

2025

ANNUAL REPORT



**GOLDEN
RESOURCES**
金源集團

GOLDEN RESOURCES
DEVELOPMENT INTERNATIONAL LIMITED
(Stock Code: 677)
Incorporated in Bermuda with Limited Liability



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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Laurent LAM Kwing Chee

(Chairman and Group Executive Chairman)

Anthony LAM Sai Ho

(Vice Chairman and Group Chief Executive Officer)

LAM Sai Mann

Morna YUEN Mai-tong

TSANG Chun Yiu

Non-executive Director

Dennis LAM Saihong

Independent Non-executive Directors

Joseph LAM Yuen To

Michael YU Tat Chi

Jeffrey LAM Kin Fung

COMPANY SECRETARY

CHEUK Yuk Lung

AUDITOR

KPMG

Certified Public Accountants

Public Interest Entity Auditor registered in

accordance with the Accounting and Financial
Reporting Council Ordinance

PRINCIPAL BANKER

The Hongkong & Shanghai Banking
Corporation Limited

Bank of China (Hong Kong) Limited

REGISTERED OFFICE

Clarendon House

2 Church Street

Hamilton HM11, Bermuda

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Ocorian Management (Bermuda) Limited

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10, Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited

17/F, Far East Finance Centre

16 Harcourt Road, Admiralty

Hong Kong

HEAD OFFICE

29th Floor, Golden Resources Tower

No. 218 Jaffe Road, Wan Chai

Hong Kong

PRINCIPAL PLACE OF BUSINESS

Golden Resources Foods Centre

2-12 Cheung Tat Road

Tsing Yi Island, New Territories

Hong Kong

COMPANY WEBSITE

<http://www.grdil.com>

STOCK CODE

The Stock Exchange of Hong Kong Limited: 677

Purpose

Bring Quality Brands to Every Family.

Vision

Be the leader of quality brands and innovator of effective platforms to deliver triple-bottom-line in the markets it operates.

Strategic Mission

Leverage the Group's infrastructure, team power and local expertise to expand its portfolio of quality brands and innovative platforms across territories, either through organic or inorganic growth, to create sustainable Shareholders' value, foster quality lifestyle and greener communities.

MAKE TODAY GOLDEN FOR TOMORROW

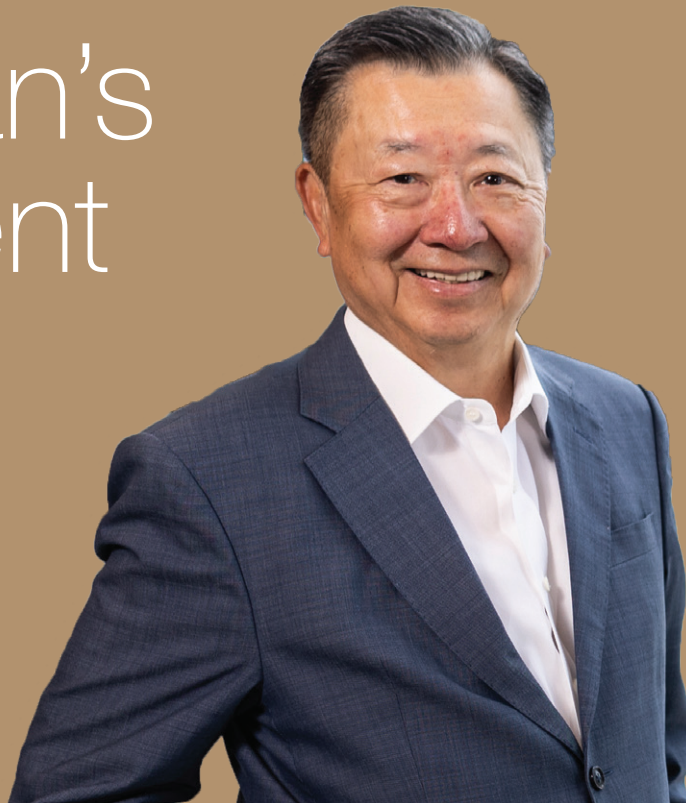


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Chairman's Statement



Dear Shareholders,

On behalf of Golden Resources Development International Limited, I am pleased to share our annual report for the year ended 31st March, 2025.

Despite adverse market conditions which continue to affect the global economy, with the Group facing a challenging 2024/2025, we maintained a steady performance in revenue across sectors in Hong Kong, Macau, Southeast and North Asia, and sustained export activities to Europe and the United States, a testament to the resilience of the company.

The foundation of our business offers quality goods and reliable services to meet the everyday needs of every family and individual, with demand for our core products and convenience retailing remaining consistent. Strategic developments in these core sectors, along with our new community development project in Niseko, has resulted in a solid performance by the Group in the 2024/2025 financial year.

As we approach the Group's 80th Anniversary in 2026, we believe that, with the market recovering and our continued expansion beyond our core rice and convenience store businesses, the Group is poised to enter an exciting new milestone.

Circle K Convenience Store Operation

As one of the major Asia manufacturing hubs for export markets, global economic uncertainty and expected tariffing impacted the Vietnamese economy, particularly in the first half of 2025.

Whilst consumer spending remained restrained, our loyalty platform, CK Club, and our online platform, CK GO, has seen the Circle K brand reaching more consumers than ever.

Despite business in Vietnam being affected by unfavourable exchange rate movements, revenues for this year remained comparable to the previous financial year. Demand held up for Circle K on the back of continuous innovations to its proprietary food and beverage products, such as the introduction of our own brand of local Vietnamese Coffee, *PhaPhin*, and the newly introduced *PhaTea*, our Tea based line of beverages.

Golden Resources opened its first store in Vietnam's Ho Chi Minh City in 2008. Since then, we have expanded into 19 cities, covering all three regions of the country. This year, Circle K Vietnam became the first international store to reach over 500 locations, a steady growth in coverage which we expect to continue into the future.

Food Operation

Our rice business maintained steadily this year, retaining our position as Hong Kong's leading packaged rice manufacturer, wholesaler and distributor, as we have remained for almost 80 years.

Leveraging our industry leading position to continuously innovate, we will be launching a fully automated system for our rice production and packaging process. This new development will place us in an ideal position as we prepare to enter the Chinese market.

