employees (December 31, 2018: 2,235). We offer competitive packages and benefits to our staff. We also make contributions to social security insurance funds in accordance with applicable laws and regulations. Furthermore, we provide staff training and development programs and performance-based bonus to ensure that our employees are equipped with necessary skills and are remunerated according to their performance.

We have adopted the Restricted Share Incentive Scheme on November 29, 2019 to provide incentive or reward to eligible participants including directors and employees for their contribution or potential contribution to the Group.

CAPITAL COMMITMENT

We contracted, but not provided in the financial statements, for capital expenditure in respect of acquisition of subsidiaries, land use rights, other investments, cemetery assets and property and equipment in a total amount of approximately RMB201.9 million as at December 31, 2019. We also planned to provide approximately RMB163.4 million for the construction of new cemeteries and funeral facilities in Xuancheng City, Qinzhou City, Nanchang City, Ganzhou City, Gaoyou City, Qihe County of Shandong Province and Fuyang City.

We expect our capital expenditure in 2020 and afterwards will maintain at a relatively high level as we are actively seeking industry consolidation and government-enterprise collaboration opportunities and we also anticipate many upcoming small to large scale projects in near future.

ASSETS PLEDGED

As at December 31, 2019, we have pledged 80% equity interest in Changzhou Qifengshan Cemetery to secure the bank borrowings granted to finance the acquisition of this subsidiary. Except for that, no other assets of the Group were pledged or charged.

CEMETERY LANDS AVAILABLE

The saleable area for burial plots was approximately 2.30 million sq.m. as at December 31, 2019 (December 31, 2018: approximately 2.20 million sq.m.), which was sufficient to satisfy the needs of the Group's sustainable operation in the long run. When we determine the saleable area of each cemetery, we have already estimated and excluded those areas not for construction of tombs, such as the areas in connection with business centres, office buildings, landscaping and main roads. Such estimation may be updated from time to time as our development plan may be improved from time to time.

CONTINGENT LIABILITIES

As disclosed in our previous announcements, one of our indirect and non wholly-owned subsidiaries, Wuyuan Wanshoushan Cemetery, was involved in a couple of lawsuits as a defendant. We had closed most of the lawsuits without substantial losses by the end of year 2018, with four outstanding lawsuits remaining. One of the lawsuits was ruled in favour of us, and there has been no notifiable progress on the remaining three lawsuits during the Year.

Their status remains substantially unchanged from those set out in our latest announcement on the matter. The aggregate of claim amount of such three lawsuits was approximately RMB52.3 million (including the claimed principal and contingent interests).

We are still in the process of taking all necessary steps, including by close cooperation with the public security department, in reversing the judgements and vigorously defending against the proceedings. As of December 31, 2019, after taking into account of the legal opinion and the current status of the proceedings and investigation, the Directors were of the view that the proceedings would in the end result in a material adverse impact on the financial position and business operation of the Group was not probable and concluded that no provision should necessarily be made. However, given the nature of the proceedings, it would be impossible to predict the outcome of the proceedings with a sufficient degree of certainty.

EVENTS AFTER THE YEAR

Starting from January 2020, measures to restrict personal travel and gathering have been implemented throughout China to prevent the spread of the COVID-19 in Wuhan, PRC. Such measures led to the deferred purchase of graveyard by potential customers and the simplification or cancellation of bereavement ceremony, which adversely affected the Group's business in the short term. The Group has already taken steps to cope with the situation. We first assured the safety of our customers and employees, while creating new sources for revenue generation through internet marketing and online business, as well as reducing operating expenses. The deferred demand for funeral services will be released once the epidemic eases and people's work and life resumes to normal. Therefore, we consider such adverse impact to be insignificant to the Group's business in the long run.

Except as disclosed above, there were no other significant events that might affect the Group subsequent to the Year.

PROSPECTS

Looking ahead, we will continue to do our best in the death care industry in China, leading the industry revolution and improving services quality by continuous innovation and giving more respect, as well as cultural, environmental, technological, and charitable to death care services. We will adhere to our strategy of expansion, look for suitable growth opportunities, strive for external development and business chain perfecting, consolidate the highly disintegrated resources of the PRC's death care industry, and boost our market share to cater for more people's need for high quality death care services. We will push for the implementation of all the signed projects. Leveraging our advanced philosophy and expertise in death care business, we will consolidate newly acquired businesses and raise their standards on a par with ours. Meanwhile, we will strive to make our cremation machine business become an important segment of the Group's business. With much effort to promoting pre-need business with the pre-need contract business as the core and innovative ideas in our collaboration with local governments, we will strive to increase the percentage of our funeral services in the Group's business and the scale of professional design business, and foster the integration of the Internet to improve service contents and accessibility and formulate our plan for the business of death care related consumables. Last but not least, while promote growth in various business segments, we will strive for a balance between short-term interest and long-term value, expand our business at a more steady and sustainable pace, and stay focused on managing Fu Shou Yuan, a living entity that carries memories and emotions, with a view to consistently rewarding our investors with the best returns.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Bai Xiaojiang (白曉江), aged 62, is the chairman, executive Director and chairman of the Nomination Committee. Mr. Bai is responsible for the overall strategic planning and business development of the Group. Mr. Bai has been the chairman of Shanghai Fu Shou Yuan since 1996. He has also been the president and chairman of Zhongfu since 1996. Mr. Bai is the director of each of Zhongfu and Shanghai Zhongfu. Mr. Bai has been a director of Perfect Score since November 2015. He is also the chairman of Chongqing FSY Group. He acted as one of the promoters of each of NGO 1 and NGO 2. Mr. Bai has more than 22 years of experience in the death care services industry in the PRC and has served the Group for 22 years. Mr. Bai had recognized accomplishments through his holding of senior engineering and business positions in the PRC, such as his senior role in the construction of the Lupu bridge in Shanghai. Mr. Bai is also a member of the 6th, 7th and 8th central committee of the China Democratic National Construction Association (中國民主建國會) and a member of the 8th, 9th, 10th and the 12th Chinese People's Political Consultative Conference, Shanghai. Currently, Mr. Bai is the thirteenth vice president of the Shanghai General Chamber of Commerce, the vice president of the Hong Kong China Chamber of Commerce, the executive chairman of the Hong Kong-Mainland International Investment Society, an executive council member of China Charity Federation and an executive council member of China Society for Promotion of the Guangcai Program.

Mr. Bai served as a general manager in China Welfare Enterprise (Huadong) Company (中國福利企業華東公司), the predecessor of Zhongfu, during the period from 1990 to 1995. Mr. Bai was a technician, manager of the technology department, assistant to general manager, vice general manager and general manager of China Kanghua Industrial Co., Ltd. (中國康華實業有限公司), the predecessor of China Welfare Enterprise (Huadong) Company (中國福利企業華東公司), between 1987 and 1990. Mr. Bai was awarded a bachelor's degree in computer science by the Shanghai Second Polytechnic University in 1986.

Mr. Tan Leon Li-an (談理安), aged 55, is the vice-chairman and executive Director. Mr. Tan is responsible for the overall strategic planning and business development of the Group. Mr. Tan was a director of Shanghai Fu Shou Yuan from December 2006 to December 2017, a director of Hefei Dashushan Co. (合肥大蜀山) from December 2006 to February 2014 and the vice chairman of Chongqing FSY Group from May 2011 to September 2014. Mr. Tan was a director of FSG Holding from December 2011 to August 2014.

Prior to joining the Group, Mr. Tan had served as the director and the chief operation officer of the paper packaging division of Pacific Millennium Group (國際濟豐集團) since he joined the group in 1989. He also served as the chief executive officer of a joint venture company jointly owned by Pacific Millennium Group and International Paper Company between March 2001 and July 2005.

Mr. Tan graduated from University of California, Berkeley with a bachelor's degree in physical sciences in August 1986 and received a master's degree in business administration from University of Southern California in August 1987.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Wang Jisheng (王計生), aged 67, is the executive Director and chief executive of the Company. He is also the chairman of the Strategy and Investment Development Committee of our Group. Mr. Wang is responsible for the overall management and business operation and strategic planning and business development of the Group. Mr. Wang was the managing director of Shanghai Fu Shou Yuan between 1996 and 2019. He is also the president of Shanghai FSY Corporate Management Consultancy. He acted as one of the promoters of NGO 2. Mr. Wang has more than 26 years of experience in the death care services industry in the PRC and has served the Group for more than 26 years.

Mr. Wang has been a lecturer of courses organized by China Funeral Association for the senior management of cemeteries since 1999. Prior to that he was appointed as the deputy general manager of Zhongfu in 1991. Mr. Wang worked as a teacher in the Shanghai Institute of Foreign Trade between 1980 and 1991. Mr. Wang was a teacher and counselor at local schools in Jiqing, Anhui between 1971 and 1980.

Mr. Wang is a renowned figure in the PRC death care services industry. Mr. Wang is the vice president of the China Funeral Association and the officer of the Cemetery Committee of China Funeral Association. Mr. Wang has completed the Senior Executive Program organized by the Faculty of Business Administration of the National University of Singapore in November 2001 and the China CEO Management Innovation Executive Program organized by Shanghai Jiaotong University in August 2004. Mr. Wang was awarded as the national honorary model of labour in April 2015.

Mr. Wang has been an independent non-executive director of Pacific Millennium Packaging Group Corporation (SEHK stock code: 1820), since December 2018.

NON-EXECUTIVE DIRECTORS

Mr. Lu Hesheng (陸鶴生), aged 70, is the non-executive Director. Mr. Lu is a senior engineer. He has more than 24 years of experience in the death care services industry in the PRC.

Since 2001, he serves as the director and general manager of Shanghai Nam Kwong Petro-Chemical Co., Ltd. Between 1991 and 2001, he was general manager of Zhongfu, chairman and deputy general manager of China Zhongfu Petrochemical Industry Co., Ltd.* (上海中福石油化工實業有限公司), and vice chairman and general manager of Shanghai Zhongfu International Trading Co., Ltd. From 1986 to 1990, he was general manager of Shanghai Exhibition Centre Co., Ltd.* (上海展覽中心友聯公司).

From 1973 to 1985, Mr. Lu worked at the science and technology division, the information data department and the equipment supply department of Shanghai Petrochemical Company Ltd., and held the positions of a deputy secretary and the secretary to the Party Committee.

Mr. Lu graduated from Shanghai University of Engineering Science with a higher certificate in sales and exhibition in June 1990.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Huang James Chih-cheng, aged 61, is the non-executive Director. Mr. Huang has been a general manager of Chongqing Stone Tan Financial Leasing Co., Ltd. since April 2015 and had been the chief financial officer of Big Earth Publishing, Boulder, Colorado, since 2011 up to October 31, 2014. Prior to those, Mr. Huang served in various senior management positions within Pacific Millennium Holding Corporation. Prior to joining Pacific Millennium Holding Corporation, Mr. Huang served as corporate accounting manager at Electronic Data Systems in Dallas, Texas, from 1984 to 1987. He had also served as president of Energy System International, Beijing from 2003 to 2006; member of the board between 1994 and 2000 and subsequently elected as chairman of the board between 1999 and 2000 for Millennium Bank, San Francisco, California.

Mr. Huang graduated from McMaster University in Canada with a bachelor's degree in Economics in May 1982. He also completed an advanced management program sponsored by the Wharton School of Business at the University of Pennsylvania (U.S.A.) in March 1999. Mr. Huang has been a qualified certified public accountant in Texas (U.S.A.) since January 1989. Mr. Huang is currently not a practicing certified public accountant.

Mr. Ma Xiang (馬翔), aged 50, is the non-executive Director. Mr. Ma has over 23 years of experience in investment and in the corporate finance industry. Prior to joining the Group, Mr. Ma worked as financial consultant of the investment and mergers department of China Technology International Trust Investment Co., Ltd.* (中國科技國際信託投資有限公司) from April 1997 to July 1999, financial controller of Century Network Information Telecom Co., Ltd.* (世紀互聯信息電訊股份有限公司) from August 1999 to May 2001, general manager of investment analysis department of Beijing Investment Consultants Inc.* (北京海問諮詢公司) from June 2001 to December 2007 and investment manager of the institutional investment department of Harvest Fund Management (嘉實基金管理有限公司) from January 2008 to August 2010. Mr. Ma served as assistant to general manager of the asset management center of Sunshine Insurance Group (陽光保險集團) from September 2010 to December 2012. Mr. Ma also held various positions at Sunshine Asset Management Corporation Limited (陽光資產管理股份有限公司), including general manager of the securities investment department and research and development department from January 2013 to January 2014, investment controller from January 2014 to September 2015 and assistant to general manager from September 2015 to present.

Mr. Ma obtained a bachelor's degree in investment economics administration (投資經濟管理學), and subsequently a master's degree in accounting, from the Central University of Finance and Economics in the PRC in 1992 and 1997, respectively.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chen Qunlin (陳群林), aged 73, is the independent non-executive Director. Mr. Chen was the president of China Funeral Association (中國殯葬協會) from 2004 to 2011 and was the president of International Federation of Thanatologist Association (國際殯葬協會) from 2008 to 2010. Before that, Mr. Chen served as the director general of the Social Welfare and Social Affairs Department of the MCA (民政部社會福利和社會事務司) from 2001 to 2004 and the director of China Welfare Lottery Issuing Centre (中國福利彩票發行中心) from 1992 to 2001. Mr. Chen also served as the president of China Communications Press (人民交通出版社) from 1991 to 1992, secretary general of the Political Reform Research Office of the Chinese Communist Party Central Committee (中共中央政治研究室) from 1987 to 1990, secretary of the General Office and deputy secretary general of the Party Committee of Guizhou Province (中共貴州省辦公廳) from 1976 to 1986. Before that, Mr. Chen also worked at the Commune and County Party Committee of Sinan County, Guizhou Province (貴州省思南縣公社、縣委工作) from 1970 to 1976.

Mr. Chen graduated from the Beijing Broadcasting Institute (北京廣播學院, now known as the Communication University of China 中國傳媒大學) majoring in journalism in July 1969.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Luo Zhuping (羅祝平), aged 68, is the independent non-executive Director and chairman of the Remuneration Committee. Mr. Luo has held various positions in China Eastern Airlines (中國東方航空公司) since 1988. He served as the deputy chief and then chief of the enterprise management department of China Eastern Airlines from 1992 to 1997 and the deputy head of the share system office from 1993 to 1996. Mr. Luo served as the board secretary of China Eastern Airlines Corporation Limited (SEHK stock code: 670) for 15 years from December 1996 to April 2012. He became a director of the China Eastern Airlines Corporation Limited from June 2004 to June 2013.

Mr. Luo graduated from the Faculty of Philosophy of Anhui Labor University (安徽勞動大學) in August 1979 and the Faculty of Law of Anhui University (安徽大學) in July 1986. Mr. Luo pursued a postgraduate master's degree majoring in global economics at the Economics Department of Eastern China Normal University (華東師範大學) between 1992 and April 1994. In September 1998, he participated in an Executive Study Tour organized in the U.S. by the State Economic and Trade Commission (國家經濟貿易委員會) and Morgan Stanley. He also completed a CEIBS-Wharton Joint Program in Corporate Governance and Board of Directors in August 2008. Mr. Luo holds an independent director certificate issued by the Shanghai Stock Exchange in April 2012 and a corporate governance certificate issued by the Hong Kong Institute of Directors in November 2004.

Mr. Ho Man (何敏), aged 50, is the independent non-executive Director and chairman of the Audit Committee. Mr. Ho has over 21 years of working experience in private equity investment and finance and is currently the managing director of an investment holding company. Prior to that, Mr. Ho served as an executive partner representative of a Chengdu- based private equity investment fund from December 2011 to May 2014. Mr. Ho worked for a Hong Kong-based private fund management company during January 2010 to December 2013 and was the managing director and head of China growth and expansion capital of CLSA Capital Partners from August 1997 to October 2009. Mr. Ho was the non-executive director of SCUD Group Limited (SEHK stock code: 1399) from December 2006 to October 2009) and Shanghai Tonva Petrochemical Co., Ltd. (SEHK stock code: 1103, previous stock code: 8251, currently known as Shanghai Dasheng Agriculture Finance Technology Co., Ltd.) from September 2008 to October 2009, both being companies listed on the Main Board of the Stock Exchange. He was the independent director of Shenzhen Forms Syntron Information Co. Ltd. (stock code: 300468.SZ), a company listed on the ChiNext of Shenzhen Stock Exchange, from February 2012 to February 2018).

Mr. Ho has been an independent non-executive director of Fantasia Holdings Group Co., Limited (SEHK stock code: 1777) since October 2009; an independent non-executive director of CIMC-TianDa Holdings Company Limited (SEHK stock code: 0445) since July 2015; an independent non-executive director of Momentum Financial Holdings Limited (SEHK stock code: 1152), from November 2016 to July 2019; an independent non-executive director of Magnus Concordia Group Limited (SEHK stock code: 1172) since January 2018; and an independent non-executive director of Wanjia Group Holdings Limited (SEHK stock code: 401) since February 2018. an independent non-executive director of Grand Ocean Advanced Resources Company Limited (SEHK stock code:65) since January 2020. All of the companies mentioned above are listed on the Main Board of the Hong Kong Stock Exchange.

Moreover, Mr. Ho has been a director of Shenzhen Daxiang Space Construction Co., Ltd. (NEEQ stock code: 836604), a company listed on the National Equities Exchange and Quotations, since September 2015.

Mr. Ho was awarded an Executive Master of Business Administration degree from Tsinghua University and a master's degree in finance from the London Business School. He is also a Chartered Financial Analyst.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Ms. Liang Yanjun (梁艷君), aged 36, is the independent non-executive Director and chairman of the Compliance Committee. Ms. Liang has over 13 years of experience in legal service and many years of relevant experience in securities and capital markets. Prior to joining the Group, Ms. Liang worked as legal assistant in Beijing Zhongke Fuqiao Technology Co., Ltd. (北京中科富橋科技有限公司) from August 2006 to November 2007, CEO assistant in Global Energy Investment Co., Ltd. (環球能源投資有限公司) from December 2007 to February 2009, assistant of the minister in exchange department of China Center for International Economic Exchanges (中國國際經濟交流中心) from March 2009 to February 2010, a lawyer in Beijing Jingtian & Gongcheng (北京市競天公誠律師事務所) from December 2010 to May 2016, lawyer and kernel group member in Beijing Maode Attorneys At Law (北京懋德律師事務所) from 2016 to March 2019, an independent non-executive director in Shanghai Dongzheng Automotive Finance Co., Ltd. (上海東正汽車金融股份有限公司) (SEHK stock code: 2718) from August 2018 to present, a partner-level lawyer in B&D Law Firm (北斗鼎銘律師事務所) from April 2019 to August 2019 and a partner-level lawyer in Javy Tayn Lawyers (北京嘉維泰銀律師事務所) from September 2019 to present.

Ms. Liang obtained a bachelor's degree in the science of law from China University of Political Science and Law (中國政法大學) in June 2005. She received her lawyer's practicing certificate of the PRC granted by the Ministry of Justice of the PRC in March 2011. She was awarded the Qualifications for Directors of Non-bank Financial Institutions in August 2018 and received the Qualification of Independent Directors issued by the Shanghai Stock Exchange in November 2018.

SENIOR MANAGEMENT

Mr. Wang Jisheng (王計生) is our executive Director and the chief executive of the Group. For Mr. Wang's biography, see "Executive Directors" above.

Mr. Ge Qiansong (葛千松), aged 71, is the senior consultant to the chief executive of the Company. He has been deputy general manager and secretary to the board of directors of Shanghai Fu Shou Yuan since 1995. He was an officer of the Strategy and Investment Development Committee of our Group. He was also the managing director of Henan Fu Shou Yuan between 2009 and 2012 and Chongqing Anle Services between 2002 and 2012. He is also a director of Chongqing FSY Group. Mr. Ge has nearly 46 years of experience in the funeral service industry and has been in service with our Group for about 25 years. Mr. Ge worked for the Funeral Management Office of the Shanghai Civil Affairs Bureau from January 1977 to March 1992 as the deputy director and director of Shanghai Longhua Funeral House. From 1991 to 1993, Mr. Ge served in Xiao Ao (Japan) Co., Ltd. (日本曉奧公司), a company principally engaged in the provision of oral services, as a deputy general manager. He was the general manager of Shimazaki Co., Ltd. (日本島崎株式會社) from 1993 to 1995. Mr. Ge has been the chairman of the Technology and Cultural Committee of the China Funeral Association since 2012. Mr. Ge graduated with a diploma in politics from the Shanghai Normal University in July 1986. Mr. Ge completed the China CEO Management Innovation Executive Program organized by Shanghai Jiao Tong University in January 2005 and the continuous education courses organized by Tsinghua University in January 2008.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Ms. Yi Hua (伊華), aged 52, is the chief brand officer and the officer of the culture and education committee of the Group and is responsible for our brand management, public relations, educational training and corporate cultural construction. She has been employed by Shanghai Fu Shou Yuan since 1996 and has been its deputy general manager since 2006. Ms. Yi has nearly 24 years of experience in the funeral service industry in the PRC and has been in service with our Group for nearly 24 years. Prior to joining our Group, she was the manager of the public relations department of Hong Kong Tianhe Clothing Company Limited (香港天和製衣有限公司) from 1995 to 1996. From 1993 to 1995, Ms. Yi served as the head of the marketing department of Hollywood Real Estate (好萊塢房地產). She was an administrative assistant in the Shanghai Office of American Asia Pacific International Group (美國亞太國際集團上海辦事處) between 1990 and 1993. Before that, she worked at the Shanghai Tin Material Factory (上海鉛錫材料廠) as a secretary of the management office from 1988 to 1990. She is also the director of the Experts Committee of China Funeral Association. Ms. Yi is a well-recognized figure in business, having been awarded the Top Ten Chinese Publicist Gold Award in 2007, the honors of Boao Public Relations Ambassador in 2010, the "Top 10 Outstanding Females of Asian Brands" in 2012 and the "Person of Year 2015 in the funeral industry in China" in 2015. She has been awarded as the title of "2017–2018 Shanghai Woman Pacesetter" (2017–2018年度上海市三八紅旗手標兵). Ms. Yi had also been awarded 16 domestic and international planning awards during her 24 years of service. Ms. Yi is the member of the 15th executive committee of Shanghai woman's federation, vice president and director of Shanghai Fu Shou Yuan Humanism Memorial Museum, supervisor of Shanghai Fu Shou Yuan public welfare development foundation, invited vice President of Shanghai communist party history association. Ms. Yi received a diploma in technology records awarded by the Shanghai School of Administration and Management in July 1988. Ms. Yi completed the integrated marketing postgraduate course co-organized by the Business School of Fudan University and University of Hong Kong in 2003 and the China CEO Innovation Management Executive Program organized by Shanghai Jiao Tong University in August 2005.

Mr. Yuan Zhenyu, Frank (袁振宇), aged 45, is our chief financial officer. He has 22 years of experience in financial management and is also a senior accountant, senior economist, Chartered Global Management Accountant (CGMA), Fellow Chartered Management Accountant (FCMA) and Fellow of CPA Australia (FCPA) and member of the Association of Chartered Certified Accountants (ACCA). Prior to joining the Group, from July 1998 to April 2015, Mr. Yuan had served in various positions of Baosteel Group Corporation (寶鋼集團有限公司), a world top 500 enterprises and its subsidiary. From July 1998 to May 2004, he worked for Baoshan Iron & Steel Co., Ltd* (寶山鋼鐵股份有限公司) (a subsidiary of Baosteel Group Corporation, listed on the Shanghai Stock Exchange, stock code: 600019), responsible for capital management. From June 2004 to May 2009, Mr. Yuan served as head of capital management of Baosteel Group Corporation, responsible for corporate finance, cash management, foreign exchange and risk management, capital budgeting and control, corporate credit ratings and financial analysis. Mr. Yuan also served as finance manager, financial controller and general manager of finance of Baosteel Resources International Company Limited (寶鋼資源(國際)有限公司), a wholly-owned subsidiary of Baosteel Group Corporation in Hong Kong, from June 2009 to April 2015, responsible for overall financial and account reporting, taxation planning, capital management and trade settlement. Mr. Yuan has worked in Hong Kong for many years and is familiar with the Hong Kong capital market, accounting and taxation rules and regulations and has significant experience in international trade financing, mergers & acquisitions financing and bond issuance. In addition, Mr. Yuan served as directors at several subsidiaries of Baosteel Resources International Company Limited (寶鋼資源(國際)有限公司) located in Hong Kong, Singapore and Indonesia.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Yuan graduated from Dongbei University of Finance and Economics (東北財經大學) in July 1998 with a bachelor's degree in economics. He also obtained a Master's degree in economics from Shanghai University of Finance and Economics (上海財經大學) and a Master's degree in Business Administration from Hong Kong Baptist University (香港浸會大學) in March 2006 and November 2012, respectively. Mr. Yuan also completed the 15th session of the General Management Program (GMP) for executives at Harvard Business School in late 2013. Mr. Yuan was selected for the 10th cohort of the National Leading Accounting Talents Program, launched by the Ministry of Finance of the PRC, in March 2015.

Mr. Zhao Yu (趙宇), aged 44, is the assistant president of the Company and is responsible for managing the operation of regional entities. Mr. Zhao is also the head of "Fu Shou Home" Department and the deputy head of the Preneed Business Development Committee of the Company and is responsible for leading the "Fu Shou Home" Department focusing on the analyses and development of pre-need and financial resolution scheme of death care services. Mr. Zhao was our joint company secretary and the secretary to the Board. Before he took up the role of joint company secretary in December 2013, Mr. Zhao was a deputy general manager of the Company preparing for its listing. Mr. Zhao had acquired over 14 years of experience in servicing the corporate management and corporate finance field before that. Since joining the Company in 2009, Mr. Zhao has been focusing on the death care industry and has been involved in the formulation, development and implementation of the Company's development strategies. From 2002 to 2009, he served as deputy general manager of Fu Ji Food and Catering Services Holdings Limited (SEHK stock code: 1175, now known as Fresh Express Delivery Holdings Group Co., Limited) and general manager of Fu Ji Food Services Group Financial Management Company. Mr. Zhao was awarded a master's degree in business administration by the American University in London in February 2002. Prior to that, he obtained a bachelor's degree in finance and banking in July 1998 from the Dongbei University of Finance & Economics.

Ms. Hu Yi (胡軼), aged 35, is our company secretary. Ms. Hu has joined the Company since 2014 as the representative of Hong Kong office and manager of board secretary office. Ms. Hu is responsible for investor relations, corporate finance and corporate governance of the Group. Prior to joining the Company, Ms. Hu worked in BlackBerry Hong Kong Ltd. as Project Manager from 2010 to 2013. Ms. Hu graduated from Shanghai Jiao Tong University with a bachelor degree in English (Specialized in Finance and Business) in 2008. Ms. Hu obtained a master degree in China Studies from The Chinese University of Hong Kong in 2010 and a master degree in Corporate Governance from The Open University of Hong Kong in 2017. Ms. Hu is an associate member of the Hong Kong Institute of Chartered Secretaries.

DIRECTORS' REPORT

The Board presents the directors' report together with the audited consolidated financial statements of the Group for the year ended December 31, 2019.

PRINCIPAL ACTIVITIES

The Company and its subsidiaries are mainly engaged in the provision of burial services and funeral services. The Group's subsidiaries also carry on provision of designing services for cemeteries and funeral parlours, manufacturing of cremation devices and sales and after-sales service of cremation devices. Details of the subsidiaries of the Company are set out in Note 43 to the financial statements.

RESULTS OF OPERATIONS

The results of the Group for the year ended December 31, 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 65 of this Annual Report.

FINANCIAL SUMMARY

The financial summary of the Group between 2015 and 2019 is set out on page 188 in the section "Financial Summary" of this Annual Report.

BUSINESS REVIEW

During the year ended December 31, 2019, the Group realized the sale of 20,685 tombs and provided funeral services to 41,758 customers and recorded total revenue of RMB1,850.6 million, made a net profit totalling RMB735.3 million, and net profit attributable to our shareholders of RMB578.6 million.

As at December 31, 2019, we owned up to 24 cemeteries in operation, and were operating up to 26 funeral facilities throughout the PRC. Our business coverage has expanded to thirty-plus cities across 16 provinces, autonomous regions or municipalities in China. The expanding business footprints lay a good foundation for our future development.

For more details of the business development and performance of the Group for the Year, please refer to the section headed "Management Discussion and Analysis". The above section forms part of this report.

Principal risks and uncertainties

As the death care industry in China is originated from a long cultural history, it features a geographically distinctive and traditional operation model. The conventions of such industry are now facing challenging innovation and the maturity of relevant regulations remains to be seen while the world keeps progressing and updating. In a leading position of China's death care industry, the Group is committed to lead the modernization reform of the death care business in China so as to reduce the risk arising from outdated regulations for the industry.

The death care industry in China, subject to the strict requirement of relevant regulations imposed by the government, is a highly regulated industry. There are strict restrictions on licenses and land supply which pose risks and uncertainties on the Group's business expansion.

One of the important strategies of the Group is accomplishing business expansion through mergers and acquisitions. However, the success of such strategy depends on a number of uncertainties, which mainly include: whether the acquired targets have any hidden debts and unknown potential litigations, whether we can integrate the acquired targets properly and enhance their value added, and whether there are sufficient skilled and qualified managerial personnel to satisfy the needs created during our expansion.

DIRECTORS' REPORT

Requirements and restrictions still exist in China on fund flow under capital accounts, which may affect the Group's flexibility to make use of global funds to implement business expansion and our ability to distribute dividends to foreign investors.

For more details of other risks and uncertainties faced by the Group, please refer to the Prospectus.

Important events

In December 2018, we signed an agreement to acquire 80% equity interest in Hubei Tianxian Cemetery (湖北省天仙墓園) at a consideration of RMB40.0 million. Such transaction was completed in January 2019. Tianxian Cemetery mainly provides burial services in the Xiaotao City and Tianmen County of Hubei Province.