Building on the stellar and established strength of our brand, we have launched the first phase of an extensive marketing and television commercial campaign. Targeting a younger generation of consumers through social media outreach, this campaign will help to modernise the image of the rice brands to a new audience.

Niseko Japan New Venture

In June 2023, we began to expand our footprint in Japan by strategically obtaining assets for our new business platform in Hirafu, Niseko. Our lead consultant has now completed the conceptual master plan for our lifestyle destination, and has begun the refurbishment of existing properties.

As a result of this initial investment, the Group has transformed holiday cottages and procured 7 tenants to offer a variety of foods and beverages for the site.

Packaging Materials Operation

During the year under review, the Group's packaging materials business remains stable from rising export demand fuelled by a revival in overseas customers from Japan and South Korea. We will continue to leverage these advantages to drive business growth.

We have been investing across our core markets and, as we look to the future, our achievement this year is a testament to the Group's consistent progress. With a solid financial and strategic position, we are confident the prudent management and innovative strategies of the Group will help us to withstand any near-term economic uncertainty that lies ahead, a position reflected by our motto, "Make Today Golden for Tomorrow".

Our results this year reflect the support given by all our employees, whose dedication underpinned the performance of the Group, as well as my fellow members of the Board, and I offer my thanks.

Laurent LAM Kwing Chee
Group Executive Chairman

Hong Kong, 26th June, 2025

Report of the Directors

The Directors present their annual report and the audited consolidated financial statements for the year ended 31st March, 2025.

PRINCIPAL ACTIVITIES

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

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

MANAGEMENT DISCUSSION AND ANALYSIS

The Group revenues performed steady for the financial year 2024/2025, achieved a total revenue of HK\$2,078,872,000 (2023/24: HK\$2,072,294,000).

During the year under review, the global economy remains in a state of recovery, fierce competition within the consumer market, coupled with declining asset values, exerted pressure on the Group's profitability. The Group suffered a slight loss attributable to shareholders of HK\$14,466,000 for the year ended 31st March, 2025 (2023/24: profit HK\$106,848,000).

The change from profit to loss was mainly attributable to the combined effects of: (i) a deficit of HK\$21,791,000 on revaluation of investment properties for the year ended 31st March, 2025, as compared to a surplus of HK\$69,363,000 for the last year ended 31st March, 2024; (ii) the impairment losses of right-of-use assets and equipment increased by HK\$15,179,000, and (iii) the overall selling and distribution costs increased by HK\$38,252,000. The aforementioned factors were partially offset by (iv) the decrease in tax expense of HK\$22,525,000 as compared with the last year ended 31st March, 2024.

Convenience Store Operation

During the year under review, our convenience store operation presented resilience amidst ongoing challenges, including relatively weak market sentiment, economic uncertainty in Vietnam, and currency fluctuations. We achieved a modest increase in revenue, reaching HK\$1,198,636,000 (2023/24: HK\$1,172,906,000), representing a growth of 2.2% as compared with the last year. The higher operating costs, and the change of impairment losses of right-of-use assets and equipment resulted in a segment loss of HK\$36,144,000 for the year ended 31st March, 2025 (2023/24: profit HK\$10,862,000).

Food Operation

The revenue of our food business came in at par of HK\$711,242,000 for the year ended 31st March, 2025 (2023/24: HK\$717,478,000) despite persistent competition in the rice market. The segment profit recorded HK\$64,087,000 (2023/24: HK\$66,324,000).

During the year under review, the automation solution plan was in progress. We anticipate that our production cost control and production capacity will be benefited from the deployment of the solution.

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Packaging Materials Operation

During the year under review, our packaging business remained stable. We are actively pursuing potential opportunities overseas, such as East Asia and Western Europe markets.

We plan to enhance our product development and launch more environmentally compliant products to meet the diverse needs of different markets. For the year ended 31st March, 2025, our packaging materials operation generated revenue of HK\$154,383,000 (2023/24: HK\$166,754,000), with a segment profit of HK\$11,739,000 (2023/24: HK\$13,214,000).

Retailtainment

During the year under review, our retailtainment business achieved segment revenue of HK\$9,930,000 (2023/24: HK\$11,515,000), and recorded segment profit of HK\$8,656,000 (2023/24: HK\$72,437,000). The segment profit decreased this year primarily due to a reduction in revaluation surplus on investment properties.

Currently, we focus on overall planning, to optimize resource allocation and establish more forward-looking development directions.

Property Investment

The total rental income from property investment during the year increased by 35.5% to HK\$4,681,000 (2023/24: HK\$3,455,000), mainly due to the conversion of an owner-occupied property into an investment property for leasing purpose. The segment recorded a loss of HK\$37,169,000 (2023/24: HK\$22,064,000), attributable to record a revaluation loss on investment properties due to the unfavourable market condition.

Liquidity and Financial Resources

The Group's financial position remains sound and healthy with cash balance of HK\$356,959,000 as at 31st March, 2025.

As at 31st March, 2025, the Group's total current assets and total current liabilities amounted to HK\$744,021,000 (2024: HK\$747,634,000) and HK\$432,087,000 (2024: HK\$401,026,000) respectively.

The Group maintains sound liquidity ratio. The current ratio (defined as total current assets over total current liabilities) as at 31st March, 2025 was 1.7 times (2024: 1.9 times). If excluding the current portion of lease liabilities of HK\$154,419,000 (2024: HK\$131,664,000) recognized under HKFRS 16 "Leases", the current ratio was 2.7 times (2024: 2.8 times). At the end of the financial year, the Group has no outstanding bank loan (2024: HK\$Nil) and the shareholders' equity was HK\$1,266,509,000 (2024: HK\$1,319,781,000).

With cash and other current assets of HK\$744,021,000 as at 31st March, 2025 as well as available banking facilities, the Group has sufficient financial resources to satisfy its commitments and working capital requirements.

Looking forward, the Group believes that the global economy will recover at accelerated pace. We have laid solid foundation in our core businesses and will continue to preserve sound and healthy financial position to meet future opportunities and challenges ahead.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

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

The Group offers competitive wages, bonuses and other benefits to full time employees. The Group ensures all staff are reasonably remunerated and regularly reviews the employment policies on remuneration and other benefits. The Group was awarded for "Good MPF Employer 5 Years+" and "MPF Support Award" by the Mandatory Provident Fund Schemes Authority. The Group was also awarded "Caring Company" Logo from 2017 to 2025 by The Hong Kong Council of Social Service.