On January 22, 2019, a wholly-owned subsidiary of the Group, entered into the Limited Partnership Agreement with Yongying and Linxin in respect of the establishment of a funeral and cemetery buyout fund and the subscription of interest therein. Pursuant to the Limited Partnership Agreement, the total capital commitment to the Limited Partnership is RMB800.2 million and each of Yongying, the Group and Linxin has committed to contribute RMB400 million, RMB399.2 million and RMB1 million to the Limited Partnership, respectively. Meanwhile, the Group and Yongying entered into the Shortfall Supplement Agreement. For more detail, please refer to the our Announcements dated January 22, 2019 and March 11, 2019. As of December 31, 2019, capital contribution made by the wholly-owned subsidiary of the Group to such buyout fund amounted to RMB34.9 million. Future contribution will depend on the project investment needs of the buyout fund.

In March 2019, we entered into a contract which intended to acquire 95% equity interest of Gansu Hailin Jinggang Industrial Co., Ltd.* (甘肅海林�po港實業有限公司) at a consideration of RMB95.0 million. Hailin Jinggang Industrial Co., Ltd. mainly provides burial services in Lanzhou City of Gansu Province. As of now, the acquisition is still in progress.

In May 2019, we entered into a contract to acquire 49% equity interest of Temshine at a consideration of RMB15.9 million as well as the taxes and dues incurred in the transaction. Temshine became a wholly-owned subsidiary of the Company after the acquisition.

In December 2019, we signed an agreement in which we shall acquire 40% of equity interest of Chongqing Baitayuan at a total consideration of RMB119.3 million and become a wholly-owned subsidiary of the Company.

Events occurred since the end of the financial year

For details of the events occurred since the end of the financial year of the Group, please refer to the section headed "Events after the Year" of the section "Management Discussion and Analysis" of this Annual Report.

Future development

For more than six years since its listing, the Group has been striving to consolidate its leading position in the death care industry in China through its operation strategies.

Looking ahead, we will continue to do our best in the death care industry in China, leading the industry revolution and improving services quality by continuous innovation and giving more respect, as well as cultural, environmental, technological, and charitable to death care services. We will adhere to our strategy of expansion, look for suitable growth opportunities, strive for external development and business chain perfecting, consolidate the highly disintegrated resources of the PRC's death care industry, and boost our market share to cater for more people's need for high quality death care services. We will push for the implementation of all the signed projects. Leveraging our advanced philosophy and expertise in death care business, we will consolidate newly acquired businesses and raise their standards on a par with ours. Meanwhile, we will strive to make our cremation machine business become an important segment of the Group's business. With much effort to promoting pre-need business with the pre-need contract business as the core and innovative ideas in our collaboration with local governments, we will strive to increase the percentage of our funeral services in the Group's business and the scale of professional design business, and foster the integration of the Internet to improve service contents and accessibility and formulate our plan for the business of death care related consumables. Last but not least, while promote growth in various business segments, we will strive for a balance between short-term interest and long-term value, expand our business at a more steady and sustainable pace, and stay focused on managing Fu Shou Yuan, a living entity that carries memories and emotions, with a view to consistently rewarding our investors with the best returns.

Environmental policies and performance

The Group has always adhered to the sustainable development concept of "transforming cemeteries into parks, farewells into beautiful moments, treatment into enshrinement and darkness into splendor. The Group actively guides the society to have a deeper thought on the new topic about "death education" and proposes of the life philosophy "learn farewell" accordingly, which has been promoted as the development trend of the times.

During the Year, the environmental, social and governance team of the Group reviewed and discussed its working results and future work focus in relation to sustainable development and requiring branches to include various indicators in relation to energy conservation and environmental protection in the scope of quarterly operation information reporting to promote the achievement of energy conservation and emission reduction objective. In addition, during the Year, the Group implemented the Administrative Measures on Suppliers (《供應商管理辦法》) and the Administrative Measures on the Purchase of Tombstones and Related Products (《墓石及相關產品年度採購管理辦法》) and included the performance of social responsibilities of suppliers in the selection and admission of suppliers of the Group to continuously promote the performance of suppliers on sustainable development while practicing our own sustainable development. Moreover, the team continued to further carried out communication with and investigation and survey with stakeholders including employees, shareholders/investors, customers, government regulatory authorities, partners, communities and media, in order to fully understand their advice and expectation in relation to the Group's sustainable development. The investigation and survey results are used as basis of preparation of our independent sustainability report and important reference for formulation of the Company's sustainable development strategy in the future.

The Group has always been applying the green concept in all aspects of its operation and carries out regular inspection on the utilization of resources and energy and emission of pollutants of its branches. Meanwhile, the Group has been actively discovering and promoting its experience in energy conservation. The Group has also continuously launched new models of land-saving burial, including the European copper plate burial and the eco-friendly forest burial, which not only introduce modern and fashion elements to our business, but also make full advantage of land resources.

DIRECTORS' REPORT

The Group has always regarded its staff as the most valuable treasure, and have been respecting and recognizing the hard work of each employee. In strict compliance with national and local laws and regulations, the Group gathers talents in an equal, innovative and diversified way, motivates talents through a transparent and multi-channel promotion system, empowers talents through a professional and systematic training system, constantly improves the welfare of employees and maintains the health and safety of employees. The Group will also proactively undertake social responsibilities such as humanities, charity, environmental protection, public welfare and adhere to related activities. With the support of the Life-service Academy, the Group will actively improve the quality of people's livelihood services, lead the life education and promote the public welfare activities of culture memorial. During the Year, the Group participated in various international communication activities on behalf of the Chinese funeral service industry, as well as acknowledged by a great number of social welfare awards and well recognized by all social sectors.

Please refer to the 2019 Sustainability Report of the Group to be published in due course for more details of the Group's sustainability policy and performance.

Compliance with the relevant laws and regulations

The Group recognizes the importance of compliance with regulatory requirements. The Group has set up various internal control systems and allocated human resources to ensure ongoing compliance with rules and regulations, and to maintain cordial working relationships with regulators through effective communications. During the Year, to the best of our knowledge, the Group has complied with all of the relevant laws and regulations in the PRC and Hong Kong, including but not limited to the Company Law of the People's Republic of China, the Hong Kong Securities and Futures Ordinance (Cap. 571), the Listing Rules and the Regulations on Funeral And Interment Control.

Relationships with stakeholders

The Group's success also depends on the support from key stakeholders which comprise our employees, customers, suppliers, regulators and shareholders.

Employees

Our success depends on our qualified and skilled employees and we believe employees are the most valuable resource and wealth of the Group. Our Group adheres to the value of people orientation and our goal is to constantly maximize our employee value and enterprise value. Therefore, we developed a set of internal training programs and provide a wide range of education and development opportunities for our employees. The Group also provides competitive remuneration package to attract and motivate the employees. Performance appraisal and interview is held for review the remuneration package of employees and makes necessary adjustments to conform to the market standard. We have adopted the Restricted Share Incentive Scheme on November 29, 2019 to provide incentive or reward to eligible participants including directors and employees for their contribution or potential contribution to the Group. As at December 31, 2019, we had 2,349 full-time employees (December 31, 2018: 2,235).

Customers

The Group attaches extremely great importance to customer services and is committed to providing quality services and products to our customers while maintaining long-term business growth. We conduct monthly call-back interviews for customer satisfactory survey and made summary and analysis of customer opinions and provides feedback to our customer after internal communication. We recognize the important role of customers in our success and will continue to enhance the quality of our services and products.

Suppliers

Our suppliers mainly include tombstone producers, landscaping companies and so forth. Our Group has a complete set of purchasing system with regard to suppliers, in order to safeguard the interests of our Group as well as give an impetus to suppliers. Evaluation is conducted on suppliers to define the service scope and responsible person of each suppliers, and guarantees the product and service quality and interests of suppliers. Our Group established our "Environment and Labor System for Suppliers" in 2016 and has implemented in 2017, in order to improve the screening standard on suppliers and join hands with them for common growth.

Regulators

The Group operates in the death care sector which is regulated by the Ministry of Civil Affairs of the PRC and other relevant regulators. The Group maintains cordial working relationships with regulators through effective communications and ensures compliance with rules and regulations.

Shareholders

One of the Group's objectives is to enhance corporate value to our Shareholders. We are poised to foster business development for achieving sustainability of earning growth and reward our Shareholders by stable dividend payouts taking into account liquidity positions and business expansion needs of the Group.

For more details of the relationship with stakeholders of the Group, please refer to the 2019 sustainability report of the Company.

FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK$4.21 cents per Share for the year ended December 31, 2019 (2018: HK$3.72 cents per Share). The final dividend will be payable on June 30, 2020 subject to the approval of the Shareholders at the AGM. Subject to the Companies Law, through a general meeting we may declare dividends in any currency but no dividend shall be declared in excess of the amount recommended by the Board. Our Articles of Association provide that dividends may be declared and paid out of our profit, realized or unrealized, or from any reserve of our Company lawfully available for distribution including share premium.

We also intended to distribute to our shareholders no less than 25% of our net distributable profit since the year ended December 31, 2014 and for each fiscal year thereafter. However, we will re-evaluate our dividend policy annually.

DIRECTORS' REPORT

CLOSURES OF THE REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Thursday, June 4, 2020 to Tuesday, June 9, 2020, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Wednesday, June 3, 2020.

For determining the entitlement to the proposed final dividend, the transfer books and register of members of the Company will be closed from Wednesday, June 17, 2020 to Friday, June 19, 2020, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend, subject to the approval of the Shareholders at the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, June 16, 2020.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in Note 43 to the audited consolidated financial statements.

MAJOR SUPPLIERS AND CUSTOMERS

For the year ended December 31, 2019, purchases from the Group's five largest suppliers accounted for 28.9% (2018: 30.0%) of the Group's total purchases and purchases from our single largest supplier accounted for 12.0% (2018: 9.2%) of the Group's total purchases.

During the year ended December 31, 2019, the combined revenue from the five largest customers did not exceed 30% of the total revenue of the Group.

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

PROPERTY AND EQUIPMENT

Details of the movements in property and equipment of the Group during the year ended December 31, 2019 are set out in Note 13 to the audited consolidated financial statements.

SHARE CAPITAL

During the year ended December 31, 2019, 40,786,000 ordinary shares were issued by exercise of share options. The total consideration received by the Company for the above issue is HK$201,750,362. Details of the movements in the Company's share capital during the year ended December 31, 2019 are set out in Note 32 to the audited consolidated financial statements.

RESERVES

Details of the movement in the reserves of the Group and the Company during the year ended December 31, 2019 are set out in the consolidated statement of changes in equity on page 68 of this Annual Report and Notes 33 and 45 to the audited consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

Details of the Company's reserves available for distribution to the Shareholders, calculated in accordance with the provisions of the Companies Law, as at December 31, 2019, are set out in Note 45 to the audited consolidated financial statements.

BORROWINGS

Details of the borrowings of the Group are set out in the section headed "Management Discussion and Analysis" in this Annual Report and Note 28 to the audited consolidated financial statements.

TAXATION

If Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the Shares, they are advised to consult their tax adviser.

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

For the year ended December 31, 2019, the Company repurchased 50,000 Shares on the Stock Exchange, at the highest and lowest prices of HK$5.28 and HK$5.23 per share, respectively. The repurchased Shares were subsequently cancelled in 2019. Saved as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended December 31, 2019.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association, or the law of Cayman Islands being the jurisdiction in which the Company is incorporated, under which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

CHARITABLE DONATIONS

During the year ended December 31, 2019, the Group made approximately RMB0.8 million charitable and other donations.

DIRECTORS' REPORT

DIRECTORS

The Directors during the year ended December 31, 2019 and up to the date of this Annual Report are:

Executive Directors

Mr. Bai Xiaojiang *(Chairman)*
Mr. Tan Leon Li-an *(Vice-Chairman)*
Mr. Wang Jisheng *(Chief Executive)*

Non-executive Directors

Mr. Ma Xiang
Mr. Lu Hesheng
Mr. Huang James Chih-cheng

Independent Non-executive Directors

Mr. Chen Qunlin
Mr. Luo Zhuping
Mr. Ho Man
Ms. Wu Jianwei[1]
(resigned on November 29, 2019)
Ms. Liang Yanjun[2]
(appointed on November 29, 2019)

Notes:

1. Ms. Wu Jianwei resigned as independent non-executive Director with effect from November 29, 2019 in order to devote more time to her other work commitments.

2. Ms. Liang Yanjun was appointed as non-executive Director with effect from November 29, 2019.

The biographical details of the Directors and senior management are set out in the section "Profiles of Directors and Senior Management" of this Annual Report.

In accordance with Article 108 of the Articles of Association, Mr. Bai Xiaojiang, Mr. Wang Jisheng and Mr. Ho Man shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election.

In accordance with Article 112 of the Articles of Association, Ms. Liang Yanjun, being appointed as Director by the Board on November 29, 2019 to fill a casual vacancy, shall retire at the AGM and, being eligible, has offered herself for re-election.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for a term of three years, each of such service agreements may be terminated by not less than one month's notice in writing served by either party on the other.

Each of the non-executive Directors and independent non-executive Directors was appointed to the Board pursuant to the respective letters of appointment for a term of three years. Each of such appointments may be terminated by not less than one month's notice in writing served by either party on the other.

Save as disclosed above, no Director proposed for re-election at the AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation other than the normal statutory compensation.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors to be independent.

TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save for as disclosed under the section headed "Permitted Indemnity Provision", no transaction, arrangement and contract of significance to which the Company, or any of its holding companies or subsidiaries or fellow subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year ended December 31, 2019 or at any time during the year ended December 31, 2019. In addition, no contract of significance between the Company, or any of its subsidiaries, and a controlling shareholder or any of its subsidiaries was made.

DIRECTORS' INTERESTS AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

As at the date of this Annual Report, none of the Directors nor their respective associates (as defined in the Listing Rules) had interests in businesses, which compete or are likely to compete, either directly or indirectly, with the businesses of the Company and its subsidiaries as required to be disclosed pursuant to the Listing Rules.

FSG Holding, the controlling shareholder of the Company, has provided an annual confirmation in respect of the compliance with non-competition undertaking (the "Undertaking") given by it.

The independent non-executive Directors have also reviewed the compliance by FSG Holding with the Undertaking during the year ended December 31, 2019. The independent non-executive Directors have confirmed that, as far as they can ascertain, there is no breach by FSG Holding of the Undertaking given by it.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended December 31, 2019.

REMUNERATION OF DIRECTORS

In compliance with the CG Code, the Company has established the Remuneration Committee to formulate remuneration policies. Directors' remuneration is subject to Shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties and responsibilities, the recommendations of the Remuneration Committee and the performance and results of the Group. No Director, or any of their respective associates, was involved in deciding his/her own remuneration.

Details of the remuneration of the Directors and the five highest paid individuals during the year ended December 31, 2019 are set out in Note 9 to the audited consolidated financial statements.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the financial year. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its Directors and officers.

EQUITY-LINKED AGREEMENT

Save for the Share Option Scheme of the Company as set out in this Annual Report, no equity-linked agreements were entered into by the Group, or existed during the year ended December 31, 2019.

SHARE OPTION SCHEME AND RESTRICTED SHARE INCENTIVE SCHEME

The Company adopted the Share Option Scheme on December 3, 2013 and shall be valid and effective for a period of 10 years from that date, subject to early termination by the Company in a general meeting or by the Board. The purpose of the Share Option Scheme is to provide incentives or rewards to participants for their contribution to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest. Under the Share Option Scheme, the Board may offer to grant an option to any directors or employees, or any advisors, consultants, suppliers, customers or shareholders of any members of the Group (the "Eligible Participants").

The Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the Shares in issue from time to time. The maximum number of Shares available for issue under options which may be granted under the Share Option Scheme or other share option scheme adopted by the Company must not in aggregate exceed 10% of the Shares in issue immediately following completion of the Global Offering (but taking no account of any Shares which may be allotted or issued pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus)), being 200,000,000 Shares, representing 8.87% of the issued shares as at the date of this Annual Report. The total number of Shares issued and which may fall to be issued upon exercise of the options granted pursuant to the Share Option Scheme to an Eligible Participant in any 12-month period shall not exceed 1% of the number of Shares in issue as at the date of grant unless approved by the Shareholders in general meeting.

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be determined by the Board provided that it shall not be less than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Share.

Upon acceptance of the option, the grantee shall pay HK$1 to the Company by way of consideration for the grant. An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

At the annual general meeting of the Company held on May 15, 2017, an ordinary resolution was passed, pursuant to which the scheme mandate limit under the Share Option Scheme approved on December 9, 2013 has been refreshed, allowing the Company to grant share options entitling holders thereof to subscribe for up to 210,000,000 Shares, representing approximately but not exceeding 10% of the issued share capital of the Company as at the date of passing the above resolution.

As at December 31, 2019, the total number of Shares available for issue upon exercise of the options granted under the Share Option Scheme was 66,056,000 Shares (representing 2.93% of the issued shares of the Company as at the date of this Annual Report).

Set out below are the details of movements in the outstanding options granted under the Share Option Scheme during the year ended December 31, 2019:

Name of Grantees	Date of grant	Exercise price per Share (HK$)	Closing price per Share immediately before the date of grant (HK$)	Options balance outstanding as at January 1, 2019	Options granted during the year ended December 31, 2019	Options exercised during the year ended December 31, 2019	Options lapsed during the year ended December 31, 2019	Options cancelled during the year ended December 31, 2019	Options outstanding as at December 31, 2019	Exercisable period
Directors										
Bai Xiaojiang	March 19, 2015	3.126	3.16	1,500,000	–	1,500,000[1]	–	–	–	March 19, 2017 to March 18, 2019
	March 24, 2016	5.824	5.54	2,000,000	–	2,000,000[2]	–	–	–	March 24, 2018 to March 23, 2020
	April 27, 2016	5.466	5.57	1,000,000	–	1,000,000[3]	–	–	–	April 27, 2018 to April 26, 2020
	March 20, 2017	4.850	4.82	5,000,000	–	–	–	–	5,000,000	March 20, 2019 to March 19, 2021
Tan Leon Li-an	March 24, 2016	5.824	5.54	500,000	–	500,000[4]	–	–	–	March 24, 2018 to March 23, 2020
Wang Jisheng	March 19, 2015	3.126	3.16	1,500,000	–	1,500,000[1]	–	–	–	March 19, 2017 to March 18, 2019
	March 24, 2016	5.824	5.54	2,000,000	–	2,000,000[2]	–	–	–	March 24, 2018 to March 23, 2020
	April 27, 2016	5.466	5.57	1,000,000	–	1,000,000[3]	–	–	–	April 27, 2018 to April 26, 2020
	March 20, 2017	4.850	4.82	5,000,000	–	–	–	–	5,000,000	March 20, 2019 to March 19, 2021
Ma Xiang	March 24, 2016	5.824	5.54	500,000	–	–	–	–	500,000	March 24, 2018 to March 23, 2020
Lu Hesheng	March 19, 2015	3.126	3.16	500,000	–	500,000[5]	–	–	–	March 19, 2017 to March 18, 2019
	March 24, 2016	5.824	5.54	500,000	–	–	–	–	500,000	March 24, 2018 to March 23, 2020
	March 20, 2017	4.850	4.82	500,000	–	–	–	–	500,000	March 20, 2019 to March 19, 2021
Chen Qunlin	March 19, 2015	3.126	3.16	300,000	–	300,000[6]	–	–	–	March 19, 2017 to March 18, 2019
	March 24, 2016	5.824	5.54	300,000	–	–	–	–	300,000	March 24, 2018 to March 23, 2020
	March 20, 2017	4.850	4.82	300,000	–	–	–	–	300,000	March 20, 2019 to March 19, 2021
Luo Zhuping	March 19, 2015	3.126	3.16	300,000	–	300,000[6]	–	–	–	March 19, 2017 to March 18, 2019
	March 24, 2016	5.824	5.54	300,000	–	–	–	–	300,000	March 24, 2018 to March 23, 2020
	March 20, 2017	4.850	4.82	300,000	–	–	–	–	300,000	March 20, 2019 to March 19, 2021
Ho Man	March 19, 2015	3.126	3.16	300,000	–	300,000[6]	–	–	–	March 19, 2017 to March 18, 2019
	March 24, 2016	5.824	5.54	300,000	–	–	–	–	300,000	March 24, 2018 to March 23, 2020
	March 20, 2017	4.850	4.82	300,000	–	–	–	–	300,000	March 20, 2019 to March 19, 2021
Wu Jianwei[10]	March 19, 2015	3.126	3.16	300,000	–	300,000[6]	–	–	–	March 19, 2017 to March 18, 2019
	March 24, 2016	5.824	5.54	300,000	–	300,000[7]	–	–	–	March 24, 2018 to March 23, 2020
	March 20, 2017	4.850	4.82	300,000	–	–	300,000	–	–	March 20, 2019 to March 19, 2021
Other employees of the Group (in aggregate)	March 19, 2015	3.126	3.16	9,799,000	–	8,299,000[8]	1,500,000	–	–	March 19, 2017 to March 18, 2019
	March 24, 2016	5.824	5.54	35,443,000	–	20,987,000[9]	–	–	14,456,000	March 24, 2018 to March 23, 2020
	March 20, 2017	4.850	4.82	38,300,000	–	–	–	–	38,300,000	March 20, 2019 to March 19, 2021
Total				108,642,000	–	40,786,000	1,800,000	–	66,056,000	

Note 1: The weighted average closing price of the Shares immediately before the dates on which these options were exercised is HK$5.81.

Note 2: The weighted average closing price of the Shares immediately before the dates on which these options were exercised is HK$6.35.

Note 3: The weighted average closing price of the Shares immediately before the dates on which these options were exercised is HK$7.16.

Note 4: The weighted average closing price of the Shares immediately before the dates on which these options were exercised is HK$7.03.

Note 5: The weighted average closing price of the Shares immediately before the dates on which these options were exercised is HK$6.96.

Note 6: The weighted average closing price of the Shares immediately before the dates on which these options were exercised is HK$5.78.

Note 7: The weighted average closing price of the Shares immediately before the dates on which these options were exercised is HK$6.76.

Note 8: The weighted average closing price of the Shares immediately before the dates on which these options were exercised is HK$5.66.

Note 9: The weighted average closing price of the Shares immediately before the dates on which these options were exercised is HK$6.97.

Note 10: Ms. Wu Jianwei resigned as Director with effect from November 11, 2019.

Save as disclosed above, no options were granted, exercised, cancelled or lapsed under the Share Option Scheme during the year ended December 31, 2019.

We have adopted the Restricted Share Incentive Scheme on November 29, 2019 to provide incentive or reward to eligible participants including directors and employees for their contribution or potential contribution to the Group. As at December 31, 2019, no Restricted Shares were granted under the Restricted Incentive Scheme. For more details, please refer to our announcement dated November 29, 2019.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at December 31, 2019, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which (a) were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (b) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

(i) Interest in the Shares

Name of Directors	Capacity	Nature of Interest	Number of Shares	Approximate percentage of the issued share capital of the Company
Mr. Bai Xiaojiang	Beneficiary of a trust (Note 1)	Long position	96,600,000	4.28%
	Beneficial owner	Long position	10,453,452	0.46%
Mr. Wang Jisheng	Beneficiary of a trust (Note 2)	Long position	96,600,000	4.28%
	Beneficial owner	Long position	10,453,452	0.46%
Mr. Tan Leon Li-an	Beneficial owner	Long position	900,000	0.04%
Mr. Lu Hesheng	Interest in a controlled corporation (Note 3)	Long position	27,600,000	1.22%
Mr. Huang James Chih-cheng	Beneficial owner	Long position	400,000	0.02%

Notes:

1. Mr. Bai Xiaojiang is interested in the entire issued share capital of Wish and Catch, which in turn is interested in approximately 4.28% of the issued share capital of the Company. These shares are held indirectly under a trust, UBS Trustees (BVI) Limited, of which Mr. Bai Xiaojiang is a beneficiary.

2. Mr. Wang Jisheng is interested in the entire issued share capital of Peaceful Field, which in turn is interested in approximately 4.28% of the issued share capital of the Company. These shares are held indirectly under a trust, UBS Trustees (BVI) Limited, of which Mr. Wang Jisheng is a beneficiary.

3. Mr. Lu Hesheng is interested in the entire issued share capital of Grand Fire, which in turn is interested in approximately 1.22% of the issued share capital of the Company.

(ii) Interest in underlying Shares of share options

The Directors have been granted options under the Share Option Scheme, details of which are set out in "Share Option Scheme and Restricted Share Incentive Scheme" above.

Save as disclosed above, as at year ended December 31, 2019, neither the Directors nor chief executive of the Company (including their spouses and children under 18 years of age) 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) as recorded in the register required to be kept under section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at December 31, 2019, so far as the Directors or the chief executive of the Company were aware, the Substantial Shareholders, other than the Directors or chief executive of the Company, who had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Substantial Shareholders	Capacity	Nature of Interest	No. of Shares	Approximate percentage of the issued share capital of the Company
FSG Holding	Beneficial owner	Long position	388,318,000	17.21%
Mr. Tan Tize Shune (also know as "Tan Chih Chun")	Founder of a discretionary trust (Note 1)	Long position	388,318,000	17.21%
Perfect Score	Beneficial owner	Long position	483,000,000	21.41%
Zhongfu	Interest in a controlled corporation (Note 2)	Long position	483,000,000	21.41%
Hongfu	Interest in a controlled corporation (Note 3)	Long position	483,000,000	21.41%
NGO 1	Interest in a controlled corporation (Note 4)	Long position	483,000,000	21.41%
NGO 2	Interest in a controlled corporation (Note 5)	Long position	483,000,000	21.41%

Name of Substantial Shareholders	Capacity	Nature of Interest	No. of Shares	Approximate percentage of the issued share capital of the Company
UBS Trustees (BVI) Limited	Trustee	Long position	193,200,000	8.56%
Sunshine Life Insurance Co., Ltd.* (陽光人壽保險股份有限公司)	Beneficial owner (Note 6)	Long position	151,482,000	6.72%
Sunshine Insurance Group Co., Ltd.* (陽光保險集團股份有限公司)	Interest in a controlled corporation (Note 6)	Long position	151,482,000	6.72%

* The English translation is for identification purpose only

Notes:

1. Mr. Tan Tize Shune (also known as "Tan Chih Chun"), the father of Tan Leon Li-an, is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of FSG Holding through (i) being a settlor of a trust, which in turn is interested in the entire issued share capital of Pacific Millennium Investment Corporation, the largest shareholder of FSG Holding; and (ii) being a settlor of another trust, which in turn is interested in the entire issued share capital of Fast Answer Limited, the third largest shareholder of FSG Holding. Together, Mr. Tan Tize Shune is interested in an aggregate of 48.15% of the issued share capital of FSG Holding. Accordingly, Mr. Tan Tize Shune is deemed or taken to be interested in approximately 17.21% of the issued share capital of the Company in which FSG Holding is interested in.

2. Perfect Score is a direct wholly-owned subsidiary of Zhongfu and Zhongfu is deemed or taken to be interested in approximately 21.41% of the issued share capital of the Company in which Perfect Score is interested in.

3. Zhongfu is a direct wholly-owned subsidiary of Hongfu and Hongfu is deemed or taken to be interested in approximately 21.41% of the issued share capital of the Company in which Perfect Score is interested in.

4. Hongfu is owned by NGO 1 as to 50% and NGO 1 is deemed or taken to be interested in approximately 21.41% of the issued share capital of the Company in which Perfect Score is interested in.

5. Hongfu is owned by NGO 2 as to 50% and NGO 2 is deemed or taken to be interested in approximately 21.41% of the issued share capital of the Company in which Perfect Score is interested in.

6. Sunshine Insurance Group Co., Ltd is interested in approximately 99.99% of the issued share capital of Sunshine Life Insurance Co., Ltd and therefore Sunshine Insurance Group Co., Ltd is deemed or taken to be interested in approximately 6.72% of the issued share capital of the Company in which Sunshine Life Insurance Co., Ltd is interested in.

Save as disclosed above, as at December 31, 2019, so far was known to the Directors, no other persons (other than the Directors or chief executives) had any interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "Share Option Scheme and Restricted Share Incentive Scheme" above, at no time during the year ended December 31, 2019 were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries or any of its holding companies or any of subsidiaries of its holding companies a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.

EMPLOYEE RETIREMENT BENEFITS

Particulars of the employee retirement benefits of the Group are set out in Note 40 to the audited consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained the public float as required by the Listing Rules during the year ended December 31, 2019.

CONNECTED TRANSACTION

(1) Shandong World Trade Centre and Shandong Fu Shou Yuan entered into a loan agreement on January 1, 2016 and renewed at the end of each year, pursuant to which Shandong World Trade Centre provided a shareholder loan to Shandong Fu Shou Yuan. As at December 31, 2019, the loan remaining outstanding amounted to approximately RMB17.0 million. The interest rate is approximately 6.090% per annum.

The reason for entering into the shareholder's loan with Shandong World Trade Centre (the "Loan") was for the purpose of acquiring land for the cemetery operation of Shandong Fu Shou Yuan. In considering the funding requirement for payment of the land premium, Shandong World Trade Centre and Shanghai Fu Shou Yuan (one of our wholly owned subsidiaries), the shareholders of Shandong Fu Shou Yuan, had provided their funding to Shandong Fu Shou Yuan by way of the shareholders' loan based on the respective shareholding percentages in addition to the registered capital.

Shandong World Trade Centre is a connected person of the Company at subsidiary level as it is a substantial shareholder of Shandong Fu Shou Yuan and owns 50% equity interest in Shandong Fu Shou Yuan. The Loan constituted a continuing connected transaction.

The Directors are of the view that the Loan, being a form of financial assistance (as defined under the Listing Rules), was provided by Shandong World Trade Centre for our benefit on normal commercial terms where no security over the Company's assets was granted in respect of the Loan. The Loan is exempted from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.90 of the Listing Rules.

(2) Chongqing Guolong Agricultural Science and Technology Development Co. Ltd. (重慶國隆農業科技發展有限公司) ("Chongqing Guolong") and Xiyuan Fu Shou Yuan entered into a loan agreement on November 28, 2017, pursuant to which Chongqing Guolong provided a shareholder loan to Xiyuan Fu Shou Yuan. As at December 31, 2019, the loan remaining outstanding amounted to approximately RMB27.0 million. The interest rate is approximately 4.350% per annum.