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

Report of the Directors

COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and risks of non-compliance with such requirements. The Group has conducted on-going review of the new enacted laws and regulations affecting the operations of the Group. For the year ended 31st March, 2025, the Group was not aware of any material non-compliance with the laws and regulations that have significant impact on the business of the Group.

PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-Laws of the Company, the Directors and other officers for the time being of the Company acting in relation to the affairs of the Company, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duties or supposed duties in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default, fraud and dishonesty respectively.

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

CORPORATE SOCIAL RESPONSIBILITY

Environmental Policies and Performance

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

Social Contribution Activities

The Group is committed to make a positive contribution to the communities by supporting a wide range of activities, social programs and charity initiatives. During the year, the Group had worked with charity organisations such as Hong Kong Parkinson's Disease Foundation, New Life Psychiatric Rehabilitation Association, Hong Kong Blood Cancer Foundation, United Christian Nethersole Community Health Service and other social services establishments to support our community. From time to time, the Group also supports different religious institutions, schools and community initiatives such as The Road Safety Campaign Committee. The Group will continue to support new partners to serve the local communities and beyond.

DIRECTORS

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

Executive Directors

Mr. Laurent LAM Kwing Chee (*Chairman and Group Executive Chairman*)
 Mr. Anthony LAM Sai Ho (*Vice Chairman and Group Chief Executive Officer*)
 Madam LAM Sai Mann
 Ms. Morna YUEN Mai-tong
 Mr. TSANG Chun Yiu

Non-executive Director

Mr. Dennis LAM Saihong

Independent Non-executive Directors

Mr. Joseph LAM Yuen To
 Mr. Michael YU Tat Chi
 Mr. Jeffrey LAM Kin Fung

In accordance with bye-law 84 of the Company's Bye-Laws, Mr. Laurent LAM Kwing Chee, Ms. Morna YUEN Mai-tong and Mr. Joseph LAM Yuen To, will retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

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

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

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

SERVICE CONTRACTS OF DIRECTORS

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

Report of the Directors

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

1. Directors

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

Laurent LAM Kwing Chee, the Chairman and Group Executive Chairman of the Company, played a leading role in diversifying the Group's business. He implemented measures that institutionalised the Group's management practices ensuring sustainable business growth and adaptability. After university, Mr. Lam started his career in manufacturing fibreglass products in the 1970s. After which, he moved on to property development in Hong Kong, Malaysia, and North America. As a forward-thinking person, his first project when he joined Golden Resources in 1982 was office automation. Mr. Lam subsequently became the co-founder of the Golden Resources Group, which was successfully listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in 1991. When he became Chairman of the Board in 2016, Mr. Lam drew on his vast cross-territory management experience to revitalise the Group's strategic plan for its food operation and convenience store operation. He spearheaded Circle K's expansion in Vietnam, transforming the brand into a top market leader for international convenience stores in terms of store numbers and brand awareness. In his ongoing pursuit of the Group's long-term Pan-Asia development, Mr. Lam led an investment project in 2023 in Hirafu, Niseko, a renowned ski resort area in Japan, to develop a 'retailtainment' destination. Mr. Lam was awarded the distinguished "Industrialist of the Year Award" from the Federation of Hong Kong Industries in 2024 in recognition of his significant contributions to the industrial sector. Mr. Lam, aged 78, has been an active member of the Rotary Club for over five decades, where he demonstrated his philanthropic ideals by enthusiastically contributing to community welfare while promoting high ethical standards in any job. He has a bachelor's degree in Economics and History from Eastern Illinois University, U.S. Mr. Lam is married with two children. Mr. Lam is the uncle of Mr. Anthony LAM Sai Ho, Madam LAM Sai Mann, Mr. Dennis LAM Saihong and Ms. Morna YUEN Mai-tong.

Anthony LAM Sai Ho, the Vice Chairman and Group Chief Executive Officer of the Company. He graduated from the University of Sydney in Australia, majoring in Economics and Psychology. After graduation, Mr. Lam joined the Merchant Banking Division of the State Bank of New South Wales, and had been extensively involved in the corporate financing and the securitization of assets and mortgages. Mr. Lam returned to Hong Kong and joined the Group in 1991 and has been appointed in several key senior management positions in Hong Kong and other Asian countries including Vietnam and Thailand. Mr. Lam is an Executive Committee Member of the Customer Liaison Group for Rice under the Trade and Industry Department in Hong Kong, and the Executive Committee Member of the Federation of Hong Kong Industries (The Food, Beverages & Tobacco Group). He had been awarded the Ap Bac Medal from the Vietnam Government in recognition of his contribution to the rice industry in Vietnam. Apart from being active members in different business chambers and associations around the world, Mr. Lam is also a regular speaker in major international conferences. Mr. Lam, aged 58, holds an Executive Master of Business Administration degree from the City University of Hong Kong. Mr. Lam is the nephew of Mr. Laurent LAM Kwing Chee, and the cousin of Madam LAM Sai Mann, Mr. Dennis LAM Saihong and Ms. Morna YUEN Mai-tong.

LAM Sai Mann, the Executive Director of the Company. She has extensive professional experience in operation and management of catering business. Madam Lam, aged 50, graduated from Macquarie University in Australia with a Bachelor of Commerce degree and holds a Master of Commerce degree from the University of Sydney in Australia. Madam Lam is the niece of Mr. Laurent LAM Kwing Chee, the sister of Mr. Dennis LAM Saihong, and the cousin of Mr. Anthony LAM Sai Ho and Ms. Morna YUEN Mai-tong.

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

1. Directors *(Continued)*

Morna YUEN Mai-tong, the Executive Director of the Company. She joined the Group since 2010 and currently holds the position of General Manager of Procurement and Shipping Division of the Group. Prior to joining the Group, Ms. Yuen worked at BNP Paribas Wealth Management and Ernst & Young. Ms. Yuen has extensive working experience in finance and assurance advisory. Ms. Yuen, aged 46, graduated from the University of Western Ontario with a Bachelor of Administrative and Commercial Studies and received dual degrees in Master of Science in Accounting and Master of Business Administration from Northeastern University. Ms. Yuen is a member of the Hong Kong Institute of Certified Public Accountants. Ms. Yuen is the niece of Mr. Laurent LAM Kwing Chee, and the cousin of Mr. Anthony LAM Sai Ho, Madam LAM Sai Mann and Mr. Dennis LAM Saihong.

TSANG Chun Yiu, the Executive Director of the Company. He has been appointed as the Group Chief Financial Officer of the Company since October 2023. Mr. Tsang was an assistant to chairman of Neway Group Holdings Limited (a listed company in Hong Kong, stock code: 55) from December 2021 to October 2023 and was a chief financial officer of Nimble Holdings Company Limited (a listed company in Hong Kong, stock code: 186) from March 2018 to January 2021. He was also a senior financial controller, chief financial officer, company secretary and authorized representative of Nature Home Holding Company Limited (a listed company in Hong Kong, stock code: 2083 and was delisted from the Stock Exchange on 19th October, 2021) from August 2011 to November 2015. Mr. Tsang was appointed as an independent non-executive director of Universal Star (Holdings) Limited (a listed company in Hong Kong, stock code: 2346 and was delisted from the Stock Exchange on 26th January, 2024) from 30th December, 2020 to 15th June, 2021. Mr. Tsang was a board director of Shanghai Zijiang Enterprise Group Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600210), from March 1999 to December 2006. Mr. Tsang has more than 20 years of extensive experience in accounting, finance and management. Mr. Tsang, aged 55, graduated with a Master of Arts Degree from Macquarie University, Australia and a Master of Science Degree in Project Management from Curtin University of Technology, Australia. He is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Institute of Chartered Accountants in England and Wales and a member of the Australian Institute of Project Management.

Dennis LAM Saihong, the Non-executive Director of the Company. He is currently the Managing Director of S1R Capital. Mr. Lam has over 20 years of experience in asset management and corporate finance. He previously held investment research and portfolio management responsibilities at Franklin Templeton Investments, Schroders, PineBridge Investments and UBS Wealth Management. Mr. Lam, aged 45, graduated summa cum laude from Boston University with a B.A. (with Distinction) in Economics and Mathematics and received a Master of Arts degree in Statistics from Harvard University. Mr. Lam is currently a CFA charterholder and a certified Financial Risk Manager (FRM). Mr. Lam is the nephew of Mr. Laurent LAM Kwing Chee, the cousin of Mr. Anthony LAM Sai Ho and Ms. Morna YUEN Mai-tong, and the brother of Madam LAM Sai Mann.

Joseph LAM Yuen To, the Independent Non-executive Director of the Company. He has extensive experience in tax field audits, handling tax dispute cases in Hong Kong and PRC cross-border tax issues. He also provides services in Hong Kong and PRC tax health check on merger and acquisition assignments and initial public offering assignments. Mr. Lam, aged 59, graduated from University of New South Wales, Australia with a Bachelor's degree in Commerce (with Merit) and University of London, United Kingdom with Bachelor's degree in Law (Hons). Mr. Lam is a member of the Australian Society of Certified Public Accountants and member of the Hong Kong Institute of Certified Public Accountants.

Report of the Directors

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

1. Directors *(Continued)*

Michael YU Tat Chi, the Independent Non-executive Director of the Company. He has many years of experience in accounting, corporate finance and asset management. He had held senior management positions in listed companies in Hong Kong. Mr. Yu is an Independent Non-executive Director of the companies listed in Hong Kong namely China Netcom Technology Holdings Limited (stock code: 8071), Lerado Financial Group Company Limited (stock code: 1225), Harbour Digital Asset Capital Limited (stock code: 913) and WT Group Holdings Limited (stock code: 8422). Mr. Yu was an Independent Non-executive Director of EVOC Intelligent Technology Company Limited (a listed company in Hong Kong, stock code: 2308 and was delisted from the Stock Exchange after trading hours on 27th October, 2022) from 30th May, 2016 to 21st May, 2021. Mr. Yu was an Independent Non-executive Director of Novautek Technologies Group Limited (formerly known as Applied Development Holdings Limited, a listed company in Hong Kong, stock code: 519) from 14th September, 2016 to 30th December, 2024. Mr. Yu was appointed as an Executive Director of Sino Splendid Holdings Limited (a listed company in Hong Kong, stock code: 8006) on 1st February, 2024. Mr. Yu, aged 60, holds a bachelor of commerce degree from the University of New South Wales, Australia. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yu is also a founding member of The Hong Kong Independent Non-Executive Director Association.

Jeffrey LAM Kin Fung, the Independent Non-executive Director of the Company. He is currently the managing director of Forward Winsome Industries Limited, a company engaged in toy manufacturing. He holds several public and community service positions including being a non-official member of the Executive Council and a member of the Legislative Council of the Hong Kong Special Administrative Region, a member of the General Committee of the Hong Kong General Chamber of Commerce and the Federation of Hong Kong Industries and a member of the Hong Kong Tourism Board. Mr. Lam served as a member of the National Committee of the Chinese People's Political Consultative Conference, chairman of the Assessment Committee of Mega Events Fund and the Independent Commission Against Corruption (ICAC) Complaints Committee and a non-executive director of the Hong Kong Mortgage Corporation Limited. Mr. Lam has over 30 years of experience in the industrial and commercial sectors. Mr. Lam, aged 73, graduated in Mechanical Engineering from Tufts University in the United States. Mr. Lam is an Independent Non-executive Director of the companies listed in Hong Kong namely Chow Tai Fook Jewellery Group Limited (stock code: 1929), China Overseas Grand Oceans Group Limited (stock code: 81), Wynn Macau, Limited (stock code: 1128), CWT International Limited (stock code: 521), i-CABLE Communications Limited (stock code: 1097), Wing Tai Properties Limited (stock code: 369), Analogue Holdings Limited (stock code: 1977), CSC Holdings Limited (stock code: 235) and CC Land Holdings Limited (stock code: 1224). Mr. Lam has resigned as an Executive Director of the company listed in Hong Kong namely USPACE Technology Group Limited (formerly known as Hong Kong Aerospace Technology Group Limited, stock code: 1725) with effect from 28th November, 2023.