The reason for entering into the shareholder's loan with Chongqing Guolong (the "Loan") was to fund the cemetery development. In considering the funding requirement, Chongqing Guolong, a shareholder of Xiyuan Fu Shou Yuan, and Shanghai Fu Shou Yuan, one of our wholly-owned subsidiaries, provided their funding to Xiyuan Fu Shou Yuan by way of the shareholder's loan based on the respective shareholding percentages in addition to the registered capital.

Chongqing Guolong is a connected person of the Company at subsidiary level it is a substantial shareholder of Xiyuan Fu Shou Yuan and owns 49% equity interest in Xiyuan Fu Shou Yuan. The Loan constituted a continuing connected transaction.

The Directors are of the view that the Loan, being a form of financial assistance (as defined under the Listing Rules), was provided by Chongqing Guolong for our benefit on normal commercial terms where no security over the Company's assets was granted in respect of the Loan. The Loan is exempted from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.90 of the Listing Rules.

(3) Nanchang Municipal Public Asset Management Co., Ltd. (南昌市政公用資產管理有限公司) ("Nanchang Municipal") and Nanchang Hongfu entered into a loan agreement on December 19, 2019, pursuant to which Nanchang Municipal provided a shareholder loan to Nanchang Hongfu. As at December 31, 2019, the loan remaining outstanding amounted to approximately RMB6.0 million. The interest rate is approximately 6.00% per annum.

The reason for entering into the shareholder's loan with Nanchang Municipal (the "Loan") was for the purpose of replenishing liquidity .

Nanchang Municipal is a connected person of the Company at subsidiary level as it is a substantial shareholder of Nanchang Hongfu and owns 49.11% equity interest in Nanchang Hongfu. The Loan constituted a continuing connected transaction.

The Directors are of the view that the Loan, being a form of financial assistance (as defined under the Listing Rules), was provided by Nanchang Municipal for our benefit on normal commercial terms where no security over the Company's assets was granted in respect of the Loan. The Loan is exempted from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.90 of the Listing Rules.

AUDIT COMMITTEE

The Audit Committee had reviewed together with the management and external auditor the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended December 31, 2019.

AUDITOR

The financial statements of the Group for the year ended December 31, 2019 have been audited by Deloitte Touche Tohmatsu, auditor of the Company, who shall retire and, being eligible, have offered itself for re-appointment as auditor at the AGM.

A resolution will be proposed at the AGM to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorize the Board to fix the remuneration of auditor.

By order of the Board
Fu Shou Yuan International Group Limited
Bai Xiaojiang
Chairman

Hong Kong, March 13, 2020

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE REPORT

The Board is pleased to present the corporate governance report of the Company for the year ended December 31, 2019.

CORPORATE GOVERNANCE PRACTICES

The Company recognizes the importance of corporate transparency and accountability. The Company is committed to achieving a high standard of corporate governance and leading the Group to attain better results and improve its corporate image with effective corporate governance procedures.

The Company has adopted the CG Code as its own code of corporate governance.

The Board is of opinion that the Company has complied with the code provisions as set out in the CG Code throughout the year ended December 31, 2019.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its own code of conduct regarding Directors' dealings in securities of the Company. The Company has made specific enquiry to all the Directors, each of them confirmed that they have complied with the required standards of dealing as set out in the Model Code throughout the year ended December 31, 2019.

To comply with the code provision A.6.4 of the CG Code, the Company has also established and adopted a code of conduct regarding its employees' securities transactions, on terms no less exacting than the standards set out in the Model Code, for compliance by its relevant employees who are likely to be in possession of inside information in relation to the Company or its securities because of their offices or employments.

No incident of non-compliance with the Model Code by the Directors and the relevant employees of the Company were noted by the Company throughout the year ended December 31, 2019.

THE BOARD OF DIRECTORS

Board composition

The Board currently comprises three executive Directors, three non-executive Directors and four independent non-executive Directors. The composition of the Board is set out as follows:

Executive Directors

Mr. Bai Xiaojiang *(Chairman)*
Mr. Tan Leon Li-an *(Vice-Chairman)*
Mr. Wang Jisheng *(Chief Executive)*

Non-executive Directors

Mr. Ma Xiang
Mr. Lu Hesheng
Mr. Huang James Chih-cheng

Independent Non-executive Directors

Mr. Chen Qunlin
Mr. Luo Zhuping
Mr. Ho Man
Ms. Wu Jianwei (resigned on November 29, 2019)
Ms. Liang Yanjun (appointed on November 29, 2019)

The biographical details of the Directors are set out in the section of "Profiles of Directors and Senior Management" of this Annual Report.

Throughout the year ended December 31, 2019, the Board has at all times met the requirements of Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise, and independent non-executive directors representing at least one-third of the board of the directors.

None of the Directors has any relationship (including financial, business, family or other material/relevant relationship) with any other Directors.

Board Meetings, Board Committees Meetings and General Meetings

The Board meets regularly to discuss and formulate the overall strategy as well as the operation and financial performance of the Group. Directors may participate either in person or through electronic means of communications.

The Board should meet regularly and Board meetings should be held at least four times a year. At least 14 days' notice of all regular Board meetings is given to the Directors who are given the opportunity to include other matters in the agenda of meetings.

During the year ended December 31, 2019. The Board held 5 meetings.

The attendance records of the individual Directors at the meetings of the Board, Audit Committee, Nomination Committee, Remuneration Committee and Compliance Committee and the general meeting for the year ended December 31, 2019 are set out as follows:

	No. of Meetings Attended/Held					
Name of Directors	Board Meetings	Audit Committee Meetings	Nomination Committee Meetings	Remuneration Committee Meetings	Compliance Committee Meetings	Annual General Meeting
Executive Directors						
Mr. Bai Xiaojiang	5/5	–	2/2	–	–	1/1
Mr. Tan Leon Li-an	3/5	–	–	2/2	–	1/1
Mr. Wang Jisheng	5/5	–	2/2	–	–	1/1
Non-executive Directors						
Mr. Ma Xiang	5/5	–	–	–	–	1/1
Mr. Lu Hesheng	5/5	–	–	–	–	1/1
Mr. Huang James Chih-cheng	5/5	2/2	–	–	–	1/1
Independent non-executive Directors						
Mr. Chen Qunlin	4/5	–	2/2	2/2	2/2	1/1
Mr. Luo Zhuping	5/5	2/2	2/2	2/2	2/2	1/1
Mr. Ho Man	5/5	2/2	2/2	–	2/2	1/1
Ms. Wu Jianwei (resigned on November 29, 2019)	5/5	–	–	–	2/2	1/1
Ms. Liang Yanjun (appointed on November 29, 2019)	1/1	–	–	–	1/1	–

Except for the annual general meeting, the Company did not hold any other general meeting during the year ended December 31, 2019.

Appointment, Re-election and Removal of Directors

Each of the executive Directors has entered into a service agreement with the Company for a term of three years.

Each of the non-executive Directors and independent non-executive Directors was appointed to the Board pursuant to the respective letters of appointment for a term of three years.

The procedures and process of appointment, re-election and removal of Directors are governed by the Articles of Association. The Board, with the recommendation of the Nomination Committee, is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment of Directors and assessing the independence of independent non-executive Directors.

The Articles of Association provides that any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting, or as an additional to the existing Board shall hold office only until the following annual general meeting of the Company and shall then be eligible for re-election at such meeting.

In accordance with the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being or, if the number is not 3 or a multiple of 3, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years and, being eligible, offer themselves for re-election.

The Shareholders may, at any general meetings convened and held in accordance with the Articles of Association, remove a Director by ordinary resolution at any time before the expiration of his term of office notwithstanding anything to the contrary in the Articles of Association or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead.

Directors' Responsibilities for Financial Statements

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the financial statements of the Group are published in a timely manner.

The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going concern basis.

The reporting responsibilities of the Company's external auditor on the financial statements of the Group are set out in the section of "Independent Auditor's Report" in this Annual Report.

CORPORATE GOVERNANCE REPORT

Responsibilities of and Delegation by the Board

The Board is responsible for the overall leadership of the Group, overseeing the Group's strategic decisions and monitoring business and performance.

The management, consisting of executive Directors along with other senior executives, is delegated with responsibilities for implementing the strategy and direction as adopted by the Board from time to time, and conducting the day-to-day operations of the Group. Executive Directors and senior executives meet regularly to review the performance of the businesses of the Group as a whole, co-ordinate overall resources and make financial and operational decisions. The Board also gives clear directions as to their powers of management including circumstances where management should report back, and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group. A memorandum on respective functions of the Board and management of the Company has been established in writing.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its Shareholders at all times.

Independent Non-Executive Directors

Mr. Chen Qunlin, Mr. Luo Zhuping, Mr. Ho Man and Ms. Liang Yanjun, being independent non-executive Directors, have made confirmations of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Chen Qunlin, Mr. Luo Zhuping, Mr. Ho Man and Ms. Liang Yanjun meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent to the Company in accordance with the terms of such guidelines.

Continuous Professional Development

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has arranged trainings for Directors in the form of seminar and provision of training materials. All Directors have provided their training records to the Company.

During the year ended December 31, 2019, all Directors, including Mr. Bai Xiaojiang, Mr. Tan Leon Li-an, Mr. Wang Jisheng, Mr. Ma Xiang, Mr. Lu Hesheng, Mr. Huang James Chih-cheng, Mr. Chen Qunlin, Mr. Luo Zhuping, Mr. Ho Man and Ms. Liang Yanjun, have been given relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest and business of the Group, and Mr. Bai Xiaojiang, Mr. Tan Leon Li-an, Mr. Wang Jisheng, Mr. Ma Xiang, Mr. Lu Hesheng, Mr. Huang James Chih-cheng, Mr. Chen Qunlin, Mr. Luo Zhuping, Mr. Ho Man, Ms. Liang Yanjun and Ms. Wu Jianwei have attended a training regarding Directors' duties, obligation of listed company, obligation of information disclosure and environmental, social and governance reporting.

Chairman and Chief Executive

The positions of the chairman ("Chairman") and the chief executive ("Chief Executive") of the Company are held separately. The role of Chairman is held by Mr. Bai Xiaojiang, and the role of Chief Executive is held by Mr. Wang Jisheng. The Chairman provides leadership and governance for the Board so as to create the conditions for the effective performance of the Board as a whole and effective contribution by individual Director and to ensure that the Board performs its responsibilities and all key and appropriate issues are discussed by the Board in a timely manner. The Chief Executive has the delegated power to manage the Company and to oversee the activities of the Company on a day- to-day basis.

The division of responsibilities between the Chairman and the Chief Executive is defined and established in writing.

Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of Directors and their corporate governance duties include:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- to review the Company's compliance with the code provisions of the CG Code and disclosure in the corporate governance report under the Listing Rules.

The Compliance Committee is delegated to discharge the above corporate governance functions and has reported back to the Board.

The Compliance Committee has reviewed the Company's policies and practices on corporate governance and this corporate governance report.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES

The Board has established four committees and has delegated various responsibilities to the committees including the Audit Committee, the Remuneration Committee, the Nomination Committee and the Compliance Committee. All the Board committees perform their distinct roles in accordance with their respective terms of reference which are available on the websites of the Company and the Stock Exchange. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 of the CG Code. The terms of reference of the Audit Committee has been updated and published on the websites of the Stock Exchange and the Company on December 30, 2015. The updated terms of reference of the Audit Committee includes the duty of review of risk managements. The primary duties of the Audit Committee are, but not limited to, to assist the Board in providing an independent view of the effectiveness of the financial reporting process, the internal control and risk management system of the Group, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee currently comprises three members, namely Mr. Ho Man and Mr. Luo Zhuping, the independent non-executive Directors, and Mr. Huang James Chih-cheng, the non-executive Director. Mr. Ho Man is the chairman of the Audit Committee.

During the year ended December 31, 2019, the Audited Committee held 2 meetings. It had reviewed and discussed the interim and annual financial statements, the interim and annual result announcements and reports, the accounting principles and practices adopted by the Group and the effectiveness of the internal control of the Group and recommended the re-appointment of auditor to the Board.

Remuneration Committee

The Company has established the Remuneration Committee with written terms of reference in compliance with paragraph B.1 of the CG Code. The primary duties of the Remuneration Committee are, but not limited to, to evaluate and make recommendations to the Board regarding the remuneration packages and compensation of the executive Directors and senior management. In addition, the Remuneration Committee conducts reviews of the performance, and determines the remuneration structure of the senior management of the Company.

The Remuneration Committee currently comprises three members, namely Mr. Luo Zhuping and Mr. Chen Qunlin, the independent non-executive Directors, and Mr. Tan Leon Li-an, the vice-chairman and executive Director. Mr. Luo Zhuping is the chairman of the Remuneration Committee.

During the year ended December 31, 2019, the Remuneration Committee held 2 meetings. It had reviewed the Company's remuneration policy and structure and the remuneration package for Directors and senior management.

Nomination Committee

The Company has established the Nomination Committee with written terms of reference in compliance with paragraph A.5 of the CG Code. The primary functions of the Nomination Committee are, but not limited to, to formulate nomination policies for consideration of the Board, implement the nomination policies laid down by the Board, and make recommendations to the Board to fill vacancies on the same.

The Nomination Committee currently comprises five members, namely Mr. Bai Xiaojiang, the chairman and executive Director, Mr. Wang Jisheng, the executive Director, Mr. Luo Zhuping, Mr. Chen Qunlin and Mr. Ho Man, the independent non-executive Directors. Mr. Bai Xiaojiang is the chairman of the Nomination Committee.

During the year ended December 31, 2019, the Nomination Committee held 2 meetings. It had reviewed the re-appointment of directors, the structure, size and composition of the Board, the board diversity policy, and the retirement and rotation plan of the Directors and assessed the independence of each independent non-executive Director.

Compliance Committee

The Company has established the Compliance Committee with written terms of reference. The primary functions of the Compliance Committee are, but not limited to, to review and monitor the legal and compliance aspects of the Group to ensure that the Group is in compliance with all applicable laws and regulations and corporate governance policy. The Compliance Committee has the power to seek external counsel's advice.

The Compliance Committee currently comprises four members, namely Ms. Liang Yanjun, Mr. Chen Qunlin, Mr. Luo Zhuping and Mr. Ho Man, all being the independent non-executive Directors. Ms. Liang Yanjun is the chairman of the Compliance Committee.

During the year ended December 31, 2019, Ms. Wu Jianwei was the committee chairman until she resigned with effect from November 29, 2019 and Ms. Liang Yanjun was appointed as the committee chairman on November 29, 2019.

During the year ended December 31, 2019, the Compliance Committee held 2 meetings. It had reviewed the policies and practices on corporate governance and made recommendation to the Board, reviewed the training and continuous professional development of Directors and senior management, the policies and practices on compliance with legal and regulatory requirements, the codes of conduct applicable to employees and Directors and the compliance with the corporate governance code and disclosure in the corporate governance report.

NOMINATION POLICY AND BOARD DIVERSITY

With a view to enhancing the Board effectiveness and corporate governance, the Board should include a balanced composition of executive and non-executive Directors (including independent non-executive Directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgment.

The Company has adopted a nomination policy and a board diversity policy with measurable objectives. The Nomination Committee evaluates the balance and blend of skills, experience and diversity of perspectives of the Board. Selection of candidates is based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity professional experience, skills, knowledge, length of services and other qualities essential to the Company's business, and merit and contribution that the selected candidates will bring to the Board. The Nomination Committee and the Board will review such measurable objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

After receiving recommendations regarding the appointment of new directors or re-appointment of retiring directors, the chairman of the Nomination Committee will convene a Nomination Committee meeting to perform sufficient due diligence. Upon the review by and approval from the Nomination Committee, the committee will convene a Board meeting where recommendations will be made to the Board for consideration and approval. As considered and approved by the Board, the proposed directors will be subject to re-election at a general meeting.

REMUNERATION OF THE MEMBERS OF THE SENIOR MANAGEMENT BY BAND

Details of the remuneration of the Directors are set out in Note 9 to the audited consolidated financial statements. Save as disclosed therein, there is other 5 individuals of senior management. Pursuant to paragraph B.1.5 of the CG Code, their remuneration by band for the year ended December 31, 2019 is set out below:

Remuneration bands	**Number of individual**
HK$500,001 to HK$1,000,000	1
HK$2,000,001 to HK$2,500,000	2
HK$2,500,001 to HK$3,000,000	1
HK$3,000,001 to HK$3,500,000	1

EXTERNAL AUDITOR'S REMUNERATION

During the year ended December 31, 2019, the remunerations paid or payable to the external auditor of the Company in respect of audit and non-audit services provided to the Group are set out as below:

	Fees payable or paid	
	2019	2018
	RMB'000	RMB'000
Services rendered for the Group		
Audit Services	**2,800**	2,800
Interim Results Review	**1,000**	1,000
Other service	**—**	—
Total Fees	**3,800**	3,800

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for maintaining an effective internal control system to safeguard the Group's assets and shareholders' interests, and regularly conducts review and on-going monitoring on the risk management and internal control system to ensure the effectiveness of the implementation of the internal control system. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group has maintained an internal audit function and has established its internal control system focused on risk management, including company management policies and systems in written form, clearly defined organizational structure and responsibilities authorization system, stable and reliable financial management data and reports, and stringent risk management and appraisal system on the supervision over internal control.

The Group continuously improves and regulates its internal control management policies and systems by strictly complying with national laws and regulations and the regulatory requirements under the Stock Exchange. Through objective identification, analysis and evaluation of the enterprise's risk events as well as in-depth analysis of the main aspects of internal control, the Group has established its internal control management system covering major businesses and risk matters regarding to its operation and management with limited management resources to focus on core issues. The Group has adopted three-level risk management and internal control authorization structural system: the Board, senior management and Group headquarters management center as well as all branches and subsidiaries. The Board is the supreme decision-making body for the Company's risk management and internal control; the senior management and Group headquarters management center achieves effective identification and control of the risks related to all material matters; and all branches and subsidiaries implement direct risk management and internal control function for their respective operations.

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company:

- is required to disclose inside information as soon as reasonably practicable in accordance with the SFO and the Listing Rules
- conducts its affairs with close regard to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission
- has included in the code of conduct of the Company a strict prohibition on the unauthorised use of confidential or inside information
- ensures, through the Company's own internal reporting processes and the consideration of their outcome by senior management, the appropriate handling and dissemination of inside information

The Group has commenced risk assessment by conducting risk ranking, and in the previous year, the significant risks were under control and their rankings have dropped. In addition, the Group has formulated risk management plan to ensure the identification, assessment, management, control and reporting of all significant risks of the Group are carried out according to a unified guideline, and are reported to the senior management, Audit Committee and the Board when necessary. Such guideline stipulates the group risk management policies and procedures which are carried out with the common risk management methods.

During the year ended December 31, 2019, the Board has annually reviewed the effectiveness and efficiency of the implementation of its risk management and internal control systems, which covered all material financial, operational and compliance control and risk management. The Company considered them effective and adequate. The independent internal control consultant and the internal audit department reported directly to the audit committee, compliance committee and/or the Board semi-annually. There was no significant risks found by the independent internal control consultant in the risk assessment.

In addition, the Board reviewed and considered the adequacy of resources, staff qualifications and experience, training programmes and relevant budget of the Company's accounting, risk management, internal audit and financial reporting functions.

The Board considers that the Group was able to maintain established and effective risk management and internal control systems during the year ended December 31, 2019.

COMPANY SECRETARY

The company secretary of the Company is Ms. Hu Yi ("Ms. Hu"). At present, Ms. Hu is responsible for investor relations, corporate finance and corporate governance of the Group.

Ms. Hu had taken no less than 15 hours of the relevant professional training on review of Listing Rules and other compliance requirements during the year ended December 31, 2019.

SHAREHOLDERS' RIGHTS

The Company encourages the Shareholders to attend the general meetings of the Company. Directors, chairman of each of the Audit Committee, Remuneration Committee, Nomination Committee, Compliance Committee (or a delegated member of the Committee), chairman of the independent board committee (if any) and management will attend the annual general meeting to answer queries about the Group's business.

The Procedures for Shareholders to Convene an Extraordinary General Meeting ("EGM") and for Putting Forward Proposals at General Meeting

Pursuant to Article 64 of Articles of Association, extraordinary general meeting of the Company shall be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company at the headquarter of the Company in the PRC, which is presently situated at Room 1306, No. 88 Cao Xi Road North, Shanghai, China 200030, for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition and signed by the requisitionist(s) (the "Requisitionist(s)").

The request will be verified with the Company's Hong Kong share registrar and upon its confirmation that the request is proper and in order, the Board will convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders.

On the contrary, if the request has been verified not in order, the Shareholders will be advised of this outcome and accordingly, an EGM will not be convened as requested. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The procedures for the Shareholders to propose a person for election as a director is posted on the website of the Company.

Investor Relations and Communications with Shareholders

The Company holds general meetings which offer a valuable forum for dialogue and interaction with management. Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at general meetings for and on their behalf if they are unable to attend the general meetings. Shareholders may also put forward their enquiries to the Board at the general meetings of the Company. The Board members, chairmen or members of respective Board committees, and external auditor of the Company and such other person as the Board deems appropriate shall attend the general meetings of the Company to respond to questions addressed to the Company.

Shareholders, investors and members of the public should direct their questions about their shareholdings to the Company's Hong Kong Share Registrar. The contact details for the Hong Kong Share Registrar are as follows:

Computershare Hong Kong Investor Services Limited
Shop 1712–1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong
Telephone: (852) 2862 8555
Fax: (852) 2865 0990
Email: hkinfo@computershare.com.hk
Website: www.computershare.com

To contact the Company in relation to your query on investor relations, or for Shareholders who intend to put forward their enquiries about the Company to the Board, the contact details are as follows:

Address: Room 1306, No. 88 North Cao Xi Road North, Shanghai, China
Telephone: (86) 21 54255151 (board secretary office)
Email: ir@fsygroup.com

Constitutional Documents

During the year ended December 31, 2019, there had been no change in the Company's constitutional documents.

INDEPENDENT AUDITOR'S REPORT

Deloitte. 德勤

TO THE SHAREHOLDERS OF FU SHOU YUAN INTERNATIONAL GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Fu Shou Yuan International Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 65 to 187, which comprise the consolidated statement of financial position as at December 31, 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

KEY AUDIT MATTERS — *continued*

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of goodwill arising from acquisitions	
We identified the impairment assessment of goodwill arising from acquisitions of businesses as a key audit matter due to significance of the Group's goodwill in the context of the consolidated financial statements, combined with the significant judgments and estimates exercised by the management. As disclosed in Note 17 to the consolidated financial statements, as at December 31, 2019, the carrying amount of goodwill amounted to approximately RMB442 million. As set out in Note 4 to the consolidated financial statements, the impairment assessment of goodwill is dependent on certain significant inputs and estimations that involve management's judgments, including the calculation of value in use of each cash-generating units ("CGUs") to which goodwill has been allocated. In estimate the value in use of the CGUs, key assumptions include projections of cash flows, growth rates and discount rates based on management's view of future business. Details of such estimations are disclosed in Note 17.	Our procedures in relation to the impairment assessment of goodwill arising from acquisitions included: • Obtaining an understanding of management controls over the impairment assessment of goodwill; • Examining the determination of recoverable amounts which are the value in use of cash-generating units to which goodwill has been allocated and obtaining an understanding of financial positions and future prospects of respective cash-generating units; • Obtaining the cash flow forecasts prepared by management, reviewing and discussing with management on the major assumptions adopted in the cash flow forecasts for each cash-generating unit and checking arithmetic accuracy of the forecast calculation; • Comparing cash flow projections to supporting evidence, such as approved budgets, and evaluating the reasonableness of these budgets with reference to the past performance and future prospects of respective cash-generating units as well as our knowledge of the business; • Comparing the growth rates used to historical growth rates for business of respective cash-generating units; • Assessing the sensitivity analysis prepared by management on the significant assumptions to evaluate the extent of impact of these assumptions on the cash flow forecasts; and • Engaging our internal valuation expert to assess the discount rates used in the impairment assessment model by benchmarking against independent data.

KEY AUDIT MATTERS – *continued*

Key audit matter	How our audit addressed the key audit matter
Provisions for litigation claims	
We identified the provisions for litigation claims against the Group as a key audit matter due to their significance in the context of the consolidated financial statements, combined with the fact that the evaluation of whether it is more likely than not that present obligations exist in the litigation claims is based on a significant degree of management judgement. As disclosed in Note 46 to the consolidated financial statements, the Group was subject to litigation claims amounting to approximately RMB52 million as at December 31, 2019. The directors of the Company (the "Directors") are of the view that no provision shall necessarily be made on the litigation claims after taking into account of the opinions of independent legal counsels and the status of the litigations.	Our procedures in relation to the provisions for litigation claims included: • Understanding the background, status and potential exposures in respect of these litigation claims by enquiring with the management and the Group's internal legal counsel; • Reviewing the relevant documents in relation to the claims and the related legal opinions that the management has obtained from the Group's independent legal counsel, including the view on the likely outcome of each litigation claims and the magnitude of potential exposure; • Challenging management's estimates using information and evidences gathered; and • Assessing whether the consolidated financial statements have adequately disclosed the litigation claims.

OTHER INFORMATION

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

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

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

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, 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 skepticism throughout the audit. We also:

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

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

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Mr. Jacky Wong Suk Hung.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

March 13, 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2019

	NOTES	2019 RMB'000	2018 RMB'000
Revenue	5	**1,850,574**	1,651,299
Operating expenditures			
Staff costs		**(416,125)**	(401,192)
Construction costs		**(72,897)**	(70,137)
Consumed materials and goods		**(141,477)**	(117,113)
Outsourced service costs		**(54,418)**	(55,002)
Marketing and sales channel costs		**(38,671)**	(43,876)
Depreciation and amortization		**(123,170)**	(92,730)
Other general operating expenditures		**(139,039)**	(137,717)
Inventory changes		**4,564**	(10,638)
Profit from operations		**869,341**	722,894
Other income, gains and losses	6	**88,632**	60,172
Share of loss of a joint venture		**(176)**	—
Finance costs	7	**(11,128)**	(8,293)
Profit before taxation	8	**946,669**	774,773
Income tax expense	10	**(211,350)**	(159,140)
Profit and total comprehensive income for the year		**735,319**	615,633
Profit and total comprehensive income for the year attributable to:			
Owners of the Company		**578,579**	488,364
Non-controlling interests		**156,740**	127,269
		735,319	615,633
		RMB cents	RMB cents
Earnings per share — Basic	12	**25.9**	22.2
— Diluted	12	**25.7**	21.9

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT DECEMBER 31, 2019

	NOTES	2019 RMB'000	2018 RMB'000
Non-current assets			
Property and equipment	13	**549,072**	545,000
Right-of-use assets	14	**122,781**	–
Prepaid lease payments	2	**–**	34,072
Investment property	15	**6,509**	6,509
Intangible assets	16	**126,140**	21,643
Goodwill	17	**441,581**	428,021
Financial assets at fair value through profit or loss	24	**38,110**	29,761
Deposits paid for acquisition of land use rights		**9,054**	19,655
Cemetery assets	18	**1,519,449**	1,415,849
Investment in an associate		**750**	750
Investment in joint ventures	20	**35,741**	–
Restricted deposits	19	**56,268**	46,852
Deferred tax assets	21	**54,450**	45,377
Other long-term assets		**5,000**	25,339
		2,964,905	2,618,828
Current assets			
Inventories	22	**481,059**	448,003
Trade and other receivables	23	**106,475**	51,504
Financial assets at fair value through profit or loss	24	**417,580**	577,420
Time deposits	25	**8,459**	48,298
Bank balances and cash	26	**2,007,142**	1,493,651
		3,020,715	2,618,876
Current liabilities			
Trade and other payables	27	**598,306**	434,296
Lease liabilities	31	**19,630**	–
Contract liabilities	29	**47,317**	35,442
Loans from non-controlling shareholders of subsidiaries	30	**43,938**	26,950
Income tax liabilities		**134,669**	143,927
Borrowings	28	**22,500**	75,000
		866,360	715,615
Net current assets		**2,154,355**	1,903,261
Total assets less current liabilities		**5,119,260**	4,522,089

(Continued)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT DECEMBER 31, 2019

	NOTES	2019 RMB'000	2018 RMB'000
Non-current liabilities			
Contract liabilities	29	**335,839**	301,801
Other long-term liabilities		**21,345**	13,774
Loans from non-controlling shareholders of subsidiaries	30	**6,000**	31,969
Borrowings	28	**13,860**	28,860
Deferred tax liabilities	21	**93,893**	94,802
Lease liabilities	31	**63,110**	—
		534,047	471,206
Net assets		**4,585,213**	4,050,883
Capital and reserves			
Share capital	32	**137,748**	134,920
Reserves	33	**3,905,322**	3,377,511
Equity attributable to owners of the Company		**4,043,070**	3,512,431
Non-controlling interests		**542,143**	538,452
Total equity		**4,585,213**	4,050,883

The consolidated financial statements on page 65 to 187 were approved and authorized for issue by the Board of Directors on March 13, 2020 and are signed on its behalf by:

Bai Xiao Jiang
DIRECTOR

Wang Ji Sheng
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2019

	Share capital RMB'000	Share premium RMB'000	Special reserve RMB'000 (Note 33)	Statutory surplus reserve RMB'000 (Note 33)	Other reserve RMB'000 (Note 33)	Share-based payments reserve RMB'000	Retained profits RMB'000	Subtotal attributable to owners of the Company RMB'000	Non-controlling interests RMB'000	Total RMB'000
At January 1, 2018	131,666	1,179,342	84,667	116,861	26,784	78,722	1,400,121	3,018,163	586,341	3,604,504
Profit and total comprehensive income for the year	–	–	–	–	–	–	488,364	488,364	127,269	615,633
Acquisition of subsidiaries (Note 35)	–	–	–	–	–	–	–	–	7,179	7,179
Dividends recognized as distributions (Note 11)	–	(129,666)	–	–	–	–	–	(129,666)	–	(129,666)
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	(114,479)	(114,479)
Transfer to statutory surplus reserve	–	–	–	14,206	–	–	(14,206)	–	–	–
Capital contribution from non-controlling interests	–	–	–	–	–	–	–	–	3,600	3,600
Acquisition of non-controlling interests of a subsidiary	–	–	–	–	(53,044)	–	–	(53,044)	(71,458)	(124,502)
Exercise of share options	3,254	183,026	–	–	–	(28,214)	–	158,066	–	158,066
Share-based compensation	–	–	–	–	–	30,548	–	30,548	–	30,548
At December 31, 2018	134,920	1,232,702	84,667	131,067	(26,260)	81,056	1,874,279	3,512,431	538,452	4,050,883
Profit and total comprehensive income for the year	–	–	–	–	–	–	578,579	578,579	156,740	735,319
Acquisition of subsidiaries (Note 35)	–	–	–	–	–	–	–	–	6,610	6,610
Dividends recognized as distributions (Note 11)	–	(159,219)	–	–	–	–	–	(159,219)	–	(159,219)
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	(114,797)	(114,797)
Transfer to statutory surplus reserve	–	–	–	7,733	–	–	(7,733)	–	–	–
Capital contribution from non-controlling interests	–	–	–	–	–	–	–	–	20,689	20,689
Acquisition of non-controlling interests of a subsidiary (note (a))	–	–	–	–	(79,749)	–	–	(79,749)	(65,635)	(145,384)
Repurchase and cancellation of shares	(4)	(230)	–	–	–	–	–	(234)	–	(234)
Disposal of partial interest in a subsidiary (note (b))	–	–	–	–	16	–	–	16	84	100
Exercise of share options	2,832	210,213	–	–	–	(33,538)	–	179,507	–	179,507
Share-based compensation	–	–	–	–	–	11,739	–	11,739	–	11,739
At December 31, 2019	137,748	1,283,466	84,667	138,800	(105,993)	59,257	2,445,125	4,043,070	542,143	4,585,213

Notes:

(a) During the year of 2019, the Group entered into agreements with the non-controlling shareholders of two of its subsidiaries, to acquire 49% non-controlling interests in Beijing Temshine Cemetery Design Group Ltd. (北京天泉佳境陵園建築設計有限公司) and 40% non-controlling interests in Chongqing Baitayuan Funeral and Burial Development Co., Ltd. (重慶白塔園殯葬開發有限公司) with total consideration of RMB145,384,000. The difference between non-controlling interests and fair value of consideration is recognised directly in equity under "other reserve" and attributed to owners of the Company.

(b) In June 2019, the Group disposed 10% equity interests in Ningbo Yongyi Funeral Services Company Limited (寧波永逸殯葬禮儀服務有限公司), which is a subsidiary controlled by the Group before and after the transaction.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2019

	2019	2018
	RMB'000	RMB'000
OPERATING ACTIVITIES		
Profit before taxation	**946,669**	774,773
Adjustments for:		
Finance costs	**11,128**	8,293
Interest incomes	**(52,604)**	(47,494)
Gain on fair value changes of financial assets at fair value through profit or loss ("FVTPL")	**(14,274)**	(7,734)
Depreciation of property and equipment	**46,157**	41,526
Amortization of right-of-use assets	**21,569**	1,226
Amortization of cemetery assets	**48,120**	46,637
Amortization of intangible assets	**7,324**	2,899
Amortization of other long-term assets	**–**	442
Net (gain) loss on disposal of property and equipment	**(772)**	11,121
Share of loss of a joint venture	**176**	–
Expense recognized in respect of equity-settled share-based payments	**11,739**	30,548
Operating cash flows before movements in working capital	**1,025,232**	862,237
Increase in restricted deposits	**(9,416)**	(8,102)
Increase in cemetery assets and inventories	**(109,492)**	(105,530)
Increase in deposits paid for acquisition of land use rights as cemetery assets	**–**	(4,030)
Increase in trade and other receivables	**(48,067)**	(5,742)
Increase in trade and other payables	**34,828**	33,086
Increase in contract liabilities	**45,913**	47,046
Cash generated from operations	**938,998**	818,965
Income taxes paid	**(231,914)**	(148,442)
NET CASH FROM OPERATING ACTIVITIES	**707,084**	670,523

(Continued)

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2019

	2019 RMB'000	2018 RMB'000
INVESTING ACTIVITIES		
Purchase of and deposits paid for property and equipment and landscape and facilities	**(86,119)**	(96,084)
Purchase of computer software	**(5,245)**	(7,343)
Payment for contract fee and property and equipment for operating funeral and burial projects	**(98,127)**	(8,926)
Payment for and deposits paid for acquisition of land use rights	**–**	(7,165)
Payment to right-of-use assets	**(229)**	(7,582)
Proceeds on disposal of property and equipment	**1,129**	2,428
Receipt of project deposit returned	**1,050**	–
Acquisition of subsidiaries	**(41,149)**	(182,178)
Repayment of entrusted loans	**3,000**	1,000
Interest received	**43,630**	46,619
Received gain from fair value changes of financial assets at FVTPL	**5,929**	7,734
Withdrawal of time deposits	**154,676**	370,218
Placement of time deposits	**(114,837)**	(408,516)
Purchase of financial assets at FVTPL	**(433,980)**	(606,420)
Withdrawal of financial assets at FVTPL	**593,821**	–
Investment to an associate	**–**	(750)
Investment to joint ventures	**(35,917)**	–
Acquisition of non-controlling interests of subsidiaries	**–**	(124,502)
NET CASH USED IN INVESTING ACTIVITIES	**(12,368)**	(1,021,467)
FINANCING ACTIVITIES		
New borrowings raised	**20,000**	60,000
Repayment of borrowings	**(87,500)**	(69,160)
Repayments to non-controlling interests	**(15,000)**	–
Capital contribution from non-controlling interests	**20,689**	3,600
Loans raised from non-controlling shareholders of subsidiaries	**6,000**	14,950
Interest paid	**(10,921)**	(15,708)
Acquisition of non-controlling interests of a subsidiary	**(3,063)**	–
Dividends paid to non-controlling interests	**(114,797)**	(114,479)
Dividends paid to owners of the Company	**(159,219)**	(129,666)
Proceeds from exercise of share options	**179,507**	158,066
Payment for repurchase of ordinary shares	**(234)**	–
Disposal of partial interest in a subsidiary	**100**	–
Repayments of leases liabilities	**(16,537)**	–
Repayments of other long-term liabilities	**(250)**	–
NET CASH USED IN FINANCING ACTIVITIES	**(181,225)**	(92,397)

(Continued)

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2019

	2019	2018
	RMB'000	RMB'000
NET INCREASE (DECREASE) CASH AND CASH EQUIVALENTS	**513,491**	(443,341)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**1,493,651**	1,936,992
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, REPRESENTED BY BANK BALANCES AND CASH	**2,007,142**	1,493,651

1. GENERAL

Fu Shou Yuan International Group Limited (the "Company") is a company incorporated on January 5, 2012 as an exempted company with limited liability in the Cayman Islands under the Companies Law of Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on December 19, 2013. The addresses of the registered office and the principal place of business of the Company are disclosed in the annual report. The Company and its subsidiaries (collectively referred to as the "Group") are mainly engaged in the sale of burial plots, provision of funeral services and provision of cemetery maintenance services as set out in Note 43.

The consolidated financial statements are presented in Renminbi ("RMB"), which is the same as the functional currency of the Company and its principal subsidiaries.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

New and amendments to IFRSs that are mandatorily effective for the current year

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

IFRS 16	*Leases*
IFRIC 23	*Uncertainty over Income Tax Treatments*
Amendments to IFRS 9	*Prepayment Features with Negative Compensation*
Amendments to IAS 19	*Plan Amendment, Curtailment or Settlement*
Amendments to IAS 28	*Long-term Interests in Associates and Joint Ventures*
Amendments to IFRSs	*Annual Improvements to IFRSs 2015–2017 Cycle*

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

2.1 IFRS 16 Leases

The Group has applied IFRS 16 for the first time in the current year. IFRS 16 superseded IAS 17 Leases ("IAS 17"), and the related interpretations.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") — *continued*

New and amendments to IFRSs that are mandatorily effective for the current year — *continued*

2.1 IFRS 16 Leases — continued

Definition of a lease

The Group has elected the practical expedient to apply IFRS 16 to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after January 1, 2019, the Group applies the definition of a lease in accordance with the requirements set out in IFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied IFRS 16 retrospectively with the cumulative effect recognized at the date of initial application, January 1, 2019.

As at January 1, 2019, the Group recognized additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrued lease payments by applying IFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognized in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under IFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under IAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

i. relied on the assessment of whether leases are onerous by applying IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* as an alternative of impairment review;

ii. elected not to recognize right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;

iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;

iv. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") — *continued*

New and amendments to IFRSs that are mandatorily effective for the current year — *continued*

2.1 IFRS 16 Leases — continued

As a lessee — continued

When recognizing the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 4.35% per annum.

	At January 1, 2019 RMB'000
Operating lease commitments disclosed as at December 31, 2018	105,331
Lease liabilities discounted at relevant incremental borrowing rates	90,147
Less:	
Practical expedient — leases with lease term ending within 12 months from the date of initial application	1,628
Recognition exemption — short-term leases	39
Lease liabilities relating to operating leases recognized upon application of IFRS 16	88,480
Analyzed as	
Current	14,670
Non-current	73,810
Lease liabilities as at January 1, 2019	88,480

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") — *continued*

New and amendments to IFRSs that are mandatorily effective for the current year — *continued*

2.1 IFRS 16 Leases — continued

As a lessee — continued

The carrying amount of right-of-use assets as at January 1, 2019 comprises the following:

		Right-of-use Assets RMB'000
Right-of-use assets relating to operating leases recognized upon application of IFRS 16		88,480
Reclassified from prepaid lease payments	(a)	34,072
Reclassified from rental prepayments	(a)	2,537
		125,089
By class:		
Leasehold lands		39,829
Buildings		85,260
		125,089

(a) Upfront payments for leasehold lands in the PRC were classified as prepaid lease payments as at December 31, 2018. Upon application of IFRS 16, the prepaid lease payments amounting to RMB34,072,000 and the rental prepayments amounting to RMB2,537,000 were reclassified to right-of-use assets respectively.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") — *continued*

New and amendments to IFRSs that are mandatorily effective for the current year — *continued*

2.1 IFRS 16 Leases — continued

As a lessee — continued

The following adjustments were made to the amounts recognized in the consolidated statement of financial position at January 1, 2019. Line items that were not affected by the changes have not been included.

	Carrying amounts previously reported at December 31, 2018	Adjustments	Carrying amounts under IFRS 16 at January 1, 2019
	RMB'000	RMB'000	RMB'000
Current Assets			
Trade and other receivables	51,504	(2,537)	48,967
Non-current Assets			
Prepaid lease payments	34,072	(34,072)	—
Right-of-use assets	—	125,089	125,089
Current Liabilities			
Lease liabilities	—	14,670	14,670
Non-current Liabilities			
Lease liabilities	—	73,810	73,810

For the purpose of reporting cash flows from operating activities under indirect method for the year ended December 31, 2019, movements in working capital have been computed based on opening consolidated statement of financial position as at January 1, 2019 as disclosed above.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") — *continued*

New and amendments to IFRSs in issue but not yet effective

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

IFRS 17	*Insurance Contracts*[1]
Amendments to IFRS 3	*Definition of a Business*[2]
Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to IAS 1	*Classification of Liabilities as Current or Non-current*[5]
Amendments to IAS 1 and IAS 8	*Definition of Material*[4]
Amendments to IFRS 9, IAS 39 and IFRS 7	*Interest Rate Benchmark Reform*[4]

1 Effective for annual periods beginning on or after January 1, 2021.

2 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after January 1, 2020.

3 Effective for annual periods beginning on or after a date to be determined.

4 Effective for annual periods beginning on or after January 1, 2020.

5 Effective for annual periods beginning on or after January 1, 2022.

In addition to the above new and amendments to IFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, *the Amendments to References to the Conceptual Framework in IFRS Standards*, will be effective for annual periods beginning on or after January 1, 2020.

The Directors anticipate that the application of all the new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16 (since January 1, 2019) or IAS 17 (before application of IFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realizable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

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

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that an initial recognition the results of the valuation technique equals the transaction price.

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

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

The principle accounting policies are set out below.

3. **SIGNIFICANT ACCOUNTING POLICIES** — *continued*

Basis of consolidation

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

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

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

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

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

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

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Basis of consolidation — *continued*

Changes in the Group's ownership interests in existing subsidiaries

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

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

Business combinations

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

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

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

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

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

- lease liabilities are recognized and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognized and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Business combinations — *continued*

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

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

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

Goodwill

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Goodwill – *continued*

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described below.

Investments in associates and joint ventures

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

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

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate or joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

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

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Investments in associates and joint ventures — *continued*

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of IFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

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

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

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Revenue from contracts with customers

The Group recognizes revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligations is transferred to the customer.

A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations, the Group allocates the transactions price to each performance obligations on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at inception date. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group experts to be entitled in exchange for transferring the promised goods or services to customer.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Revenue from contracts with customers — *continued*

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Leases

Definition of a lease (upon application of IFRS 16 in accordance with transitions in Note 2)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee (upon application of IFRS 16 in accordance with transitions in Note 2)

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Leases — *continued*

The Group as a lessee (upon application of IFRS 16 in accordance with transitions in Note 2) — continued

Right-of-use assets — continued

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that directly related to cemetery in cemetery assets and transfer to inventory upon commencement of development.

The Group presents right-of-use assets that do not meet the definition of investment property and cemetery assets or inventory as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 *Financial Instruments* ("IFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognized as expense in the period on which the event or condition that triggers the payment occurs.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Leases — *continued*

The Group as a lessee (upon application of IFRS 16 in accordance with transitions in Note 2) — continued

Lease liabilities — continued

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Leases — *continued*

The Group as a lessee (prior to January 1, 2019)

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

Operating lease payments, including the cost of acquiring land held under operating leases, are recognized as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

Borrowing costs

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

Effective January 1, 2019, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognized until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are recognized in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognized as a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Government grants — *continued*

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Retirement benefit costs

Payments to the state-managed retirement benefit scheme and Mandatory Provident Fund Scheme in Hong Kong which was established under the Mandatory Provident Fund Schemes Ordinance in December 2000(the "MPF Scheme") which are defined contribution schemes, are charged as an expense when employees have rendered services entitling them to the contributions.

Short-term employee benefits

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

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

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to the directors and employees are measured at the fair value of the equity instruments at the grant date.

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

When the share options are exercised, the amount previously recognized in share-based payments reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in share-based payments reserve will be transferred to retained profits.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Taxation

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

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

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

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

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

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

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

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sales, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sales.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Taxation — *continued*

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

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 they relate to income taxes levied to the same taxable entity by the same taxation authority.

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

Property and equipment

Property and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognized so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Investment property

Investment property is property held for capital appreciation.

Investment property is initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is measured at its fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment property is included in profit or loss for the period in which it arise.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

Internally-generated intangible assets — research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

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

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Intangible assets — *continued*

Internally-generated intangible assets — research and development expenditure — continued

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

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

Intangible assets acquired in a business combination

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

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

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

Impairment on property and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Impairment on property and equipment, right-of-use assets and intangible assets other than goodwill — *continued*

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognized immediately in profit or loss.

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

Cemetery assets

Cemetery assets consist of land costs, cost of initial land development, and cost of landscaping for the general public areas of the cemetery and are carried at the lower of costs less accumulated amortization and net realizable value prior to the commencement of development of the cemetery. Amortization for cemetery assets is provided on a straight-line basis over the estimated useful life of the cemetery assets and is recognized in profit or loss.

Upon commencement of development of an area within the cemetery with the intention of sale in the ordinary course of business of the Group, the related carrying amounts of cemetery assets are transferred to inventories.

Inventories

Inventories include cemetery assets developed and ready for sale, cemetery assets under development, and tombstones and urns. Inventories are stated at the lower of cost and net realizable value. Cost is calculated using the weighted average cost method. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets — continued

Classification and subsequent measurement of financial assets — continued

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

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

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of IFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations applies*.

A financial asset is held for trading if:

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

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

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets — continued

Classification and subsequent measurement of financial assets — continued

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other income, gains and losses” line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, time deposits, bank balances and cash and restricted deposits) which are subject to impairment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables without significant financing component. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

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

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets — continued

Impairment of financial assets — continued

(i) Significant increase in credit risk — *continued*

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

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

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets — continued

Impairment of financial assets — continued

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets — continued

Impairment of financial assets — continued

(v) Measurement and recognition of ECL

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

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

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

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

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets — continued

Derecognition of financial assets

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, borrowings and loans from non-controlling shareholders of subsidiaries are subsequently measured at amortised cost, using the effective interest method.

3. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial liabilities and equity — continued

Derecognition of financial liabilities

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

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

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

Impairment of goodwill

The impairment assessment of goodwill is dependent on certain significant inputs and estimations that involve management's judgements, including the calculation of the value in use of each cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment may arise. As at December 31, 2019, the carrying amounts of goodwill are approximately RMB441,581,000 (2018: RMB428,021,000). Details of recoverable amount calculation are disclosed in Note 17.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY – *continued*

Estimated provisions for litigation claims

The Group evaluates whether a present obligation exists under litigation claim after taking into account all available evidence, including the opinion of experts. A provision is recognized for litigation claim if the Directors consider it is more likely than not that present obligation exists and a reliable estimate can be made on the settlement amount of the claim. If it is more likely than not that no present obligation exists, the Group should disclose a contingent liability, unless the possibility of any transfer of economic benefits in settlement is remote. Details of the contingent liabilities of the Group as at December 31, 2019 are disclosed in Note 46. As at December 31, 2019, the Directors are of the view that no provision shall necessarily be made on litigation claims after taking into account of the opinion of legal counsels and the status of the litigations.

Estimated useful lives and impairment of property and equipment, right-of-use assets and intangible assets

The Group's management determines the estimated useful lives and the depreciation or amortization method in determining the related depreciation or amortization charges for its property and equipment, right-of-use assets and intangible assets. This estimate is based on the management's experience of the actual useful lives of property and equipment, right-of-use assets and intangible assets of similar nature and functions. In addition, management assesses impairment whenever events or changes in circumstances indicate that the carrying amount of an item of property and equipment, right-of-use assets and intangible assets may not be recoverable. Management will increase the depreciation or amortization charge where useful lives are expected to be shorter than expected, or will write off or write down obsolete assets that have been abandoned or impaired. When the actual useful lives or recoverable amounts of property and equipment, right-of-use assets and intangible assets differ from the original estimates, adjustment will be made and recognized in the period in which such event takes place.

As at December 31, 2019, the carrying amounts of property and equipment are approximately RMB549,072,000 (2018: RMB545,000,000). No impairment indicators on property and equipment were identified during the years ended December 31, 2019 and 2018. Details of movement are disclosed in Note 13. As at December 31, 2019, the carrying amounts of intangible assets are approximately RMB126,140,000 (2018: RMB21,643,000). No impairment was recorded for the intangible assets during the years ended December 31, 2019 and 2018. Details of movement are disclosed in Note 16. As at December 31, 2019, the carrying amounts of right-of-use assets are approximately RMB122,781,000 (January 1, 2019: RMB125,089,000). No impairment indicators on right-of-use assets during the year ended December 31, 2019 and January 1, 2019. Details of movement are disclosed in Note 14 and Note 2.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY – *continued*

Estimated cemetery maintenance income

The Group estimates cemetery maintenance income to be separated performance obligation from the sale of burial plots each period. The consideration of cemetery maintenance income is determined by the expected cost plus a margin approach. The expected cost is based on cost of maintaining the cemetery over the service period, which includes labour cost, general and administrative expenses, and cost of maintenance of landscaping. The Group also considered factors such as increase in labour cost in future periods when estimating cemetery maintenance expense. Cemetery maintenance expense is marked up at a reasonable profit and is allocated to individual transaction to arrive at the amount of cemetery maintenance service price. The transaction price allocated to these services is recognised as a contract liability at the time of the initial sales transaction and is released based on expected cost over the period of service. Contract liability is reviewed at the end of each reporting period. If it is considered that cemetery maintenance income to be released is insufficient to cover the expected cost of maintenance, provision will be made accordingly. As at December 31, 2019, the carrying amounts of cemetery maintenance income liability are approximately RMB362,279,000 (2018: RMB326,496,000), as disclosed in Note 29.

Estimated cost on renewing land use rights

The Group enters into contracts with its customers for the provision of burial services, which include the sale of burial plots and cemetery maintenance. The Group's sale of burial plots represents the rights to use those burial plots, and some of the sales contracts entered into with the customers have a term that is longer than the terms of granted land use rights where the cemeteries are located. Pursuant to the relevant regulations, the Group has the right to apply for renew upon expiration of the term of the land use rights. The expected cost to fulfil its obligation for the period in excess of the term of the land use rights would be a provision recognized as a part of the cost of sales and services. The Group assesses such cost on annual basis. In the opinion of the Directors, such cost was not significant during the years ended December 31, 2019 and 2018.

5. REVENUE AND SEGMENT INFORMATION

A. For the year ended December 31, 2019

(i) Disaggregation of revenue from contracts with customers

	2019 **RMB'000**	2018 RMB'000
Geographical markets		
Mainland China	**1,850,574**	1,651,299
Timing of revenue recognition		
A point in time	**1,793,878**	1,605,711
Over time	**56,696**	45,588
Total	**1,850,574**	1,651,299

(ii) Performance obligations for contracts with customers

Sales of burial plots with maintenance services

The Group sells burial plots and provide cemetery maintenance services.

Revenue from the sale of burial plots is recognized when the control of burial plots is transferred to the customer, being when the right to use of burial plots has been passed. Payment of the transaction price is due immediately at the point the customer purchases the burial plots.

The cemetery maintenance service is considered to be a distinct service. Transaction price is allocated between sales of burial plots and the maintenance services. The contract price for the cemetery maintenance services is based on a nominal amount, which does not represent the fair value of such services. The Group estimates the fair value of the cemetery maintenance service income to be deferred based on the expected cost of providing such cemetery maintenance services plus a reasonable margin, less total future maintenance fees to be received. Revenue relating to the maintenance services is recognised over time. The transaction price allocated to these services is recognised as a contract liability at the time of the initial sales transaction and is released based on expected cost over the period of service.

5. **REVENUE AND SEGMENT INFORMATION** — *continued*

A. **For the year ended December 31, 2019** — *continued*

(ii) ***Performance obligations for contracts with customers — continued***

Sales of funeral services

The Group offers services of planning funeral arrangement and interment, organizing and hosting of the funeral. Revenue from funeral services is recognized when services are provided. Except for sales of pre-need contracts and service offered to local funeral administration authority, payment of the transaction price is due immediately at the point the funeral services are provided. For services offered to local funeral administration authority, the credit term is 0–90 days upon service provided.

Sales of pre-need contracts is sales of funeral services based on a contract prior to death occurring. The payment is due when the pre-need contract is signed, which will give rise to contract liabilities at the inception of a contract, until the revenue recognised when the funeral service is offered.

(iii) ***Transaction price allocated to the remaining performance obligation for contracts with customers***

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at December 31, 2019 and the expected timing of recognising revenue are as follows:

	Cemetery Maintenance Services	
	2019	2018
	RMB'000	RMB'000
Within one year	**26,440**	24,695
More than one year	**335,839**	301,801
Total	**362,279**	326,496

Regarding the nature of the pre-need contracts amounted to RMB20,877,000, the expected timing of revenue recognition is based on the request of the customers.

5. REVENUE AND SEGMENT INFORMATION — *continued*

B. Operating Segments

Information reported to the Group's Chief Executive Officer, being the Group's chief operating decision maker, for the purpose of making decisions about allocating resources and assessing performance, focuses on the products and services delivered or provided.

The Group's reportable and operating segments are as follows:

- Burial services — sale of burial plots and provision of cemetery maintenance services.
- Funeral services — planning of funeral arrangement and interment, organizing and hosting of the funeral.
- Others — including auxiliary services such as provision of landscape and garden design services; and production and sale of cremation machines and the related maintenance services.

Segment revenues and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable segments:

	Burial services RMB'000	Funeral services RMB'000	Other services RMB'000	Segment Total RMB'000	Eliminated RMB'000	Total RMB'000
For the year ended December 31, 2019:						
External sales	1,551,394	256,928	42,252	1,850,574	–	1,850,574
Inter-segment sales	–	–	10,964	10,964	(10,964)	–
Total	1,551,394	256,928	53,216	1,861,538	(10,964)	1,850,574
Segment profit (loss)	843,543	26,241	1,794	871,578	(2,237)	869,341
Other income, gains and losses						88,632
Finance costs						(11,128)
Share of loss of a joint venture						(176)
Profit before taxation						946,669

5. REVENUE AND SEGMENT INFORMATION — *continued*

Segment revenues and results — *continued*

	Burial services RMB'000	Funeral services RMB'000	Other services RMB'000	Segment Total RMB'000	Eliminated RMB'000	Total RMB'000
For the year ended December 31, 2018:						
External sales	1,427,123	197,688	26,488	1,651,299	—	1,651,299
Inter-segment sales	—	—	16,337	16,337	(16,337)	—
Total	1,427,123	197,688	42,825	1,667,636	(16,337)	1,651,299
Segment profit (loss)	712,773	19,858	(9,098)	723,533	(639)	722,894
Other income, gains and losses						60,172
Finance costs						(8,293)
Profit before taxation						774,773

Inter-segment sales are charged at prevailing market rates.

The accounting policies of the operating segments are same as those of the Group's accounting policies. Segment profit (loss) represents the profit earned by (loss from) each segment without allocation of other income, gains and losses, share of loss of a joint venture and finance costs. This is the measure reported to the Group's chief operating decision maker for the purposes of resource allocation and performance assessment. No analysis of segment assets and liabilities is presented as it is not regularly reviewed by the Group's chief operating decision maker.

5. REVENUE AND SEGMENT INFORMATION — *continued*

Geographical information

Substantially all of the Group's identifiable assets and liabilities are located in the People's Republic of China ("PRC"). The Group's revenue from external customers by geographical location is detailed below:

	2019 RMB'000	2018 RMB'000
PRC	**1,850,574**	1,651,299

Information about major customers

No single customer accounted for 10% or more of the Group's revenue during the years ended December 31, 2019 and 2018.

6. OTHER INCOME, GAINS AND LOSSES

	2019 RMB'000	2018 RMB'000
Other income:		
Interest incomes	**52,604**	47,494
Government grants (note)	**19,586**	14,067
Management service income	**—**	1,309
	72,190	62,870
Net gains and losses:		
Net gain (loss) on disposal of property and equipment	**772**	(11,121)
Donation	**(816)**	(3,282)
Net foreign exchange gain	**3,327**	6,211
Gain from changes in fair value of financial assets mandatorily measured at FVTPL	**14,274**	7,734
Others	**(1,115)**	(2,240)
	16,442	(2,698)
Other income, gains and losses	**88,632**	60,172

Note: The government grants represented the amount received from the local government by certain operating subsidiaries of the Group to encourage the economic contributions to the society without any specific conditions.