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

2. Senior Management

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

3. Panel of Advisors

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

Alexander CHOW Yu Chun has over 44 years of experience in corporate finance. Mr. Chow is the former Chief Financial Officer of New World Group of Hong Kong.

Steven LAU Kui Wing has over 44 years of retail experience in China and Hong Kong. Mr. Lau is the Founder and Chairman of Eternal Optical & Perfumery (Far East) Limited.

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

As at 31st March, 2025, the interests and short positions of the Directors and their associates in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, were as follows:

Long positions

(a) Ordinary shares of the Company

Name of director	Number of ordinary shares beneficially held in the Company			Approximate percentage of the issued share capital of the Company
	Personal interests	Corporate interests	Total interests	
Mr. Laurent LAM Kwing Chee	23,832,000	14,700,000	38,532,000 (Note 1)	2.27%
Mr. Anthony LAM Sai Ho	—	14,700,000	14,700,000 (Note 2)	0.87%
Madam LAM Sai Mann	6,250,000	82,771,000	89,021,000 (Note 3)	5.24%
Mr. Dennis LAM Saihong	25,250,000	50,000,000	75,250,000 (Note 4)	4.43%

Report of the Directors

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

Long positions *(Continued)*

(a) Ordinary shares of the Company *(Continued)*

Notes:

1. These 38,532,000 shares are held by Mr. Laurent LAM Kwing Chee, a Director of the Company as beneficial owner in respect of 23,832,000 shares and as corporate interest in respect of 14,700,000 shares held by Elite Solution Investments Limited, a company which is 50% owned by Mr. Laurent LAM Kwing Chee.
2. These 14,700,000 shares are held by Mr. Anthony LAM Sai Ho, a Director of the Company as corporate interest in respect of 14,700,000 shares held by Elite Solution Investments Limited, a company which is 50% owned by Mr. Anthony LAM Sai Ho.
3. These 89,021,000 shares are held by Madam LAM Sai Mann, a Director of the Company as beneficial owner in respect of 6,250,000 shares and as corporate interest in respect of 82,771,000 shares held by Joint Success Limited, a company which is wholly-owned by Madam LAM Sai Mann.
4. These 75,250,000 shares are held by Mr. Dennis LAM Saihong, a Director of the Company as beneficial owner in respect of 25,250,000 shares and as corporate interest in respect of 50,000,000 shares held by Cheerful Group Holdings Limited, a company which is wholly-owned by Mr. Dennis LAM Saihong.

(b) Ordinary shares of associate of the Company

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

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

(c) Non-voting deferred shares of wholly-owned subsidiaries of the Company

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

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

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

Save as disclosed above, as at 31st March, 2025, none of the Directors nor their associates of the Company had or was deemed to have any interest or short positions in the shares or underlying shares of the Company or any of its associated corporations as recorded in the register that required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

SHARE OPTIONS GRANTED TO DIRECTORS AND EMPLOYEES

Particulars of the Company's share option scheme are set out in note 29 to the financial statements.

During the year ended 31st March, 2025, no share option was granted to the Directors and employees under the Share Option Scheme of the Company. None of the Directors nor their spouses or children under 18 years of age were granted or had exercised any rights to subscribe for any securities of the Company or any of its associated corporations.

DIRECTORS' RIGHTS TO ACQUIRE SHARE

Save as disclosed under the headings "Directors' Interests and Short Positions in the Shares and Underlying Shares" and "Share Options Granted to Directors and Employees" above and particulars of the Company's share option scheme as set out in note 29 to the financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate and neither the Directors nor the Chief Executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Details of the Company's principal subsidiaries and of the Group's principal associates and joint ventures at 31st March, 2025 are set out in notes 32, 16 and 17 to the financial statements respectively.

RESULTS AND APPROPRIATION

The results of the Group for the year ended 31st March, 2025 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 69 to 158.

An interim dividend of HK1.1 cents per share amounting to approximately HK\$18,671,000 paid to the shareholders during the year. The Directors now recommend the payment of a final dividend of HK1.2 cents per share to the shareholders on the Register of Members on Tuesday, 2nd September, 2025 amounting to approximately HK\$20,369,000.

SHARE PREMIUM AND RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 31 to the financial statements and the consolidated statement of changes in equity respectively.

GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 160 of the annual report.

Report of the Directors

INVESTMENT PROPERTIES

The Group revalued all of its investment properties at 31st March, 2025. The revaluation deficit of HK\$21,791,000 has been recognised in the consolidated statement of profit or loss.

Details of movements during the year in the investment properties of the Group are set out in note 15 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 28 to the financial statements.

DISTRIBUTABLE RESERVES

As at 31st March, 2025, the Company's reserves available for distribution to shareholders, calculated in accordance with the provision of the Companies Act 1981 of Bermuda (as amended), amounted to approximately HK\$274,036,000.

PRE-EMPTIVE RIGHTS

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

RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group during the year are set out in note 37 to the financial statements.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

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

MANAGEMENT CONTRACTS

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As of 31st March, 2025, none of the Directors, the substantial shareholders or their respective close associates (as defined under the Listing Rules) had held any position or had any interest in any businesses or companies that were or might be materially, either directly or indirectly, competing with the business of the Group, or gave rise to any concern regarding conflict of interests during the year ended 31st March, 2025.

MAJOR CUSTOMERS AND SUPPLIERS

For the financial year ended 31st March, 2025, the five largest customers of the Group accounted for approximately 19% by value of the Group's revenue and the five largest suppliers accounted for approximately 29% by value of the Group's total purchases. Approximately 8% of the Group's revenue and approximately 12% of the Group's total purchases were attributable to the Group's largest customer and supplier respectively.

Cousins of the Company's Director (Mr. Laurent LAM Kwing Chee) and uncles of the Company's Directors (Mr. Anthony LAM Sai Ho, Madam LAM Sai Mann, Mr. Dennis LAM Saihong and Ms. Morna YUEN Mai-tong) had beneficial interests in one of the Group's five largest suppliers. The Group held 49% beneficial interest in this supplier.

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

SUBSTANTIAL SHAREHOLDERS

As at 31st March, 2025, the following persons, other than Directors or Chief Executives of the Company, had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

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

Notes:

- These shares represent long positions.
- Mr. Laurent LAM Kwing Chee, a Director of the Company, is interested in approximately 18% of the issued share capital of each of Yuen Loong and Chelsey. Mr. Anthony LAM Sai Ho, a Director of the Company, is interested in 40% of the issued share capital of Marvel City Holdings Limited which in turn is interested in approximately 24% of the issued share capital of each of Yuen Loong and Chelsey. Madam LAM Sai Mann, a Director of the Company, is interested in 30% of the issued share capital of Elegant Investments Holdings Limited which in turn is interested in approximately 24% of the issued share capital of each of Yuen Loong and Chelsey. She is also interested in approximately 1% of the issued share capital of each of Yuen Loong and Chelsey. Mr. Dennis LAM Saihong, a Director of the Company, is interested in 30% of the issued share capital of Elegant Investments Holdings Limited which in turn is interested in approximately 24% of the issued share capital of each of Yuen Loong and Chelsey. He is also interested in approximately 1% of the issued share capital of each of Yuen Loong and Chelsey. Ms. Morna YUEN Mai-tong, a Director of the Company, is interested in approximately 9% of the issued share capital of each of Yuen Loong and Chelsey.

Report of the Directors

SUBSTANTIAL SHAREHOLDERS *(Continued)*

Save as disclosed above, as at 31st March, 2025, the Company had not been notified by any other person, other than Directors or Chief Executives of the Company, who had interests or short positions in the shares or underlying shares of the Company as recorded in the register that required to be kept by the Company pursuant to Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

CORPORATE GOVERNANCE

The Company had complied with the code provisions as set out in the Corporate Governance Code (the “Code”) contained in Appendix C1 to the Listing Rules on the Stock Exchange during the year ended 31st March, 2025.

Details of the Company’s corporate governance practices are set out in the Corporate Governance Report on pages 23 to 37 of this annual report.

NET ASSET VALUE

The net asset value of the Group as at 31st March, 2025 was HK\$0.75 per share based on 1,697,406,458 shares in issue as at that date.

CHARITABLE DONATIONS

During the year, the Group made charitable donations amounting to approximately HK\$87,000.

EMPLOYEES AND REMUNERATION POLICY

The total number of employees for the Group is about 4,203.

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

The Remuneration Committee is responsible for making recommendations to the Board on the Company’s policy and structure for the remuneration of all Directors and senior management, having regard to their relevant experience, duties and responsibilities, performance and achievement, and market rate. None of the Directors will determine their own remuneration. Details of the remuneration of the Directors and the five highest paid employees of the Group are set out in notes 35 and 36 to the financial statements.

FINAL DIVIDEND

The Directors have resolved to recommend the payment of a final dividend of HK1.2 cents per share (2024: HK1.2 cents per share) for the year ended 31st March, 2025 to the shareholders on the Register of Members of the Company at the close of business on Tuesday, 2nd September, 2025. Together with the interim dividend of HK1.1 cents per share paid on Friday, 17th January, 2025, the total dividends for the year ended 31st March, 2025 will be HK2.3 cents per share (2024: HK2.3 cents per share).

Subject to the approval of shareholders at the forthcoming annual general meeting to be held on Wednesday, 27th August, 2025, the final dividend will be paid to the shareholders on or about Friday, 19th September, 2025.

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

For the purpose of determining the entitlement of the shareholders to attend and vote at the forthcoming annual general meeting, the Register of Members of the Company will be closed from Thursday, 21st August, 2025 to Wednesday, 27th August, 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the Register of Members of the Company at the close of business on Wednesday, 20th August, 2025 will be entitled to attend and vote at the forthcoming annual general meeting. All transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 20th August, 2025.

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

The last day for trading in the Company's shares with entitlement to the final dividend will be on Friday, 29th August, 2025. The Company's shares will be traded ex-entitlement on Monday, 1st September, 2025.

The record date for the entitlement to the final dividend is at 4:30 p.m. (Hong Kong time) on Tuesday, 2nd September, 2025. In order to qualify for the final dividend, if approved, all transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 2nd September, 2025. The final dividend will be paid on or about Friday, 19th September, 2025.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares for the year ended 31st March, 2025.

PUBLIC FLOAT

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

Report of the Directors

AUDITOR

The consolidated financial statements for the year ended 31st March, 2025 of the Group have been audited by KPMG. At the forthcoming annual general meeting, KPMG will retire and, being eligible, offer themselves for re-appointment. A resolution will be submitted to the forthcoming annual general meeting to re-appoint KPMG as auditor of the Company.

On behalf of the Board

Anthony LAM Sai Ho

Vice Chairman and Group Chief Executive Officer

Hong Kong, 26th June, 2025

Corporate Governance Report

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

CORPORATE GOVERNANCE PRACTICES

The Company adopted all the applicable code provisions in the Code as set out in Appendix C1 to the Listing Rules as its own code on corporate governance. The Company has complied with the Code throughout the year ended 31st March, 2025.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by Directors. All Directors have confirmed, following specific enquiry by the Company, that they fully complied with the required standard as set out in the Model Code throughout the year ended 31st March, 2025.

THE BOARD

Composition

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

The composition of the Board of the Company for the year ended 31st March, 2025 and up to the date of this report were:

Executive Directors

Mr. Laurent LAM Kwing Chee (*Chairman and Group Executive Chairman*)
 Mr. Anthony LAM Sai Ho (*Vice Chairman and Group Chief Executive Officer*)
 Madam LAM Sai Mann
 Ms. Morna YUEN Mai-tong
 Mr. TSANG Chun Yiu

Non-executive Director

Mr. Dennis LAM Saihong

Independent Non-executive Directors

Mr. Joseph LAM Yuen To
 Mr. Michael YU Tat Chi
 Mr. Jeffrey LAM Kin Fung

Corporate Governance Report

THE BOARD *(Continued)*

Mr. Laurent LAM Kwing Chee, Chairman and Group Executive Chairman of the Company, is the uncle of Mr. Anthony LAM Sai Ho, Vice Chairman and Group Chief Executive Officer, Madam LAM Sai Mann and Ms. Morna YUEN Mai-tong, the Executive Directors of the Company, and Mr. Dennis LAM Saihong, the Non-executive Director of the Company. The biographical details and relationships among members of the Board are set out on pages 12 to 15 of this annual report. Save as disclosed above and in the “Biographical Details of Directors, Senior Management Staff and Panel of Advisors” section of this annual report, none of the Directors of the Company has any financial, business, family or other material/relevant relationships with one another.