7. FINANCE COSTS

	2019 RMB'000	2018 RMB'000
Interest on:		
— borrowings	**4,773**	4,992
— loans from non-controlling shareholders of subsidiaries (Note 30)	**2,995**	3,121
— lease liabilities	**3,172**	—
— others	**188**	180
Total finance costs	**11,128**	8,293

8. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging:

	2019 RMB'000	2018 RMB'000
Staff costs, including Directors' remuneration (Note 9)		
Salaries, wages, bonus and other benefits	**378,422**	347,977
Contributions to retirement benefits schemes (Note 40)	**25,964**	22,667
Share-based payments expenses	**11,739**	30,548
Total staff costs	**416,125**	401,192
Depreciation of property and equipment	**46,157**	41,526
Amortization of intangible assets	**7,324**	2,899
Amortization of prepaid lease payments	**—**	1,226
Amortization of cemetery assets	**48,120**	46,637
Amortization of right-of-use assets	**21,569**	—
Amortization of other long-term assets	**—**	442
Audit remuneration	**3,800**	3,800

9. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Details of the emoluments paid and payable to the Directors are as follows:

	2019 RMB'000	2018 RMB'000
Directors' fees	8,880	8,880
Other emoluments		
Discretionary bonus	2,000	2,000
Contributions to retirement benefits scheme	164	146
Share-based payments expenses	2,663	6,473
	13,707	17,499

The emoluments of the Directors on a named basis are as follows:

For the year ended December 31, 2019

	Chief Executive Wang Jisheng RMB'000	Bai Xiaojiang RMB'000	Tan Leon Li-an RMB'000	Total RMB'000
A) Executive Directors				
Directors' fees	3,600	3,600	240	7,440
Discretionary bonus	1,000	1,000	–	2,000
Contributions to retirement benefits scheme	82	82	–	164
Share-based payment expenses	1,114	1,114	19	2,247
Sub-total	5,796	5,796	259	11,851

9. DIRECTORS' AND EMPLOYEES' EMOLUMENTS — *continued*

For the year ended December 31, 2019 — *continued*

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

	Huang James Chih-cheng RMB'000	Lu Hesheng RMB'000	Ma Xiang RMB'000	Total RMB'000
B) Non-Executive Directors				
Directors' fees	240	240	240	720
Discretionary bonus	–	–	–	–
Contributions to retirement benefits scheme	–	–	–	–
Share-based payment expenses	–	117	19	136
Sub-total	240	357	259	856

The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

	Chen Qunlin RMB'000	Luo Zhuping RMB'000	Ho Man RMB'000	Wu Jianwei RMB'000 (note)	Liang Yanjun RMB'000 (note)	Total RMB'000
C) Independent Non-Executive Directors						
Directors' fees	–	240	240	220	20	720
Discretionary bonus	–	–	–	–	–	–
Contributions to retirement benefits scheme	–	–	–	–	–	–
Share-based payment expenses	70	70	70	70	–	280
Sub-total	70	310	310	290	20	1,000

Note: Wu Jianwei resigned on November 29, 2019 and Liang Yanjun was appointed as independent non-executive director of the Company on November 29, 2019.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

9. DIRECTORS' AND EMPLOYEES' EMOLUMENTS — *continued*

For the year ended December 31, 2018

	Chief Executive Wang Jisheng RMB'000	Bai Xiaojiang RMB'000	Tan Leon Li-an RMB'000	Total RMB'000
A) Executive Directors				
Directors' fees	3,600	3,600	240	7,440
Discretionary bonus	1,000	1,000	—	2,000
Contributions to retirement benefits scheme	73	73	—	146
Share-based payment expenses	2,606	2,606	113	5,325
Sub-total	7,279	7,279	353	14,911

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

	Huang James Chih-cheng RMB'000	Lu Hesheng RMB'000	Ma Xiang RMB'000	Total RMB'000
B) Non-Executive Directors				
Directors' fees	240	240	240	720
Discretionary bonus	—	—	—	—
Contributions to retirement benefits scheme	—	—	—	—
Share-based payment expenses	—	303	113	416
Sub-total	240	543	353	1,136

9. DIRECTORS' AND EMPLOYEES' EMOLUMENTS — *continued*

For the year ended December 31, 2018 — *continued*

The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

	Chen Qunlin RMB'000	Luo Zhuping RMB'000	Ho Man RMB'000	Wu Jianwei RMB'000	Total RMB'000
C) Independent Non-Executive Directors					
Directors' fees	—	240	240	240	720
Discretionary bonus	—	—	—	—	—
Contributions to retirement benefits scheme	—	—	—	—	—
Share-based payment expenses	183	183	183	183	732
Sub-total	183	423	423	423	1,452

Note: Wu Jianwei resigned as independent non-executive director of the Company on November 29, 2019.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

The five highest paid individuals of the Group included two directors (2018: two) for the year ended December 31, 2019. The remuneration of the remaining three (2018: three) individuals during the year is as follows:

	2019 RMB'000	2018 RMB'000
Salaries, wages and other benefits	**4,550**	4,776
Discretionary bonus	**1,700**	1,900
Contributions to retirement benefits scheme	**135**	146
Share-based payments expenses	**843**	2,187
	7,228	9,009

9. DIRECTORS' AND EMPLOYEES' EMOLUMENTS — *continued*

The emoluments of the five highest paid individuals fell within the following bands:

	Number of individuals	
	2019	2018
Hong Kong Dollars ("HK$") HK$2,000,001-HK$2,500,000	**1**	—
HK$2,500,001-HK$3,000,000	**1**	—
HK$3,000,001-HK$3,500,000	**1**	2
HK$3,500,001-HK$4,000,000	**—**	1
HK$6,500,001-HK$7,000,000	**2**	—
HK$8,500,001-HK$9,000,000	**—**	2
	5	5

10. INCOME TAX EXPENSE

	2019 **RMB'000**	2018 RMB'000
PRC Enterprise Income Tax ("PRC EIT")		
Current year	**227,326**	176,976
Over provision in prior years	**(4,669)**	(5,893)
Deferred tax (Note 21)	**(11,307)**	(11,943)
	211,350	159,140

10. INCOME TAX EXPENSE – *continued*

The tax charge for the years ended December 31, 2019 and 2018 can be reconciled to the profit before taxation as follows:

	2019 **RMB'000**	2018 RMB'000
Profit before taxation	**946,669**	774,773
Tax at the PRC EIT rate of 25% (2018: 25%)	**236,667**	193,693
Tax effect of expenses not deductible for tax purpose	**6,856**	10,562
Tax effect of income not taxable for tax purpose	**(5,930)**	(13,205)
Tax effect of different tax rates	**(1,139)**	(888)
Tax effect of tax losses not recognized	**8,999**	8,189
Tax effect of losses of offshore entities not recognized	**1,696**	10,334
Utilization of tax losses previously not recognized	**(9,213)**	(5,633)
Tax deduction on exercised share options (note (a))	**(17,414)**	(38,019)
Over provision in prior years	**(4,669)**	(5,893)
Effect of research and development expense ("R&D expenses") deduction (note (b))	**(4,503)**	–
Income tax expense for the year	**211,350**	159,140

Notes:

(a) During the years ended December 31, 2019 and December 31, 2018, the relevant tax authorities have agreed that the share options granted by the Company to and exercised by the employees of certain of the Group's subsidiaries in the PRC can form a base for claiming tax deduction in respect of the EIT of those subsidiaries.

(b) Expenditure on research and development activities is recognised as an expense in the period in which it is incurred. From 1 January 2018 to 31 December 2020, enterprises incurring R&D expenses for new technology, new products or new craftsmanship can enjoy an extra 75% deduction in addition to the actual R&D expenses incurred.

Under the EIT Law and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

According to the Circular of the Ministry of Finance, General Administration of Customs and State Administration of Taxation on the Implementation of tax policies related to the Western Development Strategy (Caishui [2011] No. 58), Chongqing Anle Services Company Limited ("Chongqing Anle Services"), Chongqing Baitayuan Funeral and Burial Development Co., Ltd. ("Chongqing Baitayuan"), Chongqing Anle Funeral Services Company Limited ("Chongqing Anle Funeral Services"), Guizhou Tianyuanshan Funeral Services Company Limited ("Guizhou Tianyuanshan") and Chongqing Fu Shou Yuan Xiyuan Industrial Co., Ltd. ("Xiyuan Fu Shou Yuan"), subsidiaries of the Group, which are located in specific provinces of Western China and engaged in specific encouraged industry, enjoy a preferential PRC EIT rate of 15%. The preferential tax rate for Chongqing Anle Services, Chongqing Baitayuan, Chongqing Anle Funeral Services, Guizhou Tianyuanshan and Xiyuan Fu Shou Yuan is effective until end of 2020. Certain subsidiaries are regarded as small entities subject to lower income tax rate of 10% during the Year.

10. INCOME TAX EXPENSE — *continued*

Fu Shou Yuan Group (Hong Kong) Limited ("FSY Hong Kong") is subject to Hong Kong profit tax at a rate of 16.5% in 2017 and two-tiered profits tax rates regime is applicable to years of assessment beginning on or after April 1, 2018. On March 21, 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on March 28, 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK$2 million of profits of the group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. No Hong Kong profit tax has been provided as the Group did not have assessable profit earned in or derived from Hong Kong during the years ended December 31, 2019 and 2018.

11. DIVIDENDS

	2019 **RMB'000**	2018 RMB'000
Dividends for ordinary shareholders of the Company recognized as distributions during the year		
2019 Interim — HK4.21cents (2018: 2018 Interim — HK3.72 cents) per share	**73,292**	71,697
2018 Final — HK3.72cents (2018: 2017 Final — HK3.24 cents) per share	**85,927**	57,969
	159,219	129,666

Subsequent to the end of the reporting period, a final dividend in respect of the year ended December 31, 2019 of HK4.21 cents per share has been proposed by the Directors and is subject to approval by the shareholders in the forthcoming general meeting. The dividend will be payable to the shareholders whose names appear on the register of members of the Company at the close of business on Friday, June 19, 2020.

12. EARNINGS PER SHARE

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

	2019	2018
Earnings		
Earnings for the purposes of basic and diluted earnings per share (RMB'000)	**578,579**	488,364
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	**2,235,451,641**	2,196,619,245
Effect of dilutive potential ordinary shares:		
Share options	**18,994,245**	36,936,773
Weighted average number of ordinary shares for the purpose of diluted earnings per share	**2,254,445,886**	2,233,556,018

13. PROPERTY AND EQUIPMENT

	Buildings	Leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
COST						
At January 1, 2018	319,862	31,925	72,342	43,350	169,931	637,410
Additions	19,815	8,719	17,987	7,065	26,408	79,994
Acquired on acquisitions of subsidiaries (Note 35)	3,872	–	382	817	24,054	29,125
Transfer	71,553	2	586	79	(72,220)	–
Disposals	(101)	–	(2,260)	(8,160)	–	(10,521)
At December 31, 2018	415,001	40,646	89,037	43,151	148,173	736,008
Additions	3,894	4,711	3,241	1,893	59,019	72,758
Acquired on acquisitions of subsidiaries (Note 35)	2,728	–	–	–	–	2,728
Transfer to intangible assets upon completion	–	–	–	–	(24,900)	(24,900)
Transfer	14,510	2,565	852	–	(17,927)	–
Disposals	–	–	(1,328)	(4,874)	–	(6,202)
At December 31, 2019	436,133	47,922	91,802	40,170	164,365	780,392
DEPRECIATION						
At January 1, 2018	79,481	15,203	34,279	29,694	–	158,657
Provided for the year	19,921	7,224	8,883	5,498	–	41,526
Eliminated on disposals	(3)	–	(2,014)	(7,158)	–	(9,175)
At December 31, 2018	99,399	22,427	41,148	28,034	–	191,008
Provided for the year	22,203	8,843	10,204	4,907	–	46,157
Eliminated on disposals	–	–	(1,324)	(4,521)	–	(5,845)
At December 31, 2019	121,602	31,270	50,028	28,420	–	231,320
CARRYING VALUES						
At December 31, 2018	315,602	18,219	47,889	15,117	148,173	545,000
At December 31, 2019	314,531	16,652	41,774	11,750	164,365	549,072

13. PROPERTY AND EQUIPMENT — *continued*

The above items of property and equipment other than construction in progress are depreciated on a straight-line basis, taking into account their estimated residual values, at the following rates per annum where applicable:

Buildings	Over the shorter of the remaining lease term of land and useful life of buildings of 30 years
Leasehold improvements	19.00%–20.00%
Furniture, fixtures and equipment	9.50%–31.67%
Motor vehicles	19.00%–25.00%

As at December 31, 2019, the formal title certificates for certain buildings of the Group with carrying value of approximately RMB132,483,000 (2018: RMB119,682,000) had not been obtained. Certain buildings of Wuyuan Wanshoushan Cemetery was restricted by court with carrying amounts of RMB8,595,000.

14. RIGHT-OF-USE ASSETS

	Leasehold land RMB'000	**Leased properties** RMB'000	**Total** RMB'000
As at January 1, 2019			
Carrying amount	39,829	85,260	125,089
As at December 31, 2019			
Carrying amount	46,247	76,534	122,781
For the year ended December 31, 2019			
Depreciation charge	(1,780)	(19,789)	(21,569)
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of IFRS 16			4,729
Variable lease payments not included in the measurement of lease liabilities			250
Total cash outflow for leases			23,514
Additions to right-of-use assets			19,261

14. RIGHT-OF-USE ASSETS — *continued*

For both years, the Group leases land and properties for its operations. Lease contracts are entered into for fixed term of 3 months to 25 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The group regularly entered into short-term leases for properties. As at 31 December 2019, the portfolio of short-term leases is similar to the portfolio of short-term leases entered during the year.

Restrictions or covenants on leases

In addition, lease liabilities of RMB82,740,000 are recognised with related right-of-use assets of RMB122,781,000 as at December 31, 2019. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

15. INVESTMENT PROPERTY

	RMB'000
FAIR VALUE	
At January 1, 2018, December 31, 2018 and January 1, 2019	6,509
Addition	—
Net increase in fair value recognized in profit or loss	—
At December 31, 2019	6,509

The Group's property held for capital appreciation purposes is accounted for as investment property and measured using the fair value model.

In the opinion of the Directors, the fair value of investment property as of December 31, 2019 approximates to the carrying value after taking account of market comparable data.

The following table gives information about how the fair values of these investment properties as at December 31, 2019 are determined (in particular, the valuation approaches and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorise based on the degree to which the inputs to the fair value measurements is observable.

Investment property held by the Group in the consolidated statement of financial position	**Fair value hierarchy**	**Valuation technique and key input(s)**
Residential property located in Shanghai — completed property RMB6,509,000 (2018: RMB6,509,000)	Level 3	Market-based Approach Taking into account the time, location and individual factors, such as frontage and the size, between the comparables and the property. The key input: Price per square meter RMB67,000 (note)

Note: Any significant isolated increases (decreases) in these inputs would result in a significantly higher (lower) fair value measurement.

16. INTANGIBLE ASSETS

	Computer software RMB'000	Franchises agreement RMB'000	License for provision of funeral services RMB'000	Total RMB'000
COST				
At January 1, 2018	8,931	–	11,808	20,739
Additions	7,344	–	–	7,344
At December 31, 2018	16,275	–	11,808	28,083
Transfer from construction in progress	–	24,900	–	24,900
Additions	2,375	84,546	–	86,921
At December 31, 2019	18,650	109,446	11,808	139,904
AMORTIZATION				
At January 1, 2018	3,541	–	–	3,541
Provided for the year	2,899	–	–	2,899
At December 31, 2018	6,440	–	–	6,440
Provided for the year	3,378	3,946	–	7,324
At December 31, 2019	9,818	3,946	–	13,764
CARRYING VALUES				
At December 31, 2018	9,835	–	11,808	21,643
At December 31, 2019	8,832	105,500	11,808	126,140

Computer software has finite useful life and is amortized on a straight-line basis over its estimated useful life of 5 years.

Franchises agreement mainly represents the operation right obtained from third parties in accordance with a management service agreement, pursuant to which the Group is entitled to operate a funeral parlour or cemetery owned by the third party, and generate revenue from various services provided. The franchise agreements are amortized over the agreed service period. Additionally, the upgrade and construction of relevant property and equipment owned by the third party is reclassified from construction in progress upon the completion, which constitutes the cost of such franchise right under the management server agreement. Franchise right has finite useful life and is amortized on a straight-line basis over its estimated useful life of 30 to 40 years.

16. INTANGIBLE ASSETS – *continued*

The license for provision of funeral services was issued by the relevant authorities in Chongqing and is renewable every year at minimal costs. The management is of the opinion that the Group would renew the license continuously and has the ability to do so. As such, the management considers such license carries an indefinite useful life and is carried at cost less any subsequent impairment losses, if any.

The license will not be amortized until its useful life is determined to be finite. Instead, it will be tested for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired. During the years ended December 31, 2019 and 2018, the Group's management determined that there was no impairment of license.

The recoverable amounts of the license are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the period. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the license. The growth rates are by reference to industry growth forecasts.

Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

During the year ended December 31, 2019, the Group performed impairment review for the license of the cash-generating units ("CGUs") of Chongqing Anle Services based on cash flow forecasts derived from the most recent financial budgets for the next ten years approved by management using discount rate of 14% (2018: 14%) per annum which reflects current market assessments of the time value of money and the risks specific to the CGUs. The cash flows beyond the next ten years are extrapolated using a growth rate of 3% (2018: 2%) per annum. The growth rates are by reference to industry growth forecasts.

17. GOODWILL

The movements of goodwill as at December 31, 2019 and 2018 are as follows:

	2019 RMB'000	2018 RMB'000
COST		
At January 1	**428,021**	360,274
Arising on acquisition of subsidiaries (Note 35)	**13,560**	67,747
At December 31	**441,581**	428,021

The carrying amounts of goodwill as at December 31, 2019 and 2018 are as follows:

	2019 RMB'000	2018 RMB'000
Haigang Fu Shou Yuan	**9,595**	9,595
Jinzhou Maoshan Anling	**3,738**	3,738
Henan Fu Shou Yuan	**14,769**	14,769
Chongqing Baitayuan	**47,458**	47,458
Meilin Century Cemetery	**18,899**	18,899
Guanlingshan Cultural Cemetery	**47,245**	47,245
Wuyuan Wanshoushan Cemetery	**36,107**	36,107
Anyang Tianshouyuan Cemetery	**2,425**	2,425
Changzhou Qifengshan Cemetery	**87,425**	87,425
Zaozhuang Shanting Xingtai	**22,973**	22,973
Luoyang Xianhe Cemetery	**23,451**	23,451
Temshine	**23,433**	23,433
Guangxi Huazuyuan Cemetery	**22,756**	22,756
Chaoyang Longshan Cemetery	**12,903**	12,903
Guizhou Tianyuanshan	**19,123**	19,123
Helinge'er Anyou Cemetery	**35,721**	35,721
Hubei Tianxian Cemetery	**13,560**	—
	441,581	428,021

17. GOODWILL — *continued*

For the purposes of impairment testing, goodwill has been allocated to each of the individual CGUs, comprising 17 subsidiaries (2018: 16) in the burial, funeral and other services segment. During the years ended December 31, 2019 and 2018, the management of the Group determines that there are no impairments of any of its CGUs containing goodwill.

The recoverable amounts of the above CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the period. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates in the first ten-year period are by reference to industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market. The major underlying assumptions are summarized below.

All these calculations use cash flow projections based on financial budgets approved by management covering a ten-year period and a discount rate of 14% (2018: 14%). Cash flow beyond that ten-year period has been extrapolated using a steady 3% growth rate for conservative purpose. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of Haigang Fu Shou Yuan, Jinzhou Maoshan Anling, Henan Fu Shou Yuan, Chongqing Baitayuan, Meilin Century Cemetery, Guanlingshan Cultural Cemetery, Wuyuan Wanshoushan Cemetery, Anyang Tianshouyuan Cemetery, Changzhou Qifengshan Cemetery, Zaozhuang Shanting Xingtai, Luoyang Xianhe Cemetery, Temshine, Guangxi Huazuyuan Cemetery, Chaoyang Longshan Cemetery, Guizhou Tianyuanshan, Helinge'er Anyou Cemetery and Hubei Tianxian Cemetery to exceed the aggregate recoverable amount of the respective CGUs.

18. CEMETERY ASSETS

	Land cost RMB'000	Landscape facilities RMB'000	Development cost RMB'000	Total RMB'000
COST				
At January 1, 2018	891,826	222,066	295,567	1,409,459
Additions	96,300	6,967	21,817	125,084
Acquired on acquisitions of subsidiaries (Note 35)	72,446	25,444	2,235	100,125
Transfer to inventories	(6,093)	(924)	(2,146)	(9,163)
At December 31, 2018	1,054,479	253,553	317,473	1,625,505
Additions	84,830	25,815	24,910	135,555
Acquired on acquisitions of subsidiaries (Note 35)	23,236	4,808	2,991	31,035
Transfer to inventories	(11,428)	(3,479)	(4,590)	(19,497)
At December 31, 2019	1,151,117	280,697	340,784	1,772,598
AMORTIZATION				
At January 1, 2018	86,242	51,789	26,607	164,638
Provided for the year	25,477	15,009	6,151	46,637
Eliminated on transfer	(853)	(438)	(328)	(1,619)
At December 31, 2018	110,866	66,360	32,430	209,656
Provided for the year	25,861	16,071	6,188	48,120
Eliminated on transfer	(1,717)	(1,760)	(1,150)	(4,627)
At December 31, 2019	135,010	80,671	37,468	253,149
CARRYING VALUES				
At December 31, 2018	943,613	187,193	285,043	1,415,849
At December 31, 2019	1,016,107	200,026	303,316	1,519,449

The land costs mainly represents leasehold land located in Mainland China having finite useful lives which are amortized on a straight-line basis over the lease terms.

18. CEMETERY ASSETS — *continued*

Landscape facilities represent the construction cost of facilities such as arbors and bridges in the mausoleum. Amortization for landscape facilities is provided on a straight-line basis over shorter of the remaining lease term of land or useful life.

Development cost represents the cost paid for the foundation work and putting the land into the condition ready for development of cemetery business. Amortization for development cost is provided on a straight-line basis over the estimated useful life (same as land costs over the lease terms).

Upon commencement of development of an area within the cemetery, the proportionate cemetery assets are transferred to inventories.

19. RESTRICTED DEPOSITS

Restricted deposits represent the deposits which are placed in designated joint controlled bank accounts with local funeral associations. In accordance with the requirements of local authorities, the balances are provided based on certain percentages of cemetery sales of certain subsidiaries for the use of cemetery maintenance. The restricted deposits can be drawn only with simultaneous approvals from both sides of the subsidiary and the respective funeral association for cemetery maintenance expenditure.

20. INVESTMENTS IN JOINT VENTURES

	2019 **RMB'000**	2018 RMB'000
Cost of investment in joint ventures	**35,741**	–

Details of each of the Group's joint ventures at the end of the reporting period are as follow:

Name of entity#	**Country of incorporation/ registration**	**Principal place of business**	**Proportion of ownership interest held by the Group**		**Proportion of voting rights held by the Group**		**Cost of investment by the Group**		**Principal activity**
			2019 **%**	2018 %	**2019** **%**	2018 %	**2019** **RMB'000**	2018 RMB'000	
Jiaxing Fuji Equity Investment Partnership (Limited Partnership) 嘉興福冀股權投資合夥企業(有限合夥) ("Jiaxing Fuji")	PRC	PRC	**49.89**	N/A	**49.89**	N/A	**34,917**	N/A	Investment holding
Zhengzhou Baishan Fushou Life Culture Service Co., Ltd. 鄭州百善福壽生命文化福壽文化服務有限公司	PRC	PRC	**50**	N/A	**50**	N/A	**824**	N/A	Investment holding

#: The English names of both joint ventures established in the PRC are translated for identification purpose only.

21. DEFERRED TAXATION

The following are the major deferred tax assets (liabilities) recognized by the Group and movements thereon during the year ended December 31, 2019 and 2018:

	Contract liabilities RMB'000	Tax losses RMB'000	Fair value adjustment RMB'000 (note)	Total RMB'000
At January 1, 2018	27,243	8,674	(84,612)	(48,695)
Acquisitions of subsidiaries (Note 35)	—	—	(12,673)	(12,673)
Credit to profit or loss	3,880	3,484	4,579	11,943
At December 31, 2018	31,123	12,158	(92,706)	(49,425)
Acquisitions of subsidiaries (Note 35)	—	—	(1,325)	(1,325)
Credit to profit or loss	4,315	4,795	2,197	11,307
At December 31, 2019	35,438	16,953	(91,834)	(39,443)

Note: Fair value adjustment mainly refers to revaluation of property and equipment and cemetery assets upon the business combination arose from acquisitions of subsidiaries and revaluation of investment property.

For the purpose of presentation in the consolidated statement of financial position, deferred tax assets and liabilities are offset when there is legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same legal entity and fiscal authority. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2019 RMB'000	2018 RMB'000
Deferred tax assets	**54,450**	45,377
Deferred tax liabilities	**(93,893)**	(94,802)
	(39,443)	(49,425)

The deferred tax balances have reflected the tax rates that are expected to apply in the respective years when the asset is realized or the liability is settled.

The Group has unused tax losses of the PRC subsidiaries and offshore subsidiaries of approximately RMB145,625,000 (2018: RMB134,046,000) as at December 31, 2019. Deferred tax assets have been recognized in respect of approximately RMB67,814,000 (2018: RMB48,632,000) of such losses as at December 31, 2019. No deferred tax assets have been recognized in respect of the remaining approximately RMB80,175,000 (2018: RMB85,564,000) as at December 31, 2019 due to the unpredictability of future profit streams.

21. DEFERRED TAXATION — *continued*

Pursuant to the rules and regulations in the PRC, the unrecognized tax losses at the end of each reporting period will expire in five years. The deductible taxable losses which are not recognized as deferred tax assets will expire in the following years as bellows:

	2019	2018
	RMB'000	RMB'000
2019	**—**	8,855
2020	**203**	206
2021	**2,484**	6,942
2022	**3,789**	7,997
2023	**17,293**	34,159
2024	**22,218**	—
	45,987	58,159

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from January 1, 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to RMB2,493,535,000 (2018: RMB1,925,788,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

22. INVENTORIES

	2019	2018
	RMB'000	RMB'000
Burial plots	**335,258**	308,525
Tombstone	**93,562**	91,550
Others	**52,239**	47,928
	481,059	448,003

23. TRADE AND OTHER RECEIVABLES

	2019 RMB'000	2018 RMB'000
Trade receivables	**56,480**	14,778
Other receivables comprise:		
Prepayments and rental deposits on properties	**1,511**	3,632
Staff advances	**3,091**	1,791
Entrusted loan (note)	**8,950**	11,950
Deposit for new projects	**5,539**	3,462
Prepayments to suppliers	**8,751**	2,196
Interest receivables	**10,344**	1,374
Others	**11,809**	12,321
	106,475	51,504

Note: As of December 31, 2019, the Group has advanced an unsecured loan amounting to RMB8,950,000 (2018: RMB11,950,000) to a cemetery for which the Group is providing management services. The entrusted loan is interest-free and repayable within one year.

As at January 1, 2018, trade receivables from contracts with customers amounted to RMB6,310,000.

Rental prepayments were adjusted upon the initial application of IFRS 16. Details of the adjustments are set out in Note 2.

The Group ordinarily demands its customers for full cash settlement prior to or upon the delivery of burial service. The Group may allow a credit period to its customers for sales of cremation machines, provision of landscape and garden design services, and services offered to local funeral administration authorities. Before accepting any new customer asking for credit period, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer.

23. TRADE AND OTHER RECEIVABLES — *continued*

The ageing analysis of trade receivables presented based on the invoice date at the end of reporting period is as follows:

	2019 **RMB'000**	2018 RMB'000
Within one year	**52,510**	10,207
Over one year but less than two years	**668**	—
Over two year but less than three years	**—**	4,571
Over three year but less than four years	**3,302**	—
	56,480	14,778

Certain portion of trade receivables of sales of cremation machines with instant settlement arrangement is not considered past due as the Group maintains good relationship with the customers and do not notice any delay or expected delay in payment.

In determining the recoverability of the trade receivables, the Group reassesses any change in the credit quality of the trade receivables since the credit was granted and up to the reporting date. After reassessment, the Directors are of the view that no allowance is required.

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets mandatorily measured at FVTPL:

	2019 **RMB'000**	2018 RMB'000
Unlisted cash management products (a)	**417,580**	577,420
Equity investment (b)	**38,110**	29,761
	455,690	607,181
Analysed for reporting purposes as:		
Current assets	**417,580**	577,420
Non-current assets	**38,110**	29,761
	455,690	607,181

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS — *continued*

(a) Unlisted cash management products

During the year, the Group entered into a number of cash management products as part of its treasury management.

Details of the cash management products as at December 31, 2019 are as follows:

Bank	Name of products	Currency	Amount RMB'000	Term/call date	Expected yield rate	Principal-guaranteed
Shanghai Pudong Development Bank	Tian Tian Li (“天添利”) No. 1 (note)	RMB	50,000	Redeemable on call after 1 work days on work day	3.00%	N
Shanghai Pudong Development Bank	Tian Tian Li Jin Qu (“天添利進取”) No. 1 (note)	RMB	50,000	Redeemable on call after 1 work days on work day	3.30%	N
Shanghai Pudong Development Bank	Zhou Zhou Xiang Ying Zeng Li (“週週享盈增利”) No.1 (note)	RMB	59,000	7 days cycle	3.72%	N
Shanghai Pudong Development Bank	Li Duo Duo E Lu Fa (“利多多E路發”) B (note)	RMB	170,800	Redeemable on call after 14 work days on work day	3.00%	N
Shanghai Pudong Development Bank	Tian Tian Li Pu Hui Plan (“天添利普惠計劃”) (note)	RMB	16,700	Redeemable on call after 1 work days on work day	3.29%	N
Shanghai Pudong Development Bank	Tian Tian Li Pu Tian Tong Ying (“天添利浦天同盈”) No. 1 (note)	RMB	80	Redeemable on call after 1 work days on work day	3.05%	N
China Merchants Bank	“Yun Tong Cai Fu • Wen De Li” 180-day Period (“蘊通財富 • 穩得利” 180天週期型) (note)	RMB	8,000	Fixed in 180 days	3.60%	N
China Merchants Bank	“Yun Tong Cai Fu • Sheng Xi 365” 180-day Period (“蘊通財富 • 生息365”) (note)	RMB	3,000	Redeemable on call on work day	1.55%	N
Industrial and Commercial Bank of China	Ru Yi Ren Sheng (“如意人生”)I B (note)	RMB	4,000	Redeemable on the 20th day of every month	3.35%	N
Bank of Shanghai	Yi Jing Ling (“易精靈”) (note)	RMB	50,000	Redeemable on call after 1 work days on work day	3.20%	N
Shanghai Pudong Development Bank	Cai Fu Ban Che (“財富班車進取”) No. 4 (note)	RMB	6,000	Fixed in 180 days	4.00%	N

Note: Investment portfolio of the products includes government debt instruments, treasury notes, corporate bonds and etc.

The cash management products have been accounted as financial assets at FVTPL on initial recognition. In the opinion of the Directors, the fair value of the cash management products at December 31, 2019 approximated their principal amounts.

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS — *continued*

(b) Equity investment

In July 2018, the Group made an equity investment of Changchun Huaxia Cemetery Co., Ltd. in the amount of RMB29,000,000, accounting for 10% of the total equity interests and this equity investment was measured at FVTPL. Huaxia Cemetery is an unlisted company providing burial services in Changchun City of Jilin Province.

In the opinion of the Directors, the fair value was about RMB38 million as at December 31, 2019 and the fair value change of these equity investments due to the revaluation of the investment. The performance of Huaxia Cemetery for the year ended December 31, 2019 was consistent with the expectation at time of investment decision.

25. TIME DEPOSITS

	2019 **RMB'000**	2018 RMB'000
RMB-denominated	**8,459**	48,298

As of December 31, 2019, the Group had fixed-term deposits in banks in the PRC with maturities of six months ("Time Deposits"). The deposits carry fixed interests rate at 1.937% per annum (2018: fixed interests rate from 1.920% to 1.937% per annum).

26. BANK BALANCES AND CASH

Bank balances of the Group denominated in RMB, HK$ and US Dollar ("US$") carry variable-rate interest as follows:

	2019	2018
Interest rate per annum		
— RMB	**0.30%–3.70%**	0.30%–4.35%
— HK$	**0.01%–3.50%**	0.01%–2.45%
— US$	**0.05%**	0.05%

The bank balances and cash that are denominated in currencies other than RMB are set out below:

	2019 **RMB'000**	2018 RMB'000
HK$	**80,904**	74,500
US$	**34,511**	33,360
	115,415	107,860

27. TRADE AND OTHER PAYABLES

	2019 RMB'000	2018 RMB'000
Trade payables	**199,664**	165,393
Other payables comprise:		
Advances and deposits from customers	**12,535**	14,688
Payables for acquisition of property and equipment	**1,499**	604
Salary, welfare and bonus payables	**130,066**	139,541
Other accrued expenses	**53,912**	49,134
Consideration payables for acquisition of subsidiaries	**37,703**	39,578
Consideration payables for acquisition of non-controlling interests (note)	**142,321**	–
Others	**20,606**	25,358
	598,306	434,296

Note: During the year of 2019, the Group entered into agreements with the non-controlling shareholders of two of its subsidiaries, to acquire 49% non-controlling interests in Beijing Temshine Cemetery Design Group Ltd. (北京天泉佳境陵園建築設計有限公司) and 40% non-controlling interests in Chongqing Baitayuan Funeral and Burial Development Co., Ltd. (重慶白塔園殯葬開發有限公司) with total consideration of RMB145,384,000, respectively, cost of which 3,063,000 was paid this year.

The following is an aged analysis of trade payables presented based on the invoice date at the year end:

	2019 RMB'000	2018 RMB'000
0–90 days	**64,239**	62,467
91–180 days	**26,783**	17,485
181–365 days	**33,450**	15,139
Over 365 days	**75,192**	70,302
	199,664	165,393

The average credit period on purchases of goods is 181 to 365 days.

28. BORROWINGS

	2019 RMB'000	2018 RMB'000
Borrowings carry at variable interest rate		
— Secured by the Group's equity interest in subsidiaries	**36,360**	43,860
— Unsecured	**—**	60,000
	36,360	103,860
The carrying amounts of the above borrowings are repayable*:		
Within one year	**22,500**	75,000
More than one year, but not exceeding two years	**13,860**	15,000
More than two years but not more than five years	**—**	13,860
	36,360	103,860
Less: amounts due within one year shown under current liabilities	**(22,500)**	(75,000)
Amounts shown under non-current liabilities	**13,860**	28,860

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

The Group's variable-rate bank borrowings carry interests at the People's Bank of China benchmark rate plus a premium. For the year ended December 31, 2019, the interest rates of the variable-rate borrowings was 4.998% per annum (2018: 4.350% to 4.998%).

The carrying amounts of the Group's equity interest in two subsidiaries that were secured against the Group's borrowings are set out below:

	2019 RMB'000	2018 RMB'000
Net book value of the Group's equity interest in subsidiaries	**126,416**	121,630

29. CONTRACT LIABILITIES

	31/12/2019 RMB'000	31/12/2018 RMB'000
Cemetery maintenance services	**362,279**	326,496
Sales of pre-need contracts	**20,877**	10,747
	383,156	337,243
Current	**47,317**	35,442
Non-Current	**335,839**	301,801
	383,156	337,243

As at January 1, 2018, contract liabilities amounted to RMB285,226,000.

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

Cemetery maintenance services

The Group provides on-going cemetery maintenance services as part of the burial services to maintain the landscaped cemeteries and the large number of memorials that lie on the cemeteries.

Customers who purchase burial services at certain locations are required to make advance payments for maintenance fees, relating to the maintenance of their cremation niches or burial lots and memorials over 10 to 20 years, and such amounts are generally paid together with the purchase of the Group's burial services.

During the year ended December 31, 2019, the Group generated revenue from cemetery maintenance services in the amount of approximately RMB23,192,000 (2018: RMB20,984,000) in the contract liability balance at the beginning of the year.

Sales of pre-need contracts

Sales of pre-need contracts is sales of funeral services based on a contract prior to death occurring. The payment is due when the pre-need contract is signed, this will give rise to contract liabilities at the start of a contract, until the revenue recognised when the funeral service is offered. Therefore, this part of advance payment is classified as current liabilities of the Group.

30. LOANS FROM NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

	2019 RMB'000	2018 RMB'000
Chongqing Guolong Agricultural Science and Technology Development Co. Ltd.* (重慶國隆農業科技發展有限公司)	**26,950**	26,950
Shandong World Trade Center* (山東世界貿易中心)	**16,988**	31,969
Nanchang Municipal Public Asset Management Co., Ltd. * (南昌市政公用資產管理有限公司)	**6,000**	–
	49,938	58,919
Current	**43,938**	26,950
Non-Current	**6,000**	31,969
	49,938	58,919

* The English names of the entities established in the PRC are translated for identification purpose only.

The loan from Chongqing Guolong Agricultural Science and Technology Development Co. Ltd carries a fixed interest rate at 4.350% per annum and is due in January 2020.

The loan from Shandong World Trade Center carries a fixed interest rate at 6.090% (December 31, 2018: 5.655%) per annum and is repaid on demand.

The loan from Nanchang Municipal Public Asset Management Co., Ltd. carries a fixed interest rate at 6.00% per annum and is due in December 2021.

31. LEASE LIABILITIES

	2019 RMB'000
Lease liabilities payable:	
Within one year	**19,630**
Within a period of more than one year but not more than two years	**17,014**
Within a period of more than two years but not more than five years	**26,232**
Within a period of more than five years	**19,864**
	82,740
Less: Amount due for settlement with 12 months shown under current liabilities	**(19,630)**
Amount due for settlement after 12 months shown under non-current liabilities	**63,110**

32. SHARE CAPITAL

	Number of shares	Amount US$
Ordinary shares of US$0.01 each		
Authorized:		
At January 1, 2018, December 31, 2018 and December 31, 2019	20,000,000,000	200,000,000

	Number of shares	Amount US$	Shown in the consolidated financial statements as RMB'000
Issued and fully paid:			
At January 1, 2018	2,164,539,422	21,645,394	131,666
Exercise of share options (Note 34)	50,535,000	505,350	3,254
At December 31, 2018	2,215,074,422	22,150,744	134,920
Exercise of share options (Note 34)	40,786,000	407,860	2,832
Shares repurchased and cancelled (note)	(50,000)	(500)	(4)
At December 31, 2019	2,255,810,422	22,558,104	137,748

32. SHARE CAPITAL — *continued*

Note: During the year of 2019, the Company repurchased its own ordinary shares through The Stock Exchange of Hong Kong Limited as follows:

Month of Repurchase	No. of ordinary shares	Price per share Highest	Lowest	Aggregate consideration paid
		HK$	HK$	HK$'000
January	50,000	5.28	5.23	262

The above ordinary shares were cancelled during the year of 2019.

The new shares rank pari passu with the existing shares in all respects.

33. RESERVES

Statutory surplus reserve

As stipulated by the relevant laws and regulations in the PRC, the Group's PRC subsidiaries are required to maintain a statutory surplus reserve fund which is non-distributable. An appropriation to such reserve is made out of net profit after tax as reflected in the statutory financial statements of the PRC subsidiaries while the amounts and allocation basis are decided by their respective boards of directors annually. The appropriation, however, must be at least 10% of profit after tax and may cease when the fund balance reaches 50% of the registered capital of the PRC subsidiaries. The statutory surplus reserve fund can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of a capitalization issue.

Special reserve

The special reserve consisted of an amount of RMB5,000,000 representing deemed contribution from the equity holders pursuant to a Group's reorganization and an amount of RMB79,667,000 representing deemed contribution from the founding shareholders as a result of a waiver of liabilities by such founding shareholders prior to the Company's listing.

Other reserve

Other reserve represents the difference between the proportionate share of the carrying amount of the net assets of non wholly-owned subsidiaries transferred from non-controlling interests and the consideration paid to acquire the respective from non-controlling interests.

34. SHARE-BASED COMPENSATION

Share Option Scheme

The Company adopted a share option scheme on December 3, 2013 (the "Share Option Scheme") which shall be valid and effective for a period of 10 years from that date, subject to early termination by the Company in a general meeting or by the Directors. The purpose of the Share Option Scheme is to provide incentives or rewards to participants for their contributions to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest. Under the Share Option Scheme, the Directors may offer to grant an option to any director or employee, or any advisor, consultant, suppliers, customers or shareholder of any member of the Group (the "Eligible Participants").

Granted on August 5, 2014

On August 5, 2014, the Company granted 42,000,000 share options (the "Share Option A") to the Directors and employees of the Group under the following terms:

(1) All Share Option A are granted at an exercise price of HK$4.14 per share.

(2) All Share Option A granted to the employees under the Share Option Scheme can only be exercised in the following manners:

Exercise Period	**Maximum percentage of share underlying the option exercisable**
From August 5, 2016 to August 4, 2018	50% of the total number of shares underlying the options granted.
From August 5, 2017 to August 4, 2018	50% of the total number of shares underlying the options granted.

(3) All Share Option A granted to the Directors under the Share Option Scheme can only be exercised in the following manners:

Exercise Period	**Maximum percentage of share underlying the option exercisable**
From August 5, 2016 to August 4, 2024	50% of the total number of shares underlying the options granted.
From August 5, 2017 to August 4, 2024	50% of the total number of shares underlying the options granted.

34. SHARE-BASED COMPENSATION — *continued*

Share Option Scheme — *continued*

Granted on August 5, 2014 — *continued*

The fair values of the Option A granted to the Directors and employees at grant date are HK$1.27 per share and HK$0.78 per share respectively, representing RMB37,849,000 in total, which is determined using a binomial option pricing model. The inputs into the model were as follows:

	Employee	Directors
Grant date share price	HK$4.14	HK$4.14
Exercise price	HK$4.14	HK$4.14
Expected volatility	24.4%	24.4%
Option life	4 years	10 years
Dividend yield	1%	1%
Risk-free interest rate	1.1365%	2.0520%
Forfeiture rate	5%	—

The risk-free interest rates were based on market yield rate of Hong Kong Government Bond with maturity with 4 years and 10 years as of the date of grant, respectively.

Expected volatility was determined based on the historical share price volatility. The Binomial Model has been used to estimate the fair value of the options. The variable and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

Granted on March 19, 2015

On March 19, 2015, the Company granted 50,000,000 share options (the "Share Option B") to the Directors and employees of the Group under the following terms:

(1) All Share Option B are granted at an exercise price of HK$3.126 per share.

(2) All Share Option B granted can only be exercised in the following manners:

Exercise Period	Maximum percentage of share underlying the option exercisable
From March 19, 2017 to March 18, 2019	50% of the total number of shares underlying the options granted.
From March 19, 2018 to March 18, 2019	50% of the total number of shares underlying the options granted.

34. SHARE-BASED COMPENSATION — *continued*

Share Option Scheme — *continued*

Granted on March 19, 2015 — continued

The fair value of the Option B at grant date is HK$0.47 per share, representing RMB18,020,000 in total, which is determined using a binomial option pricing model. The inputs into the model were as follows:

Grant date share price	HK$3.10
Exercise price	HK$3.126
Expected volatility	21.43%
Option life	4 years
Dividend yield	1.67%
Risk-free interest rate	1.08%
Forfeiture rate	4.20%

The risk-free interest rate was based on market yield rate of Hong Kong Government Bond with maturity with 4 years as of the date of grant.

Expected volatility was determined based on the historical share price volatility. The Binomial Model has been used to estimate the fair value of the options. The variable and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

34. SHARE-BASED COMPENSATION — *continued*

Share Option Scheme — *continued*

Granted on March 24, 2016

On March 24, 2016, the Company granted 48,000,000 share options (the "Share Option C") to the Directors and employees of the Group under the following terms:

(1) All Share Option C are granted at an exercise price of HK$5.824 per share.

(2) All Share Option C granted can only be exercised in the following manners:

Exercise Period	Maximum percentage of share underlying the option exercisable
From March 24, 2018 to March 23, 2020	50% of the total number of shares underlying the options granted.
From March 24, 2019 to March 23, 2020	50% of the total number of shares underlying the options granted.

The fair value of the Option C at grant date is HK$1.21 per share, representing RMB48,592,000 in total, which is determined using a binomial option pricing model. The inputs into the model were as follows:

Grant date share price	HK$5.52
Exercise price	HK$5.824
Expected volatility	34.34%
Option life	4 years
Dividend yield	2%
Risk-free interest rate	0.99%
Forfeiture rate	4.30%

The risk-free interest rate was based on market yield rate of Hong Kong Government Bond with maturity with 4 years as of the date of grant.

Expected volatility was determined based on the historical share price volatility. The Binomial Model has been used to estimate the fair value of the options. The variable and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

34. SHARE-BASED COMPENSATION — *continued*

Share Option Scheme — *continued*

Granted on May 16, 2016

On May 16, 2016, the Company granted 2,000,000 share options (the "Share Option D") to the Directors under the following terms:

(1) All Share Option D are granted at an exercise price of HK$5.466 per share.

(2) All Share Option D granted can only be exercised in the following manners:

Exercise Period	Maximum percentage of share underlying the option exercisable
From April 27, 2018 to April 26, 2020	50% of the total number of shares underlying the options granted.
From April 27, 2019 to April 26, 2020	50% of the total number of shares underlying the options granted.

The fair value of the Option D at grant date is HK$1.32 per share, representing RMB2,207,000 in total, which is determined using a binomial option pricing model. The inputs into the model were as follows:

Grant date share price	HK$5.460
Exercise price	HK$5.466
Expected volatility	33.6%
Option life	4 years
Dividend yield	2%
Risk-free interest rate	0.86%
Forfeiture rate	—

The risk-free interest rate was based on market yield rate of Hong Kong Government Bond with maturity with 4 years as of the date of grant.

Expected volatility was determined based on the historical share price volatility. The Binomial Model has been used to estimate the fair value of the options. The variable and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

34. SHARE-BASED COMPENSATION — *continued*

Share Option Scheme — *continued*

Granted on March 20, 2017

On March 20, 2017, the Company granted 50,000,000 share options (the "Share Option E") to the directors of the Company and employees of the Group under the following terms:

(1) All Share Option E are granted at an exercise price of HK$4.850 per share.

(2) All Share Option E granted can only be exercised in the following manners:

Exercise Period	**Maximum percentage of share underlying the option exercisable**
From March 20, 2019 to March 19, 2021	50% of the total number of shares underlying the options granted.
From March 20, 2020 to March 19, 2021	50% of the total number of shares underlying the options granted.

The fair value of the Option E at grant date is HK$1.00 per share, representing RMB44,301,000 in total, which is determined using a binomial option pricing model. The inputs into the model were as follows:

Grant date share price	HK$4.850
Exercise price	HK$4.850
Expected volatility	29.22%
Option life	4 years
Dividend yield	2%
Risk-free interest rate	1.41%
Forfeiture rate	3.83%

The risk-free interest rate was based on market yield rate of Hong Kong Government Bond with maturity with 4 years as of the date of grant.

Expected volatility was determined based on the historical share price volatility. The Binomial Model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

34. SHARE-BASED COMPENSATION — *continued*

Share Option Scheme — *continued*

Since Share Option A has no outstanding balance at January 1, 2019, set out below are details of movements of the outstanding options in relation to Share Option B to E granted under the Share Option Scheme during the year ended December 31, 2019:

				Number of options					
	Batch	Date of grant	Exercise price per Share (HK$)	Balance outstanding as at January 1, 2019	Granted during the year ended December 31, 2019	Exercised during the year ended December 31, 2019	Lapsed during the year ended December 31, 2019	Forfeited during the year ended December 31, 2019	Balance outstanding as at December 31, 2019
Directors									
Bai Xiaojiang	Share Option B	March 19, 2015	3.126	1,500,000	–	(1,500,000)	–	–	–
	Share Option C	March 24, 2016	5.824	2,000,000	–	(2,000,000)	–	–	–
	Share Option D	May 16, 2016	5.466	1,000,000	–	(1,000,000)	–	–	–
	Share Option E	March 20, 2017	4.850	5,000,000	–	–	–	–	5,000,000
Wang Jisheng	Share Option B	March 19, 2015	3.126	1,500,000	–	(1,500,000)	–	–	–
	Share Option C	March 24, 2016	5.824	2,000,000	–	(2,000,000)	–	–	–
	Share Option D	May 16, 2016	5.466	1,000,000	–	(1,000,000)	–	–	–
	Share Option E	March 20, 2017	4.850	5,000,000	–	–	–	–	5,000,000
Tan Leon Li-an	Share Option C	March 24, 2016	5.824	500,000	–	(500,000)	–	–	–
Ma Xiang	Share Option C	March 24, 2016	5.824	500,000	–	–	–	–	500,000
Lu Hesheng	Share Option B	March 19, 2015	3.126	500,000	–	(500,000)	–	–	–
	Share Option C	March 24, 2016	5.824	500,000	–	–	–	–	500,000
	Share Option E	March 20, 2017	4.850	500,000	–	–	–	–	500,000
Chen Qunlin	Share Option B	March 19, 2015	3.126	300,000	–	(300,000)	–	–	–
	Share Option C	March 24, 2016	5.824	300,000	–	–	–	–	300,000
	Share Option E	March 20, 2017	4.850	300,000	–	–	–	–	300,000
Luo Zhuping	Share Option B	March 19, 2015	3.126	300,000	–	(300,000)	–	–	–
	Share Option C	March 24, 2016	5.824	300,000	–	–	–	–	300,000
	Share Option E	March 20, 2017	4.850	300,000	–	–	–	–	300,000
Ho Man	Share Option B	March 19, 2015	3.126	300,000	–	(300,000)	–	–	–
	Share Option C	March 24, 2016	5.824	300,000	–	–	–	–	300,000
	Share Option E	March 20, 2017	4.850	300,000	–	–	–	–	300,000
Wu Jianwei	Share Option B	March 19, 2015	3.126	300,000	–	(300,000)	–	–	–
	Share Option C	March 24, 2016	5.824	300,000	–	(300,000)	–	–	–
	Share Option E	March 20, 2017	4.850	300,000	–	–	–	(300,000)	–
				25,100,000	–	(11,500,000)	–	(300,000)	13,300,000
Other employees	Share Option B	March 19, 2015	3.126	9,799,000	–	(8,299,000)	(1,500,000)	–	–
	Share Option C	March 24, 2016	5.824	35,443,000	–	(20,987,000)	–	–	14,456,000
	Share Option E	March 20, 2017	4.850	38,300,000	–	–	–	–	38,300,000
Total				108,642,000	–	(40,786,000)	(1,500,000)	(300,000)	66,056,000
Exercisable at December 31				33,642,000					41,206,000
Weighted average exercise price (HK$)				5.01	N/A	4.95	3.126	4.85	5.74

Note: Wu Jianwei resigned as independent non-executive director of the Company on November 29, 2019.

34. SHARE-BASED COMPENSATION — *continued*

Share Option Scheme — *continued*

Set out below are details of movements of the outstanding options in relation to Share Option A to E granted under the Share Option Scheme during the year ended December 31, 2018:

	Batch	Date of grant	Exercise price per Share (HK$)	Number of options: Balance outstanding as at January 1, 2018	Granted during the year ended December 31, 2018	Exercised during the year ended December 31, 2018	Lapsed during the year ended December 31, 2018	Balance outstanding as at December 31, 2018
Directors								
Bai Xiaojiang	Share Option B	March 19, 2015	3.126	1,500,000	–	–	–	1,500,000
	Share Option C	March 24, 2016	5.824	2,000,000	–	–	–	2,000,000
	Share Option D	May 16, 2016	5.466	1,000,000	–	–	–	1,000,000
	Share Option E	March 20, 2017	4.850	5,000,000	–	–	–	5,000,000
Wang Jisheng	Share Option B	March 19, 2015	3.126	1,500,000	–	–	–	1,500,000
	Share Option C	March 24, 2016	5.824	2,000,000	–	–	–	2,000,000
	Share Option D	May 16, 2016	5.466	1,000,000	–	–	–	1,000,000
	Share Option E	March 20, 2017	4.850	5,000,000	–	–	–	5,000,000
Tan Leon Li-an	Share Option A	August 5, 2014	4.14	400,000	–	(400,000)	–	–
	Share Option C	March 24, 2016	5.824	500,000	–	–	–	500,000
Ma Xiang	Share Option C	March 24, 2016	5.824	500,000	–	–	–	500,000
Lu Hesheng	Share Option A	August 5, 2014	4.14	400,000	–	(400,000)	–	–
	Share Option B	March 19, 2015	3.126	500,000	–	–	–	500,000
	Share Option C	March 24, 2016	5.824	500,000	–	–	–	500,000
	Share Option E	March 20, 2017	4.850	500,000	–	–	–	500,000
Huang James Chih-cheng	Share Option A	August 5, 2014	4.14	400,000	–	(400,000)	–	–
Chen Qunlin	Share Option A	August 5, 2014	4.14	200,000	–	(200,000)	–	–
	Share Option B	March 19, 2015	3.126	300,000	–	–	–	300,000
	Share Option C	March 24, 2016	5.824	300,000	–	–	–	300,000
	Share Option E	March 20, 2017	4.850	300,000	–	–	–	300,000
Luo Zhuping	Share Option A	August 5, 2014	4.14	200,000	–	(200,000)	–	–
	Share Option B	March 19, 2015	3.126	300,000	–	–	–	300,000
	Share Option C	March 24, 2016	5.824	300,000	–	–	–	300,000
	Share Option E	March 20, 2017	4.850	300,000	–	–	–	300,000
Ho Man	Share Option A	August 5, 2014	4.14	200,000	–	(200,000)	–	–
	Share Option B	March 19, 2015	3.126	300,000	–	–	–	300,000
	Share Option C	March 24, 2016	5.824	300,000	–	–	–	300,000
	Share Option E	March 20, 2017	4.850	300,000	–	–	–	300,000
Wu Jianwei	Share Option A	August 5, 2014	4.14	200,000	–	(200,000)	–	–
	Share Option B	March 19, 2015	3.126	300,000	–	–	–	300,000
	Share Option C	March 24, 2016	5.824	300,000	–	–	–	300,000
	Share Option E	March 20, 2017	4.850	300,000	–	–	–	300,000
				27,100,000	–	(2,000,000)	–	25,100,000
Other employees	Share Option A	August 5, 2014	4.14	16,879,000	–	(16,804,000)	(75,000)	–
	Share Option B	March 19, 2015	3.126	35,673,000	–	(25,874,000)	–	9,799,000
	Share Option C	March 24, 2016	5.824	41,300,000	–	(5,857,000)	–	35,443,000
	Share Option E	March 20, 2017	4.850	38,300,000	–	–	–	38,300,000
Total				159,252,000	–	(50,535,000)	(75,000)	108,642,000
Exercisable at December 31				34,252,000				33,642,000
Weighted average exercise price (HK$)				4.63	N/A	3.82	4.14	5.01

Note: Wu Jianwei resigned as independent non-executive director of the Company on November 29, 2019.

34. SHARE-BASED COMPENSATION — *continued*

Share Option Scheme — *continued*

As 31 December 2019, 66,056,000 (2018: 108,642,000) share options remains outstanding under the Share Option Scheme, representing 2.93% (2018: 4.90%) of the ordinary shares of the Company in issue at that date.

In respect of the share options exercised during the period, the weighted average share price at the dates of exercise is HK$6.54 (2018: HK$7.86).

The Group recognized total expense of approximately RMB11,739,000 (2018: RMB30,548,000) for the year in relation to Share Option C to E (2018: Share Option B to E) granted by the Company under Share Option Scheme.

35. ACQUISITIONS OF SUBSIDIARIES

(a) Acquisition of 80% equity interest in Hubei Tiansheng Cemetery Co., Ltd. ("Hubei Tianxian Cemetery")

In December 2018, Shanghai Fu Shou Yuan Industry Development Co., Ltd ("Shanghai FSY"), a wholly-owned subsidiary of the Group, entered into an agreement with independent third parties to acquire 80% equity interest of Hubei Tianxian Cemetery at a total consideration of RMB40,000,000. The acquisition has been completed in January 2019 and has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB13,560,000. Hubei Tianxian Cemetery is engaged in burial service and was acquired as part of the Group's expansion.

35. ACQUISITIONS OF SUBSIDIARIES — *continued*

(a) Acquisition of 80% equity interest in Hubei Tiansheng Cemetery Co., Ltd. ("Hubei Tianxian Cemetery") — *continued*

The fair value of net assets and goodwill acquired in the transaction are as follows:

	RMB'000
Property and equipment	2,728
Cemetery assets	31,035
Inventories	2,246
Bank balances and cash	153
Trade and other payables	(152)
Contract liabilities	(1,635)
Deferred tax liabilities	(1,325)
Net assets acquired	33,050
Non-controlling interest	(6,610)
Goodwill	13,560
Consideration transferred	40,000
Satisfied by:	
Consideration payable	7,000
Cash paid in 2019	33,000
Cash consideration	40,000
Cash paid upon completion of the acquisition	33,000
Less: bank balances and cash acquired	153
Net cash outflow arising on acquisition	32,847

Goodwill arose in the acquisition of Hubei Tianxian Cemetery because the consideration for the combination effectively included amounts in relation to the future business growth of Hubei Tianxian Cemetery. These benefits are not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill arising on the above acquisition is expected to be deductible for the tax purposes.

Included in the profit for the year is a loss of approximately RMB3,040,000 which is attributable to Hubei Tianxian Cemetery.

35. ACQUISITIONS OF SUBSIDIARIES — *continued*

(a) Acquisition of 80% equity interest in Hubei Tiansheng Cemetery Co., Ltd. ("Hubei Tianxian Cemetery") — *continued*

Had the acquisition been completed on January 1, 2019, total group revenue for the period would have been RMB1,850,574,000 and profit for the year would have been RMB735,272,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on January 1, 2019, nor is it intended to be a projection of future results.

In determining the "pro-forma" revenue and profit of the Group had Hubei Tianxian Cemetery been acquired at the beginning of the current year, the Directors have calculated depreciation of property and equipment, cemetery assets acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognized in the pre-acquisition financial statements.

(b) Acquisition of 100% equity interest in Chaoyang Longshan Cemetery ("Chaoyang Longshan Cemetery")

On May 9, 2018, Shanghai FSY entered into an agreement with an independent third party not connected to the Group to acquire 100% equity interest in Chaoyang Longshan Cemetery, for a consideration of RMB34,212,000. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB12,903,000. Chaoyang Longshan Cemetery is engaged in burial service and was acquired as part of the Group's expansion. The acquisition was completed in May 2018.

35. ACQUISITIONS OF SUBSIDIARIES — *continued*

(b) Acquisition of 100% equity interest in Chaoyang Longshan Cemetery ("Chaoyang Longshan Cemetery") — *continued*

The fair value of net assets and goodwill acquired in the transaction are as follows:

	RMB'000
Property and equipment	228
Cemetery assets	21,005
Inventories	5,967
Other receivables	84
Bank balances and cash	807
Trade and other payables	(754)
Deferred tax liabilities	(4,528)
Contract liabilities	(1,500)
Net assets acquired	21,309
Goodwill	12,903
Consideration transferred	34,212
Satisfied by:	
Consideration payable	1,000
Cash paid in 2018	19,042
Deposit paid in prior years	14,170
Cash consideration	34,212
Cash paid upon completion of the acquisition	19,042
Less: bank balances and cash acquired	807
Net cash outflow arising on acquisition	18,235

Goodwill arising in the acquisition of Chaoyang Longshan Cemetery because the consideration for the combination effectively included amounts in relation to the future business growth of Chaoyang Longshan Cemetery. These benefits are not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill arising on the above acquisition is expected to be deductible for the tax purposes.

35. ACQUISITIONS OF SUBSIDIARIES — *continued*

(b) Acquisition of 100% equity interest in Chaoyang Longshan Cemetery ("Chaoyang Longshan Cemetery") — *continued*

Included in the profit for the year of 2018 is a profit of approximately RMB101,000 which is attributable to Chaoyang Longshan Cemetery.

Had the acquisition been completed on January 1, 2018, total group revenue for the year of 2018 would have been RMB1,655,374,000 and profit for the year of 2018 would have been RMB615,581,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on January 1, 2018, nor is it intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group had Chaoyang Longshan Cemetery been acquired at the beginning of the year of 2018, the Directors have calculated depreciation of property and equipment, cemetery assets acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements.

(c) Acquisition of 100% equity interest in Helinge'er County Anyou Ecological Memorial Cemetery Co., Ltd ("Helinge'er Anyou Cemetery")

In May 2018, Shanghai FSY entered into an agreement with an independent third party not connected to the Group to acquire 100% equity interest of Helinge'er Anyou Cemetery by phases at a total consideration of RMB119,200,000. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB35,721,000. Helinge'er Anyou Cemetery is engaged in burial service and was acquired as part of the Group's expansion.

35. ACQUISITIONS OF SUBSIDIARIES — *continued*

(c) Acquisition of 100% equity interest in Helinge'er County Anyou Ecological Memorial Cemetery Co., Ltd ("Helinge'er Anyou Cemetery") — *continued*

The fair value of net assets and goodwill acquired in the transaction are as follows:

	RMB'000
Property and equipment	4,817
Cemetery assets	74,140
Inventories	19,999
Other receivables	16
Bank balances and cash	31,844
Trade and other payables	(33,212)
Deferred tax liabilities	(8,145)
Contract liabilities	(5,980)
Net assets acquired	83,479
Goodwill	35,721
Consideration transferred	119,200
Satisfied by:	
Consideration payable	3,679
Cash paid in 2019	3,146
Cash paid in 2018	112,375
Cash consideration	119,200
Net cash outflow arising on acquisition	112,375

Goodwill arose in the acquisition of Helinge'er Anyou Cemetery because the consideration for the combination effectively included amounts in relation to the future business growth of Helinge'er Anyou Cemetery. These benefits are not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill arising on the above acquisition is expected to be deductible for the tax purposes.

Included in the profit for the year of 2018 is a loss of approximately RMB1,200,000 which is attributable to Helinge'er Anyou Cemetery.

35. ACQUISITIONS OF SUBSIDIARIES — *continued*

(c) Acquisition of 100% equity interest in Helinge'er County Anyou Ecological Memorial Cemetery Co., Ltd ("Helinge'er Anyou Cemetery") — *continued*

Had the acquisition been completed on January 1, 2018, total group revenue for the year of 2018 would have been RMB1,659,291,000 and profit for the year of 2018 would have been RMB617,028,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on January 1, 2018, nor is it intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group had Helinge'er Anyou Cemetery been acquired at the beginning of the year of 2018, the Directors have calculated depreciation of property and equipment, cemetery assets acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements.