During the year ended 31st March, 2025, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors, representing one-third of the Board and with at least one Independent Non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

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

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

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

Function

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

The Board held four regular board meetings at approximately quarterly interval during the year ended 31st March, 2025. Additional board meetings were held when necessary. Notices of at least 14 days accompanying with agenda for regular board meetings were given to all of the Directors. The Directors have been provided in a timely manner with appropriate information in order to enable them to discharge their duties and responsibilities. The regular board meetings have been participated by the Directors either in person or by way of telephone conference from time to time when necessary. Minutes of full board meetings and meetings of board committee are properly kept and all Directors are entitled to have access to board papers and the related materials.

The Board has established following mechanisms to ensure independent views and input are available to the Board and the implementation and effectiveness of such mechanisms will be reviewed annually by the Board.

THE BOARD *(Continued)*

- Three out of the nine Directors are Independent Non-executive Directors, which fulfill the requirement of the Listing Rules that at least one-third of the Board are independent non-executive directors.
- The majority of the members of each board committee are Independent Non-executive Directors.
- The Nomination Committee will assess the independence of a candidate for a new independent non-executive director's appointment and also the continued independence of existing Independent Non-executive Directors on an annual basis.
- All Independent Non-executive Directors have access to information from the company secretary and employees of the Company, as well as access to external independent professionals.
- The chairman of the Board meets at least once a year with the Independent Non-executive Directors without the presence of other Directors.

During the year ended 31st March, 2025, none of the Directors of the Company has appointed any alternate to attend any board, committee and general meetings.

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

Name of Director	Board Meeting	General Meeting
	Number of Attendance/ Number of Meeting Held	Number of Attendance/ Number of Meeting Held
Executive Directors		
Mr. Laurent LAM Kwing Chee (<i>Chairman and Group Executive Chairman</i>)	4/4	1/1
Mr. Anthony LAM Sai Ho (<i>Vice Chairman and Group Chief Executive Officer</i>)	4/4	1/1
Madam LAM Sai Mann	3/4	1/1
Ms. Morna YUEN Mai-tong	4/4	1/1
Mr. TSANG Chun Yiu	4/4	1/1
Non-executive Director		
Mr. Dennis LAM Saihong	4/4	1/1
Independent Non-executive Directors		
Mr. Joseph LAM Yuen To	4/4	1/1
Mr. Michael YU Tat Chi	4/4	1/1
Mr. Jeffrey LAM Kin Fung	4/4	1/1

Corporate Governance Report

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

NON-EXECUTIVE DIRECTORS

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

BOARD COMMITTEES

During the year ended 31st March, 2025, the Board has three board committees, namely, the Remuneration Committee, the Audit Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs.

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

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

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

Remuneration Committee

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

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

The members of the Remuneration Committee for the year ended 31st March, 2025 comprise four members, of which three are Independent Non-executive Directors, Mr. Michael YU Tat Chi (Chairman of Remuneration Committee), Mr. Joseph LAM Yuen To, Mr. Jeffrey LAM Kin Fung and one is Executive Director, Mr. Laurent LAM Kwing Chee.

BOARD COMMITTEES *(Continued)*

Remuneration Committee *(Continued)*

The principal duties of the Remuneration Committee include:

- to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- To review and/or approve matters relating to share schemes under chapter 17 of the Listing Rules.

The Remuneration Committee held one meeting during the year ended 31st March, 2025. The attendance of each member was as follows:

Name of Director	Number of Attendance/ Number of Meeting Held
Mr. Michael YU Tat Chi (<i>Chairman of the Remuneration Committee</i>)	1/1
Mr. Laurent LAM Kwing Chee	1/1
Mr. Joseph LAM Yuen To	1/1
Mr. Jeffrey LAM Kin Fung	1/1

Corporate Governance Report

BOARD COMMITTEES *(Continued)*

Remuneration Committee *(Continued)*

During the year ended 31st March, 2025, the summary of work performed by the Remuneration Committee was as follows:

- reviewed the remuneration policy for 2024/2025;
- reviewed and updated the existing Directors' fee; and
- reviewed the remuneration of the Executive Directors, Non-executive Director and the Independent Non-executive Directors.

Nomination Committee

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

The members of the Nomination Committee for the year ended 31st March, 2025 comprise four members, of which three are Independent Non-executive Directors, Mr. Joseph LAM Yuen To, Mr. Michael YU Tat Chi, Mr. Jeffrey LAM Kin Fung and one is Executive Director, Mr. Laurent LAM Kwing Chee (Chairman of Nomination Committee).

Board Diversity Policy

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

Gender diversity has been achieved with directors of a different gender being appointed as the Board members. The Nomination Committee has conducted an annual review of the Policy to ensure that it is implemented and is effective to the Company. For details of the gender ratio in the Company's workforce as at 31st March, 2025 are set out in the Environmental, Social and Governance Report on pages 38 to 61 of this annual report.

Nomination Policy

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

BOARD COMMITTEES *(Continued)*

Nomination Committee *(Continued)*

The principal duties of the Nomination Committee include:

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

The Nomination Committee held one meeting during the year ended 31st March, 2025. The attendance of each member was as follows:

Name of Director	Number of Attendance/ Number of Meeting Held
Mr. Laurent LAM Kwing Chee <i>(Chairman of the Nomination Committee)</i>	1/1
Mr. Joseph LAM Yuen To	1/1
Mr. Michael YU Tat Chi	1/1
Mr. Jeffrey LAM Kin Fung	1/1

Corporate Governance Report

BOARD COMMITTEES *(Continued)*

Nomination Committee *(Continued)*

During the year ended 31st March, 2025, the summary of work performed by the Nomination Committee was as follows:

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

Audit Committee

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

The members of the Audit Committee for the year ended 31st March, 2025 comprise two Independent Non-executive Directors, Mr. Joseph LAM Yuen To (Chairman of Audit Committee) and Mr. Michael YU Tat Chi and one Non-executive Director, Mr. Dennis LAM Saihong.