(d) Acquisition of 80% equity interest in Guizhou Tianyuanshan Funeral Service Co., Ltd. ("Guizhou Tianyuanshan")

In May 2018, Shanghai FSY entered into an agreement with an independent third party not connected to the Group to acquire 80% equity interest of Guizhou Tianyuanshan by step acquisition at a total amount of RMB72,000,000 including the capital contribution of RMB30,200,000.

In May 2018, Shanghai FSY acquired 80% equity interest in Guizhou Tianyuanshan for the first phase. Pursuant to the agreement, upon fulfilment of certain conditions, Shanghai FSY will make further capital contributions to Guizhou Tianyuanshan. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB19,123,000. Guizhou Tianyuanshan is engaged in burial service and funeral service and was acquired as part of the Group's expansion.

35. ACQUISITIONS OF SUBSIDIARIES — *continued*

(d) Acquisition of 80% equity interest in Guizhou Tianyuanshan Funeral Service Co., Ltd. ("Guizhou Tianyuanshan") — *continued*

The fair value of net assets and goodwill acquired in the transaction are as follows:

	RMB'000
Property and equipment	24,080
Cemetery assets	4,980
Other long-term assets	9,021
Inventories	87
Other receivables	410
Bank balances and cash	233
Trade and other payables	(1,379)
Contract liabilities	(1,536)
Net assets acquired	35,896
Non-controlling interest	(7,179)
Goodwill	19,123
Consideration transferred	47,840
Satisfied by:	
Consideration payable	6,040
Cash paid in 2018	41,800
Cash consideration	47,840
Cash paid upon completion of the acquisition	41,800
Less: bank balances and cash acquired	233
Net cash outflow arising on acquisition	41,567

Goodwill arose in the acquisition of Guizhou Tianyuanshan because the consideration for the combination effectively included amounts in relation to the future business growth of Guizhou Tianyuanshan. These benefits are not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill arising on the above acquisition is expected to be deductible for the tax purposes.

Included in the profit for the year of 2018 is a profit of approximately RMB1,034,000 which is attributable to Guizhou Tianyuanshan.

35. ACQUISITIONS OF SUBSIDIARIES — *continued*

(d) Acquisition of 80% equity interest in Guizhou Tianyuanshan Funeral Service Co., Ltd. ("Guizhou Tianyuanshan") — *continued*

Had the acquisition been completed on January 1, 2018, total group revenue for the year of 2018 would have been RMB1,664,598,000 and profit for the year of 2018 would have been RMB615,179,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on January 1, 2018, nor is it intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group had Guizhou Tianyuanshan been acquired at the beginning of the year of 2018, the Directors have calculated depreciation of property and equipment, cemetery assets acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements.

36. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance. The Group's overall strategy remains unchanged since the prior year and during the year ended December 31, 2019.

The capital structure of the Group consists of net debt, which mainly includes borrowings and loans from non-controlling shareholders of subsidiaries, net of restricted deposits, time deposits, bank balances and cash, and equity attributable to owners of the Company, comprising share capital and reserves.

The Directors review the capital structure on an on-going basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debts.

37. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

The carrying amounts of financial assets and financial liabilities are as follows:

	2019 RMB'000	2018 RMB'000
Financial assets		
At FVTPL	**455,690**	607,181
At amortised cost	**2,164,102**	1,631,238
Financial liabilities		
At amortized cost	**525,861**	417,360

b. Financial risk management objectives and policies

The Group's major financial instruments include restricted deposits, time deposits, bank balances and cash, trade and other receivables, trade and other payables, loans from non-controlling shareholders of subsidiaries and borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

The primary economic environment in which the Group and its principal subsidiaries operate is the PRC and their functional currency is RMB. However, certain bank balances, other receivables and other payables are denominated in foreign currencies, which expose the Group to foreign currency risk. The management monitors foreign currency exposure by closely monitoring the movement of foreign currency rates and control currency exposure position.

37. FINANCIAL INSTRUMENTS — *continued*

b. Financial risk management objectives and policies — *continued*

Market risk — continued

Currency risk — continued

The carrying amounts of the Group's major foreign currency denominated monetary assets and monetary liabilities as at December 31, 2019 and 2018 are as follows:

	2019 RMB'000	2018 RMB'000
Assets		
US$	**34,511**	33,360
HK$	**81,117**	74,702
Liabilities		
HK$	**4,058**	2,725

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against the relevant foreign currencies. A sensitivity rate of 5% represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of each reporting period for a 5% change in foreign currency rates.

A negative number below indicates a decrease in post-tax profit where RMB strengthens 5% against the relevant foreign currencies, whereas a positive number indicates an increase in post-tax profit. For a 5% weakening of RMB against the relevant foreign currencies, there would be an equal and opposite impact on the post-tax profit.

	2019 RMB'000	2018 RMB'000
If RMB strengthens against US$	**(1,294)**	(1,251)
If RMB strengthens against HK$	**(2,890)**	(2,699)

37. FINANCIAL INSTRUMENTS — *continued*

b. Financial risk management objectives and policies — *continued*

Market risk — continued

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank balances, time deposits, lease liabilities and loans from non-controlling shareholders of subsidiaries.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances, restricted deposits and borrowings.

The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

Total interest income from financial assets that are measured at amortised cost is as follows:

	2019 **RMB'000**	2018 RMB'000
Financial assets at amortised cost	**27,517**	31,083

Interest expense on financial liabilities not measured at FVTPL and lease liabilities:

	2019 **RMB'000**	2018 RMB'000
Financial liabilities at amortised cost	**7,956**	8,293
Lease liabilities	**3,172**	—
	11,128	8,293

37. FINANCIAL INSTRUMENTS — *continued*

b. Financial risk management objectives and policies — *continued*

Market risk — continued

Interest rate risk — continued

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for interest-bearing financial instruments. The analysis is prepared assuming the variable-rate financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 10-basis point increase or decrease in deposit interest rates and a 50-basis point increase or decrease in lending interest rates represent management's assessment of the reasonably possible change in interest rates.

If the deposit interest rate had been 10 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended December 31, 2019 would have been increased/decreased by approximately RMB1,867,000 (2018: RMB1,625,000).

If the lending interest rate had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended December 31, 2019 would have been decreased/increased by approximately RMB447,000 (2018: RMB389,000).

Other price risk

The Group is exposed to other price risk through its investments in unlisted financial products as financial assets at FVTPL. The management considers alternative tools to mitigate other price risk and manages this exposure by maintaining a portfolio of investments with different risks.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, bank balances and other receivables. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

37. FINANCIAL INSTRUMENTS — *continued*

b. Financial risk management objectives and policies — *continued*

Credit risk and impairment assessment — continued

The Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

Trade receivables arising from contracts with customers

The Group ordinarily demands its customers for full cash settlement prior to or upon the delivery of burial service. The Group may allow a credit period to its customers for sales of cremation machines, provision of landscape and garden design services, and services offered to local funeral administration authorities.

The Group has concentration of credit risk on trade receivables. At December 31, 2019, the Group's largest and five largest customers accounted for approximately 18% (2018: 30%) and 64% (2018: 82%) of the total trade receivables, respectively. In order to minimise the credit risk, before accepting any new customer asking for credit period, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. the management of the Group has delegated a team responsible for monitoring procedures to ensure that follow-up action is taken when overdue debts occur. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

In addition, the Group performs impairment assessment under ECL model on trade balances individually or based on provision matrix. Except for items with material amount, which are assessed for impairment individually, the remaining trade receivables are grouped under a provision matrix based on shared credit risk characteristics by reference to repayment histories for recurring customers and current past due exposure for the new customers. No impairment is recognised during the year (2018: nil).

Other receivables

For other receivables, the Directors make periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The Directors believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2019 and 2018, the Group assessed the ECL for other receivables were insignificant and thus no loss allowance was recognised.

37. FINANCIAL INSTRUMENTS — *continued*

b. Financial risk management objectives and policies — *continued*

Credit risk and impairment assessment — continued

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL — not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates but usually settle after due date in full	Lifetime ECL — not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL — not credit-impaired	Lifetime ECL — not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL — credit-impaired	Lifetime ECL — credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

37. FINANCIAL INSTRUMENTS — *continued*

b. Financial risk management objectives and policies — *continued*

Credit risk and impairment assessment — continued

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	Notes	Internal credit rating	12-month or lifetime ECL	Gross carrying amount 2019 RMB'000	Gross carrying amount 2018 RMB'000
Financial assets at amortised cost					
Bank balances	26	Low risk	12m ECL	**2,007,142**	1,493,651
Time deposits	25	Low risk	12m ECL	**8,459**	48,298
Restricted deposits	19	Low risk	12m ECL	**56,268**	46,852
Other receivables	23	(note)	12m ECL	**35,753**	27,659
Trade receivables	23	Low risk	Lifetime ECL	**56,480**	14,778

Note: For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

	Past due RMB'000	Not past due RMB'000	Total RMB'000
Other receivables	—	35,753	35,753

Liquidity risk

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

37. FINANCIAL INSTRUMENTS – *continued*

b. Financial risk management objectives and policies – *continued*

Liquidity risk – continued

Liquidity tables

The following tables detail the Group's remaining contractual maturity for their financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table includes both interest and principal cash flows. To the extent that interest rates are floating rate, the undiscounted amount is derived from the applicable interest rates as at December 31, 2019 and 2018.

	Weighted average rate %	Repayable on demand or less than 1 year RMB'000	1 year to 5 years RMB'000	More than 5 years RMB'000	Total undiscounted cash flows RMB'000	Total carrying amount RMB'000
At December 31, 2019						
Trade and other payables	–	439,562	–	–	439,562	439,562
Loans from non-controlling shareholders of subsidiaries						
– fixed rate	5.14	27,078	24,383	–	51,461	49,938
Borrowings						
– variable rate	4.73	24,317	19,160	–	43,477	36,360
Lease liabilities	4.35	19,656	55,415	18,017	93,088	82,740
		510,613	98,958	18,017	627,588	608,600

37. FINANCIAL INSTRUMENTS — *continued*

b. Financial risk management objectives and policies — *continued*

Liquidity risk — continued

Liquidity tables — continued

	Weighted average rate %	Repayable on demand or less than 1 year RMB'000	1 year to 5 years RMB'000	Total undiscounted cash flows RMB'000	Total carrying amount RMB'000
At December 31, 2018					
Trade and other payables	–	254,581	–	254,581	254,581
Non-current loan from non-controlling shareholders of subsidiaries					
— fixed rate	5.66	–	33,916	33,916	31,969
Current loan from non-controlling shareholders of subsidiaries					
— fixed rate	4.35	27,048	–	27,048	26,950
Borrowings					
— variable rate	4.77	79,523	35,254	114,777	103,860
		361,152	69,170	430,322	417,360

37. FINANCIAL INSTRUMENTS – *continued*

c. Fair value measurements of financial instruments

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following tables give information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorized (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Financial assets	**Fair value as at**		**Fair value hierarchy**	**Valuation techniques and key inputs**
	31/12/2019	**31/12/2018**		
Financial assets at FVTPL	Cash management products in PRC with principal of RMB417,580,0000	Cash management products in PRC with principal of RMB577,420,000	Level 3	Discounted cash flows Key unobservable input is: (1) Expected return; (2) Risk-adjusted discount rate (note)
Unquoted equity investments	10% equity investment in Changchun Huaxia Cemetery Co., Ltd. of RMB38,110,000	10% equity investment in Changchun Huaxia Cemetery Co., Ltd. of RMB29,761,000	Level 3	Income approach Key unobservable inputs are: (1) Long term revenue growth rates, taking into management's experience and knowledge of market conditions of the specific industry; (2) Weighted average cost of capital

Note: The Directors consider that the impact of the fluctuation in expected discount rate of the cash management products was insignificant as the cash management products have short maturities, and therefore no sensitivity analysis is presented.

There is no transfer among level 1, 2 and 3 during the period.

37. FINANCIAL INSTRUMENTS — *continued*

c. Fair value measurements of financial instruments — *continued*

Reconciliation of Level 3 fair value measurements

	Financial assets at FVTPL RMB'000
At January 1, 2018	—
Purchase	607,181
At December 31, 2018	607,181
Total gains:	
— in profit or loss	14,274
Purchase	433,980
Disposals/settlements	(599,745)
At December 31, 2019	455,690

38. OPERATING LEASES

The Group as lessee

	2018 RMB'000
Minimum lease payments paid under operating leases during the year	19,977

The Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2018 RMB'000
Within one year	23,455
In the second to fifth year inclusive	56,206
After five years	25,670
	105,331

The lease payments represent rentals payable by the Group for certain properties and land. The lease terms are range from 1 year to 25 years in the year ended December 31, 2018.

39. CAPITAL AND OTHER COMMITMENTS

	2019 **RMB'000**	2018 RMB'000
Capital expenditure in respect of the acquisition of property & equipment and cemetery assets contracted for but not provided in the consolidated financial statements	**106,875**	104,228
Capital expenditure in respect of the acquisition of subsidiaries contracted for but not provided in the consolidated financial statements	**95,000**	40,000

In addition, the Group is committed to make capital contribution upon the requests of the general partners in Jiaxing Fuji. The Group has no outstanding contribution called by not yet paid as of December 31, 2019.

40. RETIREMENT BENEFITS SCHEMES

The Group participates in the MPF Scheme. The assets of the schemes are held separately from those of the Group and are invested in funds under the control of independent trustees. For members of the MPF Scheme, the Group contributes 5%, with maximum of HK$3,000 per person of relevant monthly payroll costs to the MPF Scheme, which contribution is matched by employees.

The employees of the PRC subsidiaries are members of a state-managed retirement benefits scheme operated by the PRC Government. The PRC subsidiaries are required to contribute 12% to 20% of the total monthly basic salaries of their current employees to the retirement benefits scheme to fund the benefits. The only obligation of the PRC subsidiaries with respect to the retirement benefits scheme is to make the specified contributions.

The total cost charged to the consolidated statement of profit or loss and other comprehensive income of approximately RMB25,964,000 for the year ended December 31, 2019 (2018: RMB22,667,000), representing contributions paid and/or payable to the scheme by the Group for the year ended December 31, 2019. As at December 31, 2019, contributions of RMB1,150,000 due in respect of the year ended December 31, 2019 had not been paid over to the plans (December 31, 2018: RMB1,338,000). The amounts were paid subsequent to the end of the reporting period.

41. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities (including dividend payable, borrowings, lease liabilities, other long-term liabilities and loans from non-controlling shareholders of subsidiaries) arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were of future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Dividend payable RMB'000	Borrowings RMB'000	Lease liabilities RMB'000	Other long-term liabilities RMB'000	Loans from non-controlling shareholders of subsidiaries RMB'000	Total RMB'000
At January 1, 2018	–	113,020	–	13,594	51,564	178,178
Financing cash flows	(244,145)	(14,152)	–	–	4,234	(254,063)
Interest expense	–	4,992	–	180	3,121	8,293
Dividends paid to non-controlling interests	114,479	–	–	–	–	114,479
Dividends recognized as distributions	129,666	–	–	–	–	129,666
At December 31, 2018	–	103,860	–	13,774	58,919	176,553
Adjustment upon application of IFRS 16	–	–	88,480	–	–	88,480
At January 1, 2019 (restated)	**–**	**103,860**	**88,480**	**13,774**	**58,919**	**265,033**
Financing cash flows	**(274,016)**	**(72,273)**	**(19,709)**	**(250)**	**(11,976)**	**(378,224)**
New leases entered	**–**	**–**	**10,797**	**–**	**–**	**10,797**
New contracts entered	**–**	**–**	**–**	**7,633**	**–**	**7,633**
Interest expense	**–**	**4,773**	**3,172**	**188**	**2,995**	**11,128**
Dividends paid to non-controlling interests	**114,797**	**–**	**–**	**–**	**–**	**114,797**
Dividends recognized as distributions	**159,219**	**–**	**–**	**–**	**–**	**159,219**
At December 31, 2019	**–**	**36,360**	**82,740**	**21,345**	**49,938**	**190,383**

42. RELATED PARTY DISCLOSURES

Compensation of key management personnel

The remuneration of the Directors, who are also key management, is disclosed in Note 9.

43. DETAILS OF SUBSIDIARIES

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

Name of subsidiary#	Place of incorporation/ registration and operations	Date of incorporation/ establishment	Issued and fully paid share/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company At December 31, 2019 %	2018 %	Principal activities
Directly held:						
FSY Hong Kong+ 福壽園集團（香港）有限公司	Hong Kong	October 10, 2011	2 shares of HK$2.00	**100**	100	Investment holding
Indirectly held:						
Chongqing Fu Shou Yuan Group^ 重慶福壽園集團有限公司	PRC	January 18, 2011	RMB89,940,896	**100**	100	Investment holding
Shanghai Fu Shou Yuan^ 上海福壽園實業集團有限公司	PRC	February 21, 1994	RMB100,000,000	**100**	100	Provision of burial services
Shanghai Fu Shou Yuan Corporate Management Consultancy Company Limited^ 上海福壽園企業管理諮詢有限公司	PRC	September 9, 2002	RMB5,000,000	**100**	100	Provision of consulting services relating to burial and cemetery maintainers
Henan Fu Shou Yuan^ 河南福壽園實業有限公司	PRC	July 7, 2003	RMB30,120,000	**100**	100	Provision of burial services
Chongqing Fu Shou Yuan Consultancy Company Limited^ 重慶福壽園企業管理諮詢有限公司	PRC	August 9, 2010	RMB10,000,000	**100**	100	Investment holding
Hefei Dashushan Wenhua Lingyuan Company Limited^ "Hefei Dashushan" 合肥大蜀山文化陵園有限公司	PRC	February 22, 2002	RMB10,000,000	**60**	60	Provision of burial services
Hefei Renben Funeral Service Company Limited^ "Hefei Renben" 合肥人本禮儀服務有限公司	PRC	September 27, 2008	RMB1,200,000	**60**	60	Provision of funeral services
Hefei Huazhijian Flowers Company Limited^ "Hefei Huazhijian" 合肥花之間花卉有限公司	PRC	May 13, 2010	RMB500,000	**60**	60	Provision of flowers and related designing services
Chongqing Anle Services^ 重慶安樂服務有限公司	PRC	September 11, 1997	RMB1,000,000	**100**	100	Provision of funeral services
Chongqing Anle Funeral Services^ 重慶安樂殯儀服務有限公司	PRC	January 23, 2003	RMB1,000,000	**100**	100	Provision of funeral services
Shanghai Fu Shou Yuan Funeral Arrangement Services Co., Ltd^ 上海福壽園禮儀服務有限公司	PRC	May 17, 2011	RMB500,000	**100**	100	Provision of funeral services
Jinzhou Maoshan Anling^ 錦州市帽山安陵有限責任公司	PRC	January 7, 2004	RMB8,000,000	**100**	100	Provision of burial services
Fumao Corporate Management Consultancy (Shanghai) Company Limited^ 福泖企業管理諮詢（上海）有限公司	PRC	January 27, 2011	RMB5,000,000	**100**	100	Investment holding
Chongqing Fu Shou Yuan Shareholding Investment Corporation (Limited Partnership)~ 重慶福壽園股權投資企業（有限合夥）	PRC	November 10, 2010	RMB52,138,207	**100**	100	Investment holding

43. DETAILS OF SUBSIDIARIES – *continued*

Name of subsidiary#	Place of incorporation/ registration and operations	Date of incorporation/ establishment	Issued and fully paid share/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company At December 31, 2019 %	2018 %	Principal activities
Indirectly held: – continued						
Nanchang Hongfu Humanities Memorial Co., Ltd^ (Nanchang Hongfu) 南昌洪福人文紀念有限責任公司	PRC	November 17, 2009	RMB140,000,000	**50.89**	50.89	Provision of burial services
Chongqing Fuyuan Corporate Management Consultancy Company Limited+ 重慶福元企業管理諮詢有限公司	PRC	January 20, 2012	USD1,000,000	**100**	100	Investment holding
Xiamen Huaixiang Condolence Services Company Limited^ 廈門市懷祥禮儀服務有限公司	PRC	December 31, 2012	RMB1,500,000	**90**	90	Provision of funeral services
Fu Shou Yuan Environmental Equipment Company Limited^ 福壽園環保機械製造有限公司	PRC	November 20, 2012	RMB10,000,000	**100**	100	Manufacturing and sales of cremation devices
Shandong Fu Shou Yuan Development Company Limited^ "Shandong Fu Shou Yuan" 山東福壽園發展有限公司	PRC	December 29, 2001	RMB10,000,000	**50**	50	Provision of burial services
Ningbo Yongyi Funeral Services Company Limited^ 寧波永逸殯葬禮儀服務有限公司	PRC	January 9, 2013	RMB1,000,000	**60**	60	Provision of funeral services
Shanghai Nanyuan Industrial Development Co., Ltd. ^ ("Haigang Fu Shou Yuan") (Note (a)) 上海南院實業發展有限公司	PRC	January 25, 2007	RMB50,000,000	**40**	40	Provision of burial services
Shanghai Fu Shou Yuan Environmental Protection Equipment Company Limited^ 上海福壽園環保設備有限公司	PRC	March 21, 2013	RMB10,000,000	**100**	100	Sales and after-sales service of cremation devices
Shanghai Senfu Fruits and Vegetables Technological Development Company Limited^ 上海森福蔬果科技發展有限公司	PRC	July 2, 2013	RMB1,600,000	**100**	100	Sales of agricultural products
Shanghai Fu Shou Yuan Jingguan Design Company Limited^ 上海福壽園景觀規劃設計有限公司	PRC	January 9, 2013	RMB1,000,000	**95**	95	Provision of designing service
Wuhan Changle Fu Shou Yuan Funeral Services Company Limited^ 武漢長樂福壽殯儀服務有限公司	PRC	October 30, 2013	RMB1,000,000	**51**	51	Inactive
Chongqing Baitayuan Funeral and Burial Development Co., Ltd^ 重慶白塔園殯葬開發有限公司	PRC	September 8, 1997	RMB13,405,700	**60**	60	Provision of burial service and funeral service
Chongqing Fuding Equity Investment Fund Partnership (Limited Partnership)- 重慶福鼎股權投資基金合夥企業（有限合夥）	PRC	March 13, 2014	RMB390,840,000	**100**	100	Investment holding

43. DETAILS OF SUBSIDIARIES – *continued*

Name of subsidiary#	Place of incorporation/ registration and operations	Date of incorporation/ establishment	Issued and fully paid share/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company At December 31, 2019 %	2018 %	Principal activities
Indirectly held: – continued						
Beijing Fushouyuan Investment Co., Ltd.^ 北京福壽園投資有限公司	PRC	March 26, 2014	RMB10,000,000	**60**	60	Investment holding
Nanchang Fu Shou Yuan Funeral Co., Ltd^ ("Meilin Century Cemetery") 南昌福壽園殯儀有限責任公司	PRC	June 8, 1999	RMB32,730,000	**50.89**	50.89	Provision of burial service and funeral service
Liaoning Guanlingshan Cultural Landscape Cemetery Co., Ltd^ 遼寧觀陵山藝術園林公墓有限公司 ("Guanlingshan Cultural Cemetery")	PRC	December 11, 2012	RMB118,600,000	**90**	90	Provision of burial service
Wuyuan Wanshoushan Lingyuan Co., Ltd.^ ("Wuyuan Wanshoushan Cemetery") 婺源萬壽山陵園有限公司	PRC	May 7, 2013	RMB3,500,000	**100**	100	Provision of burial service
Anyang Wulong Civil Service Co., Ltd.^ 安陽縣五龍民生服務有限公司	PRC	October 25, 2010	RMB54,500,000	**80**	80	Provision of burial service
Changzhou Qifengshan International Cemetery Co., Ltd.^ ("Changzhou Qifengshan Cemetery") 常州棲鳳山國際人文陵園有限公司	PRC	March 22, 2007	RMB55,000,000	**80**	80	Provision of burial service
Fushouyuan (Shanghai) Investment Co., Ltd+ 福壽園(上海)投資有限公司	PRC	July 14, 2015	RMB200,000,000	**100**	100	Investment holding
Taian Fu Shou Yuan Funeral Arrangement Services Co., Ltd ^ 泰安福壽園禮儀服務有限公司	PRC	March 9, 2016	RMB5,000,000	**100**	100	Provision of funeral service
Chongqing Fu Shou Yuan Xiyuan Industrial Co., Ltd^ (Chongqing Xiyuan) 重慶福壽園西苑實業有限公司	PRC	March 8, 2016	RMB80,000,000	**51**	51	Provision of burial service and funeral service
Wuyuan County Fu Shou Funeral Co., Ltd^ 婺源縣福壽園殯儀有限責任公司	PRC	December 17, 2015	RMB100,000	**100**	100	Provision of funeral service
Zaozhuang Shanting Xingtai Funeral Service Co., Ltd^ 棗莊市山亭興泰殯儀服務有限公司	PRC	October 25, 2004	RMB1,500,000	**100**	100	Provision of burial service
Xuancheng Mashan Funeral Parlour Co., Ltd^ 宣城市馬山殯儀館有限公司	PRC	October 20, 2016	RMB70,000,000	**100**	100	Provision of funeral service
Hefei Renben Funeral Company Limited^ 合肥人本殯葬服務有限公司	PRC	December 5, 2016	RMB1,200,000	**100**	100	Provision of funeral services
Luoyang Xianhe Cemetery^ 洛陽仙鶴紀念陵園有限公司	PRC	August 31, 2015	RMB48,000,000	**80**	80	Provision of burial service
Yancheng Dafeng Fushouyuan Funeral and Burial Service Co., Ltd^ 鹽城大豐福壽園殯葬服務有限公司	PRC	January 17, 2017	RMB10,000,000	**100**	100	Provision of funeral service

43. DETAILS OF SUBSIDIARIES — *continued*

Name of subsidiary#	Place of incorporation/ registration and operations	Date of incorporation/ establishment	Issued and fully paid share/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company At December 31, 2019 %	2018 %	Principal activities
Indirectly held: — continued						
Gaoyou Fushouyuan Funeral Services Co., Ltd^ 高郵福壽園殯葬服務有限公司	PRC	May 12, 2017	RMB10,000,000	**100**	100	Provision of funeral service
Huaibei Fushouyuan Memorial Mausoleum Co. Ltd. ^ 淮北福壽園紀念陵有限責任公司	PRC	September 25, 2014	RMB30,000,000	**100**	100	Provision of burial service
Temshine ^ 北京天泉佳境陵園建築設計有限公司	PRC	June 23, 2005	RMB6,150,000	**51**	51	Provision of designing service
Guangxi Huazuyuan Investment Co., Ltd^ 廣西華祖園投資有限公司	PRC	May 8, 2013	RMB25,000,000	**60**	60	Provision of burial service
Changzhou Fushouyuan Etiquette Co., Ltd.*^ 常州福壽園禮儀有限公司	PRC	January 7, 2013	RMB500,000	**76**	76	Provision of funeral service
Qinzhou Huazuyuan Investment Co.,Ltd^ 欽州華祖園投資有限公司	PRC	July 31, 2017	RMB30,000,000	**60**	60	Provision of burial service
Taian Fu Shou Yuan Development Co.,Ltd^ 泰安福壽園實業發展有限公司	PRC	April 29, 2016	RMB40,000,000	**65**	65	Provision of burial service
Ningde Huaixiang Funeral Services Co., Ltd^ 寧德市懷祥禮儀服務有限公司	PRC	July 17, 2017	RMB3,000,000	**77**	77	Provision of funeral service
Huaibei Fu Shou Yuan Funeral Services Co., Ltd^ 淮北福壽園禮儀服務有限公司	PRC	October 25, 2017	RMB1,000,000	**100**	100	Provision of funeral service
Lujiang Fu Shou Yuan Funeral Services Co., Ltd^ 盧江福壽園殯葬禮儀服務有限公司	PRC	October 31, 2017	RMB1,000,000	**100**	100	Provision of funeral service
Chaoyang Longshan Fuyuan Cemetery Co., Ltdº^ 朝陽縣龍山福園公墓有限公司	PRC	January 2, 2018	RMB2,000,000	**100**	100	Provision of burial service
Helinge'er County Anyou Ecological Memorial Cemetery Co., Ltdº^ 和林格爾縣安佑生態紀念陵園有限責任公司	PRC	November 13, 2007	RMB10,000,000	**100**	100	Provision of burial service
Guizhou Tianyuanshan Funeral Service Co., Ltdº^ 貴州天圓山殯儀服務有限公司	PRC	March 27, 2017	RMB40,000,000	**80**	80	Provision of burial service and funeral service
Xuancheng Mashan Scenic Service Co., Ltd^ 宣城馬山風景陵園有限公司	PRC	January 5, 2018	RMB40,000,000	**100**	100	Provision of burial service

43. DETAILS OF SUBSIDIARIES — *continued*

Name of subsidiary#	Place of incorporation/ registration and operations	Date of incorporation/ establishment	Issued and fully paid share/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company At December 31, 2019 %	2018 %	Principal activities
Indirectly held: — continued						
Hangzhou Xiaoshan Funeral Service Center Co., Ltd ^ 杭州蕭山殯儀服務中心有限公司	PRC	April 3, 2018	RMB8,000,000	**55**	55	Provision of funeral service
Dalian Fushouyuan Xijianshan Industrial Co., Ltd.^ 大連福壽園西尖山實業有限公司	PRC	December 10, 2018	RMB10,000,000	**100**	100	Provision of burial service
Fushoujia (Shanghai) Industrial Development Co., Ltd ^ 福壽家(上海)實業發展有限公司	PRC	August 7, 2017	RMB30,000,000	**100**	100	Provision of funeral service
Ningbo Fenghua Fushouyuan Funeral Service Co., Ltd^ 寧波奉化福壽園殯葬禮儀服務有限公司	PRC	June 11, 2018	RMB1,000,000	**60**	70	Provision of funeral service
Changzhou Jintan Fushouyuan Funeral Service Co., Ltd^ 常州金壇福壽園禮儀服務有限公司	PRC	October 25, 2018	RMB1,000,000	**80**	80	Provision of funeral service
Yanshan County Fushouyuan Funeral Service Co., Ltd^ 鉛山縣福壽園禮儀服務有限公司	PRC	August 23, 2018	RMB25,000,000	**100**	100	Provision of funeral service
Ganzhou Ronglong Humanities Memorial Park Management Co., Ltd.^ 贛州蓉龍人文紀念園管理有限公司	PRC	November 29, 2018	RMB4,000,000	**80**	80	Provision of burial service
Hubei Tiansheng Cemetery Co., Ltd ° ^ 湖北天聖公墓有限公司	PRC	December 24, 2012	RMB20,000,000	**80**	N/A	Provision of burial service
Shandong Anzun Life Culture Service Co., Ltd.*^ ("Shandong Annzun") (Note (b)) 山東安尊生命文化服務有限公司	PRC	January 28, 2019	RMB60,000,000	**49**	N/A	Provision of burial service
Fuyang Fushouyuan Funeral Service Co., Ltd.*^ 阜陽福壽園殯葬服務有限公司	PRC	July 23, 2018	RMB5,500,000	**100**	100	Provision of funeral service
Linquan Heheyuan Funeral Home Co., Ltd.*^ 臨泉鴐鶴園殯儀館有限公司	PRC	June 24, 2019	RMB50,000,000	**100**	N/A	Provision of funeral service
Shucheng Fushouyuan Funeral Etiquette Service Co., Ltd.*^ 舒城福壽園殯葬禮儀服務有限公司	PRC	November 11, 2019	RMB1,000,000	**100**	N/A	Provision of funeral service
Zaozhuang Fushouyuan Etiquette Service Co., Ltd.*^ 棗莊市福壽園禮儀服務有限公司	PRC	December 12, 2019	RMB10,000,000	**100**	N/A	Provision of funeral service

\# The English names of all subsidiaries established in the PRC are translated for identification purpose only.

* The entity was set up during the year ended December 31, 2019.

^ These entities are established in the PRC in the form of domestic limited liability company.

\+ These entities are established in the PRC in the form of wholly foreign-owned enterprise.

\- The entity is established in the PRC in the form of limited liability partnership.

° The entity was acquired during the year ended December 31, 2019.

43. DETAILS OF SUBSIDIARIES – *continued*

Notes:

(a) Haigang Fu Shou Yuan was an associate of the Group prior to January 4, 2013. On January 4, 2013, the Group has been assigned irrevocable rights unconditionally and without conditions to direct the relevant activities of Haigang Fu Shou Yuan unilaterally. As such, Haigang Fu Shou Yuan is accounted for as a subsidiary of the Group from January 4, 2013.

(b) The Group has been assigned irrevocable rights unconditionally and without conditions to direct the relevant activities of Shandong Anzun unilaterally. As such, Shandong Anzun is accounted for as a subsidiary of the Group.

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

44. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Profit allocated to non-controlling interests		Accumulated non-controlling interests	
		2019	2018	**2019**	2018	**2019**	2018
		%	%	**RMB'000**	RMB'000	**RMB'000**	RMB'000
Hefei Dashushan	PRC	**40**	40	**29,558**	27,486	**37,096**	34,738
Nanchang Hongfu	PRC	**49.11**	49.11	**11,410**	882	**87,497**	76,087
Haigang Fu Shou Yuan	PRC	**60**	60	**92,285**	74,836	**147,131**	130,446
Guanlingshan Cultural Cemetery	PRC	**10**	10	**3,068**	2,991	**39,782**	36,714
Xiyuan Fu Shou Yuan	PRC	**49**	49	**(506)**	311	**38,931**	39,437
Shandong Fu Shou Yuan	PRC	**50**	50	**7,881**	7,292	**43,796**	35,915
Individually immaterial subsidiaries with non-controlling interests				**13,044**	13,471	**147,910**	185,115
Total				**156,740**	127,269	**542,143**	538,452

Summarized financial information in respect of each of the Group's subsidiaries that have material non-controlling interests is set out below. The summarized financial information below represents amounts before intragroup eliminations.

44. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS — *continued*

Hefei Dashushan

	2019 RMB'000	2018 RMB'000
Current assets	**147,891**	159,608
Non-current assets	**11,822**	10,568
Current liabilities	**35,485**	55,202
Non-current liabilities	**31,488**	28,129
Equity attributable to owners of the Company	**55,644**	52,107
Non-controlling interests	**37,096**	34,738

	2019 RMB'000	2018 RMB'000
Revenue	**127,014**	119,421
Expenses	**(53,119)**	(50,706)
Profit and total comprehensive income attributable to the owners of the Company	**44,337**	41,229
Profit and total comprehensive income attributable to non-controlling interests	**29,558**	27,486
Profit and total comprehensive income for the year	**73,895**	68,715
Dividends paid to non-controlling interests	**27,200**	27,200
Net cash inflow from operating activities	**69,070**	72,712
Net cash outflow from investing activities	**(3,083)**	(1,825)
Net cash outflow from financing activities	**(68,000)**	(68,000)
Net cash (outflow) inflow	**(2,013)**	2,887

44. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS — *continued*

Nanchang Hongfu

	2019 RMB'000	2018 RMB'000
Current assets	**72,950**	87,251
Non-current assets	**200,372**	179,127
Current liabilities	**80,358**	97,145
Non-current liabilities	**14,799**	14,301
Equity attributable to owners of the Company	**90,668**	78,845
Non-controlling interests	**87,497**	76,087

	2019 RMB'000	2018 RMB'000
Revenue	**57,871**	36,169
Expenses	**(34,638)**	(34,373)
Profit and total comprehensive income attributable to the owners of the Company	**11,823**	914
Profit and total comprehensive income attributable to non-controlling interests	**11,410**	882
Profit and total comprehensive income for the year	**23,233**	1,796
Net cash outflow from operating activities	**(1,983)**	(60,882)
Net cash inflow from investing activities	**12,582**	52
Net cash (outflow) inflow from financing activities	**(25,006)**	43,646
Net cash outflow	**(14,407)**	(17,184)

44. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS – *continued*

Haigang Fu Shou Yuan

	2019 **RMB'000**	2018 RMB'000
Current assets	**239,222**	217,556
Non-current assets	**68,878**	65,039
Current liabilities	**42,850**	47,962
Non-current liabilities	**20,034**	17,224
Equity attributable to owners of the Company	**98,085**	86,963
Non-controlling interests	**147,131**	130,446

	2019 **RMB'000**	2018 RMB'000
Revenue	**254,367**	233,739
Expenses	**(100,560)**	(109,013)
Profit and total comprehensive income attributable to the owners of the Company	**61,522**	49,890
Profit and total comprehensive income attributable to non-controlling interests	**92,285**	74,836
Profit and total comprehensive income for the year	**153,807**	124,726
Dividends paid to non-controlling interests	**75,600**	70,200
Net cash inflow from operating activities	**138,139**	140,934
Net cash inflow (outflow) from investing activities	**388**	(54)
Net cash outflow from financing activities	**(126,000)**	(117,000)
Net cash inflow	**12,527**	23,880

44. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS – *continued*

Guanlingshan Cultural Cemetery

	2019 RMB'000	2018 RMB'000
Current assets	**69,002**	74,773
Non-current assets	**401,181**	350,311
Current liabilities	**47,160**	40,224
Non-current liabilities	**25,202**	17,733
Equity attributable to owners of the Company	**358,039**	330,415
Non-controlling interests	**39,782**	36,712

	2019 RMB'000	2018 RMB'000
Revenue	**129,237**	120,439
Expenses	**(98,545)**	(94,273)
Profit and total comprehensive income attributable to the owners of the Company	**27,624**	23,175
Profit and total comprehensive income attributable to non-controlling interests	**3,068**	2,991
Profit and total comprehensive income for the year	**30,692**	26,166
Dividends paid to non-controlling interests	**–**	9,126
Net cash inflow from operating activities	**1,127**	39,222
Net cash inflow (outflow) from investing activities	**1,833**	(11,277)
Net cash outflow from financing activities	**(5,000)**	(30,420)
Net cash outflow	**(2,040)**	(2,475)

44. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS – *continued*

Xiyuan Fu Shou Yuan

	2019 RMB'000	2018 RMB'000
Current assets	**17,038**	25,306
Non-current assets	**125,053**	120,185
Current liabilities	**60,701**	63,701
Non-current liabilities	**1,939**	1,306
Equity attributable to owners of the Company	**40,520**	41,047
Non-controlling interests	**38,931**	39,437

	2019 RMB'000	2018 RMB'000
Revenue	**18,540**	20,907
Expenses	**(19,573)**	(20,272)
(Loss) Profit and total comprehensive (loss) income attributable to the owners of the Company	**(527)**	324
(Loss) Profit and total comprehensive (loss) income attributable to non-controlling interests	**(506)**	311
(Loss) Profit and total comprehensive (loss) income for the year	**(1,033)**	635
Net cash inflow (outflow) from operating activities	**2,258**	(7,106)
Net cash outflow from investing activities	**(11,360)**	(19,763)
Net cash (outflow) inflow from financing activities	**(2,393)**	45,000
Net cash (outflow) inflow	**(11,495)**	18,131

44. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS – *continued*

Shandong Fu Shou Yuan

	2019 RMB'000	2018 RMB'000
Current assets	**49,178**	52,892
Non-current assets	**118,707**	121,039
Current liabilities	**45,512**	53,763
Non-current liabilities	**34,781**	48,338
Equity attributable to owners of the Company	**43,796**	35,915
Non-controlling interests	**43,796**	35,915

	2019 RMB'000	2018 RMB'000
Revenue	**65,815**	58,970
Expenses	**(50,053)**	(44,386)
Profit and total comprehensive income attributable to the owners of the Company	**7,881**	7,292
Profit and total comprehensive income attributable to non-controlling interests	**7,881**	7,292
Profit and total comprehensive income for the year	**15,762**	14,584
Net cash outflow from operating activities	**(10,093)**	(22,956)
Net cash inflow from investing activities	**159**	315
Net cash inflow from financing activities	**6,000**	11,469
Net cash outflow	**(3,934)**	(11,172)

45. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

The statement of financial position of the Company as at December 31, 2019 and 2018 are as follows:

	2019 RMB'000	2018 RMB'000
Non-Current Assets		
Interest in subsidiaries	**1**	1
	1	1
Current Assets		
Trade and other receivables	**40**	51
Amounts due from subsidiaries	**1,667,031**	1,654,838
Bank balances and cash	**72,171**	54,194
	1,739,242	1,709,083
Current Liabilities		
Trade and other payables	**4,288**	2,811
Amounts due to subsidiaries	**408,925**	398,259
	413,213	401,070
Net Current Assets	**1,326,029**	1,308,013
Total Assets less Current Liabilities	**1,326,030**	1,308,014
Capital and Reserves		
Share capital	**137,748**	134,920
Reserves (note)	**1,188,282**	1,173,094
Total Equity	**1,326,030**	1,308,014

45. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY — *continued*

Note:

	Share premium* RMB'000	Special reserve RMB'000	Share option reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
At January 1, 2018	1,179,342	79,667	78,722	(185,975)	1,151,756
Exercise of stock options	183,026	–	(28,214)	–	154,812
Share-based compensation	–	–	30,548	–	30,548
Loss and total comprehensive expense for the year	–	–	–	(34,356)	(34,356)
Dividends recognized as distributions	(129,666)	–	–	–	(129,666)
At December 31, 2018	1,232,702	79,667	81,056	(220,331)	1,173,094
Exercise of stock options	**210,213**	**–**	**(33,538)**	**–**	**176,675**
Share-based compensation	**–**	**–**	**11,739**	**–**	**11,739**
Loss and total comprehensive expense for the year	**–**	**–**	**–**	**(13,777)**	**(13,777)**
Dividends recognized as distributions	**(159,219)**	**–**	**–**	**–**	**(159,219)**
Repurchase and cancellation of stock options	**(230)**	**–**	**–**	**–**	**(230)**
At December 31, 2019	**1,283,466**	**79,667**	**59,257**	**(234,108)**	**1,188,282**

* Pursuant to section 34 of the Cayman Companies Law (2003 Revision) and the Articles of Association of the Company, share premium of the Company is available for distribution to shareholders subject to a solvency on the Company and the provision of the Articles of Association of the Company.

46. CONTINGENT LIABILITIES

Before the completion of the acquisition of Wuyuan Wanshoushan Cemetery in 2015, Mr. Liang Lihua (梁利華) ("Mr. Liang"), the selling shareholder of the 100% equity interest, entered into unauthorized transactions on behalf of Wuyuan Wanshoushan Cemetery to guarantee some of his personal loans, thereby incurring potential guarantee liability for Wuyuan Wanshoushan Cemetery. Mr. Liang had also allegedly transferred some of his other personal loans to Wuyuan Wanshoushan Cemetery without any proper corporate authorizations. Mr. Liang had not disclosed any of the abovementioned loans and guarantees to the Group before the completion of the acquisition of Wuyuan Wanshoushan Cemetery.

As of the date of these consolidated financial statements, the creditors of Mr. Liang and the purported creditors of Wuyuan Wanshoushan Cemetery brought a total of 12 lawsuits against Mr. Liang and Wuyuan Wanshoushan Cemetery (the "Proceedings") of which 9 were either settled, subsequently withdrawn or concluded by the Province People's Courts resulting a RMB2.3 million net settlement paid by the Group.

46. CONTINGENT LIABILITIES – *continued*

The total claims on the remaining 3 Proceedings (the "Remaining Proceedings"), where appropriate, including the interest accrued up to the date of these consolidated financial statements, amounting to RMB52 million and the status of which are disclosed as follows:

- 3 claims over RMB52 million awarded in favor of the plaintiffs in the second-instance of the Province People's Courts;

The three cases above where the judgement from the People's court were awarded against Wuyuan Wanshoushan Cemetery. However, the public security department had filed investigation for suspected crimes on the relevant personnel involved in the lawsuits.

In one of the three cases, buildings of Wuyuan Wanshoushan Cemetery was restricted by court with carrying amounts of RMB8.6 million.

Based on the expert advices of the independent PRC legal counsel, the Directors are of the view that if the suspected crime is confirmed, Wuyuan Wanshoushan Cemetery will be exempted from the potential guarantee liability.

As of the date of these consolidated financial statements, after taking into account of the legal opinions by independent PRC legal counsels and the current status of the Remaining Proceedings, the Directors are of the view that the Remaining Proceedings will in the end resulting in a material adverse impact on the financial position and business operation of the Group is not probable and conclude that no provision shall necessarily be made. However, given the nature of the Remaining Proceedings, it would be impossible to predict the outcome of the appeal proceedings with a sufficient degree of certainty.

47. SUBSEQUENT EVENTS

Starting from January 2020, measures to restrict personal travel and gathering have been taken out throughout China to prevent the spread of the COVID-19 outbreak in Wuhan. Such measures led to the deferred purchase of grave space by potential customers and the simplification or cancellation of bereavement ceremony, which adversely affected the Group's business in short term. The Group has already taken steps to cope with the situation. The Group first assured the safety of our customers and employees, along with that created new sources for revenue generation through internet marketing and online business, as well as reduced operating expenses. The deferred demand for funeral services will be released once the epidemic eased and people's work and life resumed to normal, the Directors therefore expect that such adverse impact is insignificant to the Group's business in the long run.

FINANCIAL SUMMARY

	For the year ended 31 December				
	2015 RMB'000	2016 RMB'000	2017 RMB'000	2018 RMB'000	**2019** **RMB'000**
Revenue	1,107,960	1,267,655	1,477,208	1,651,299	**1,850,574**
Operating expenditures					
Staff costs	(257,752)	(301,092)	(354,356)	(401,192)	**(416,125)**
Construction costs	(62,099)	(61,169)	(54,091)	(70,137)	**(72,897)**
Consumed materials and goods	(109,411)	(107,603)	(109,148)	(117,113)	**(141,477)**
Outsourced service costs	(44,477)	(48,297)	(54,738)	(55,002)	**(54,418)**
Marketing and sales channel costs	(59,873)	(62,754)	(61,758)	(43,876)	**(38,671)**
Depreciation and amortization	(55,624)	(66,583)	(74,697)	(92,730)	**(123,170)**
Other general operating expenditures	(127,283)	(123,410)	(119,178)	(137,717)	**(139,039)**
Inventory changes	12,781	9,214	(8,076)	(10,638)	**4,564**
Profit from operations	404,222	505,961	641,166	722,894	**869,341**
Other income, gains and losses	63,183	58,823	58,805	60,172	**88,632**
Share of profit of a joint venture	—	485	398	—	**(176)**
Finance costs	(7,799)	(8,256)	(15,585)	(8,293)	**(11,128)**
Profit before taxation	459,606	557,013	684,784	774,773	**946,669**
Income tax expense	(94,437)	(108,508)	(134,611)	(159,140)	**(211,350)**
Profit and total comprehensive income for the year	365,169	448,505	550,173	615,633	**735,319**
Profit and total comprehensive income for the year attributable to:					
Owners of the company	284,444	338,974	417,350	488,364	**578,579**
Non-controlling interests	80,725	109,531	132,823	127,269	**156,740**
	365,169	448,505	550,173	615,633	**735,319**
	RMB cents	RMB cents	RMB cents	RMB cents	**RMB cents**
Earnings per share					
Basic	13.7	16.2	19.6	22.2	**25.9**
Diluted	13.3	15.7	19.3	21.9	**25.7**

FINANCIAL SUMMARY

	As at 31 December				
	2015 RMB'000	2016 RMB'000	2017 RMB'000	2018 RMB'000	**2019** **RMB'000**
Assets and liabilities					
Total Assets	3,563,565	3,936,218	4,662,035	5,237,704	**5,985,620**
Total Liabilities	(913,796)	(907,178)	(1,057,531)	(1,186,821)	**(1,400,407)**
	2,649,769	3,029,040	3,604,504	4,050,883	**4,585,213**
Equity attributable to owners of the company	2,235,929	2,536,180	3,018,163	3,512,431	**4,043,070**
Non-controlling interests	413,840	492,860	586,341	538,452	**542,143**
	2,649,769	3,029,040	3,604,504	4,050,883	**4,585,213**

DEFINITIONS AND GLOSSARY

"AGM"	the annual general meeting of the Company to be held on June 9, 2020
"Annual Report"	this annual report dated March 13, 2020 of the Company
"Anyang Tianshouyuan Cemetery"	a cemetery in Anyang of Henan Province and operated by Anyang Fu Shou Yuan Civil Service Co., Ltd.* (安陽福壽園民生服務有限公司), formerly known as Anyang Wulong Civil Service Co., Ltd* (安陽縣五龍民生服務有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Articles of Association"	the amended and restated articles of association of the Company conditionally adopted on December 3, 2013 (as amended, supplemented or otherwise modified from time to time)
"ASP"	Average unit selling price
"Audit Committee"	the audit committee of the Company
"Auxiliary services"	auxiliary services includes provision of landscape and garden design services and production and sales of cremation machine and the related maintenance service
"Board" or "Board of Directors"	the board of Directors
"CG Code"	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
"Changchun Huaxia Cemetery"	a cemetery in Changchun City of Jilin Province and operated by Changchun Huaxia Cemetery Co., Ltd.* (長春華夏陵園有限公司), a limited company established under the laws of the PRC
"Changzhou Qifengshan Cemetery"	a cemetery in Changzhou City of Jiangsu Province and operated by Changzhou Qifengshan International Cemetery Co., Ltd.* (常州棲鳳山國際人文陵園有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Chaoyang Longshan Cemetery"	a cemetery in Chaoyang County of Liaoning Province and operated by Chaoyang Longshan Fuyuan Cemetery Co., Ltd.* (朝陽縣龍山福園公墓有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"China" or "PRC"	the People's Republic of China excluding, for the purpose of this Annual Report, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Chongqing Anle Funeral Services"	Chongqing Anle Funeral Services Co., Ltd.* (重慶安樂殯儀服務有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company

DEFINITIONS AND GLOSSARY

"Chongqing Anle Services"	Chongqing Anle Services Co., Ltd.* (重慶安樂服務有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Chongqing Baitayuan"	a cemetery in Yongchuan of Chongqing Municipality and operated by Chongqing Baitayuan Funeral and Burial Development Co., Ltd.* (重慶白塔園殯葬開發有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Chongqing FSY Group"	Chongqing Fu Shou Yuan Group Co., Ltd.* (重慶福壽園集團有限公司), formerly known as Chongqing Fu Shou Yuan Industrial Co., Ltd.* (重慶福壽園實業有限公司), a company established in the PRC on January 18, 2011. It is an indirect wholly-owned subsidiary of the Company
"Companies Law"	the Companies Law (as revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
"Company", "our Company", "Fu Shou Yuan"	Fu Shou Yuan International Group Limited (福壽園國際集團有限公司), a limited liability company incorporated under the laws of the Cayman Islands on January 5, 2012
"Compliance Committee"	the compliance committee of the Company
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"EIT Law"	the Law of the PRC on Enterprise Income Tax
"FSG Holding"	FSG Holding Corporation, a company incorporated in BVI on December 6, 2011 and one of the Company's Shareholders
"FSY Hong Kong"	Fu Shou Yuan Group (Hong Kong) Limited, a limited liability company incorporated in HK on October 10, 2011. It is a direct held subsidiary of the Company
"Global Offering"	the offering by the Company of its Shares for subscription by the public in Hong Kong and placing with professional and institutional investors outside the United States in December 2013
"Grand Fire"	Grand Fire Limited, a limited liability company incorporated in BVI on July 2, 2013, and wholly-owned by Mr. Lu Hesheng (陸鶴生), the non-executive Director
"Group", "our Group", "us", "we" or "Fu Shou Yuan Group"	the Company and its subsidiaries

DEFINITIONS AND GLOSSARY

"Guangxi Huazuyuan Cemetery"	a cemetery in Fangchenggang City of Guangxi Zhuang Autonomous Region and operated by Guangxi Huazuyuan Investment Co., Ltd.* (廣西華祖園投資有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company since November 2017
"Guanlingshan Cultural Cemetery"	a cemetery in Tieling City of Liaoning Province and operated by Liaoning Guanlingshan Cultural Landscape Cemetery Co., Ltd.* (遼寧觀陵山藝術園林公墓有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Guizhou Tianyuanshan"	Guizhou Tianyuanshan Funeral Service Co., Ltd.* (貴州天圓山殯儀服務有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Haigang Fu Shou Yuan"	a cemetery in Pudong New District of Shanghai (上海浦東新區) and operated by Shanghai Nanyuan Industrial Development Co. Ltd.* (上海南院實業發展有限公司), a company established in the PRC and a subsidiary of the Company
"Hefei Dashushan Co." or "Hefei Dashushan "	Hefei Dashushan Wenhua Lingyuan Co., Ltd.* (合肥大蜀山文化陵園有限公司), a company established in the PRC on February 22, 2002, owned as to 40% by Chongqing FSY Group, 40% by Hefei Shushan Martyr Cemetery Management Department* (合肥蜀山烈士陵園管理處), and 20% by Shanghai Fu Shou Yuan. It is an indirect non wholly-owned subsidiary of the Company
"Helinge'er Anyou Cemetery"	a cemetery in Hohhot City of the Inner Mongolia Autonomous Region and operated by Helingeer County Anyou Ecological Memorial Cemetery Co., Ltd.* (和林格爾縣安佑生態紀念陵園有限責任公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Henan Fu Shou Yuan"	a cemetery in Longhu Town, Xinzheng of Henan Province (河南省新鄭市龍湖鎮) and operated by Henan Fu Shou Yuan Industrial Co., Ltd.* (河南福壽園實業有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Hongfu"	Shanghai Hongfu Investment Development Co., Ltd.* (上海鴻福投資發展有限公司), a limited liability company established in the PRC on November 28, 2000 and owned as to 50% by NGO 1 and 50% by NGO 2, one of the Company's Shareholders
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars" or "HK$" and "cents"	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
"Hong Kong Share Registrar"	Computershare Hong Kong Investor Services Limited

DEFINITIONS AND GLOSSARY

"Hubei Tianxian Cemetery"	a cemetery in Wuhan of Hubei Province, a limited company established under the laws of the PRC and became a subsidiary of the Company since January 2019
"Jinzhou Maoshan Anling"	a cemetery in Jinzhou City of Liaoning Province and operated by Jinzhou City Maoshan Anling Co., Ltd.* (錦州市帽山安陵有限責任公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Last Year"	the year ended December 31, 2018
"Linxin"	Shanghai Linxin Asset Management Co., Ltd.* (上海臨信資產管理有限公司), a company established in the PRC with limited liability and a private investment fund manager approved by the Assets Management Association of China* (中國證券投資基金業協會)
"Listing"	listing of the Shares on the Stock Exchange
"Listing Date"	December 19, 2013, the date on which dealings in the Shares first commence on the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
"Luoyang Xianhe Cemetery"	A cemetery in Luoyang City of Henan Province and operated by Luoyang Xianhe Memorial Cemetery Co., Ltd.* (洛陽仙鶴紀念陵園有限公司), a limited company established under the PRC and a subsidiary of the Company since January 2017
"Meilin Century Cemetery"	a cemetery in Nanchang City of Jiangxi Province acquired and operated by Nanchang Hongfu
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules
"Nanchang Hongfu"	Nanchang Hongfu Humanities Memorial Co., Ltd.* (南昌洪福人文紀念有限責任公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"NEEQ"	National Equities Exchange and Quotations
"NGO 1"	Shanghai Zhongmin Elderly Affairs Development Service Centre* (上海中民老齡事業開發服務中心), a private non-enterprise unit (民辦非企業單位) established in the PRC on July 26, 2013 and administered by Shanghai Administration of Civil Affairs with an objective of furthering social welfare benefits, with an emphasis on facility developments, and one of the Company's indirect Shareholders

DEFINITIONS AND GLOSSARY

"NGO 2"	Shanghai Zhongmin Elderly Affairs Consultancy Service Centre* (上海中民老齡事業諮詢服務中心), a private non-enterprise unit (民辦非企業單位) established in the PRC on July 26, 2013 and administered by Shanghai Qingpu Administration of Civil Affairs with an objective of furthering social welfare benefits, with an emphasis on advisory services, and one of the Company's indirect Shareholders
"Nomination Committee"	the nomination committee of the Company
"Peaceful Field"	Peaceful Field Limited, a limited liability company incorporated in BVI on July 2, 2013, and wholly-owned by Wang Jisheng (王計生), the executive Director
"Perfect Score"	Perfect Score Group Limited, a limited liability company incorporated in BVI on June 18, 2015, one of the Company's Shareholders and a direct wholly-owned subsidiary of Zhongfu
"Prospectus"	the prospectus of the Company dated December 9, 2013
"Remuneration Committee"	the remuneration committee of the Company
"Restricted Share Incentive Scheme"	the restricted share incentive scheme adopted by the Company with effect from November 29, 2019
"Restricted Shares"	any Share(s) that may be offered by the Company to any selected participant pursuant to the Restricted Share Incentive Scheme
"RMB"	Renminbi yuan, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
"Shandong Fu Shou Yuan"	Shandong Fu Shou Yuan Development Co., Ltd.* (山東福壽園發展有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Shandong World Trade Centre"	Shandong World Trade Centre* (山東世界貿易中心), a 50% shareholder of Shandong Fu Shou Yuan
"Shanghai Fu Shou Yuan"	a cemetery in Qingpu District of Shanghai and operated by Shanghai FSY Industry Group Co., Ltd.* (上海福壽園實業集團有限公司), formerly known as Shanghai FSY Industry Development Co., Ltd.* (上海福壽園實業發展有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company

DEFINITIONS AND GLOSSARY

"Shanghai Zhongfu"	Shanghai Zhongfu International Trade Co., Ltd.* (上海眾福國際貿易有限公司), a company established in the PRC. It was a wholly-owned subsidiary of Zhongfu
"Share(s)"	ordinary share(s) with a nominal value of US$0.01 each in the share capital of the Company
"Share Option Scheme"	the share option scheme conditionally adopted by the Company on December 3, 2013
"Shareholder(s)"	holder(s) of the Share(s)
"sq.m."	square meters
"Stock Exchange" or "SEHK"	The Stock Exchange of Hong Kong Limited
"Substantial Shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs (as amended, supplemented or otherwise modified from time to time)
"Temshine"	Beijing Temshine Cemetery Design Group Ltd.* (北京天泉佳境陵園建築設計有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company since August 2017
"United States"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"US$" or "US dollar"	United Stated dollars, the lawful currency of the United States
"Wish and Catch"	Wish and Catch Limited, a limited liability company incorporated in BVI on June 28, 2013, wholly-owned by Bai Xiaojiang (白曉江), the chairman and one of the executive Directors of the Company
"Wuyuan Wanshoushan Cemetery"	a cemetery in Wuyuan of Jiangxi Province and operated by Wuyuan Wanshoushan Lingyuan Co., Ltd.* (婺源縣萬壽山陵園有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Xiyuan Fu Shou Yuan"	Chongqing Fu Shou Yuan Xiyuan Industrial Co., Ltd.* (重慶福壽園西苑實業有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company
"Year"	year ended December 31, 2019

DEFINITIONS AND GLOSSARY

"Yongying"	Yongying Asset Management Co., Ltd.* (永贏資產管理有限公司), a company established in the PRC with limited liability and a private investment fund manager approved by the Assets Management Association of China* (中國證券投資基金業協會), the investment made by Yongying in the Limited Partnership for and on behalf of Yongying Asset — Yonghui Phase II special Asset Management Plan (永贏資產 — 甬匯二期專項資產管理計劃)
"Zaozhuang Shanting Xingtai"	Zaozhuang Shanting Xingtai Funeral Service Co., Ltd.* (棗莊市山亭興泰殯儀服務有限公司), a limited company established under the laws of the PRC and a subsidiary of the Company since November 2016
"Zhongfu"	China Zhongfu Industrial Group Limited* (中國中福實業集團有限公司), formerly known as China Zhongfu Industrial Co., Ltd.* (中國中福實業有限公司), a limited liability company established in the PRC on July 15, 1985 and directly wholly-owned by Hongfu, and one of the Company's Shareholders
"%"	per cent

* Denotes English translation or transliteration of the name of a Chinese company or entity or vice versa and is provided for identification purposes only.