The principal duties of the Audit Committee include:

- to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- to develop and implement policy on engaging an external auditor to supply non-audit services;
- to review the Company's financial controls, and expressly addressed by a separate board risk committee, or the Board itself, to review the Company's risk management and internal control systems;
- to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective internal control systems;
- to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response; and
- to review the Group's financial and accounting policies and practices.

BOARD COMMITTEES *(Continued)*

Audit Committee *(Continued)*

The Audit Committee held two meetings during the year ended 31st March, 2025. The attendance of each member is set out as follows:

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

During the year ended 31st March, 2025, the summary of work performed by the Audit Committee was as follows:

- review of the financial statement for the year ended 31st March, 2024 and for the six months ended 30th September, 2024;
- review and discussion of the audit findings with the auditor and review of the annual results announcement;
- review and consideration of various accounting issues and new standards and their financial impact;
- review the effectiveness of the internal control system of the Group; and
- consideration of the audit fee and audit work for the year.

Corporate Governance Report

BOARD COMMITTEES *(Continued)*

Corporate Governance Functions

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

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

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

The Board held one meeting in respect of corporate governance functions during the year ended 31st March, 2025. The attendance of each member was as follows:

Name of Director	Number of Attendance/ Number of Meeting Held
Mr. Laurent LAM Kwing Chee (<i>Chairman and Group Executive Chairman</i>)	1/1
Mr. Anthony LAM Sai Ho (<i>Vice Chairman and Group Chief Executive Officer</i>)	1/1
Madam LAM Sai Mann	1/1
Ms. Morna YUEN Mai-tong	1/1
Mr. TSANG Chun Yiu	1/1
Mr. Dennis LAM Saihong	1/1
Mr. Joseph LAM Yuen To	1/1
Mr. Michael YU Tat Chi	1/1
Mr. Jeffrey LAM Kin Fung	1/1

BOARD COMMITTEES (Continued)

Corporate Governance Functions (Continued)

During the year ended 31st March, 2025, the summary of work performed by the Board in respect of corporate governance functions was as follows:

- reviewed the Company's policies and practices on corporate governance for 2024/2025;
- reviewed the training and continuous professional development of directors; and
- reviewed the Company's compliance with the Code and disclosure in the Corporate Governance Report for 2024/2025.

COMPANY SECRETARY

The Company Secretary is a full time employee of the Company and has day-to-day knowledge of the Company's affairs. For the year ended 31st March, 2025, the Company Secretary undertook over 15 hours' professional training to update his skill and knowledge in compliance with the Code.

AUDITOR'S REMUNERATION

During the year under review, the remuneration paid and payable to the Company's auditor, KPMG, is set out as follows:

	Fee paid/payables <i>HK\$'000</i>
Audit Services	2,142
Non-assurance services	5
	<hr/>
Carrying amounts	2,147

In addition, audit services were provided by other auditors to certain subsidiaries for the year ended and the related fees amounted to HK\$281,000.

DIRECTORS' RESPONSIBILITIES FOR PREPARING THE FINANCIAL STATEMENTS

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

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

The statement of the external auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 62 to 68 of this annual report.

Corporate Governance Report

DIVIDEND POLICY

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

WHISTLEBLOWING POLICY

In compliance with code provision D.2.6 of the Code, the Board established a Whistleblowing Policy and it provides employees and the relevant third parties who deal with the Group (e.g. customers, suppliers, creditors and debtors) with guidance and reporting channels on reporting any suspected improprieties in any matters related to the Group directly addressed to the designated person as well as Head of People Management Department. All reported matters will be investigated independently and, in the meantime, all information received from a whistleblower and its identity will be kept confidential. The Board and the Audit Committee will regularly review the Whistleblowing Policy and mechanism to improve its effectiveness.

ANTI-CORRUPTION POLICY

In compliance with code provision D.2.7 of the Code, the Board established an Anti-Corruption Policy and it outlines guidelines and the minimum standards of conducts, all applicable laws and regulations in relation to the anti-corruption and anti-bribery, the responsibilities of employees to resist fraud, to help the Group defend against corrupt practices and to report any reasonably suspected case of fraud and corruption or any attempts thereof, to the management or through an appropriate reporting channel. The Group would not tolerate all forms of fraud and corruption among all employees and those acting in an agency or fiduciary capacity on behalf of the Group, and in its business dealing with third parties. The Board will review the Anti-Corruption Policy and mechanism periodically to ensure its effectiveness and enforce the commitment of the Group to the prevention, deterrence, detection and investigation of all forms of fraud and corruption.

INTERNAL CONTROL

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

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

SHAREHOLDERS' RIGHTS

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

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

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

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the Company Secretary at the Company's Head Office at 29/F., Golden Resources Tower, No. 218 Jaffe Road, Wan Chai, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

The request will be verified with the Company's Share Registrars in Bermuda or Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the SGM.

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

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

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

No person, other than a retiring Director, shall, unless recommended by the board of directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected including that person's biographical details as required by rule 13.51(2) of the Listing Rules on the Stock Exchange shall have been lodged at the Head Office of the Company at 29/F., Golden Resources Tower, No. 218 Jaffe Road, Wan Chai, Hong Kong or at the Registration Office provided that the minimum length of the period, during which such notice is given, shall be at least 7 days before the date of the general meeting.

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

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

Corporate Governance Report

SHAREHOLDERS' RIGHTS *(Continued)*

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

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

To put forward proposals at an Annual General Meeting ("AGM"), or SGM, the shareholders should submit a written notice of those proposals with the detailed contact information to the Company Secretary at the Company's Head Office at 29/F., Golden Resources Tower, No. 218 Jaffe Road, Wan Chai, Hong Kong. The request will be verified with the Company's Share Registrars in Bermuda or Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

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

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

(c) Procedures to send enquiries to the Board

The enquiries must be in writing with contact information of the requisitionists and deposited at the Company Secretary at the Company's Head Office at 29/F., Golden Resources Tower, No. 218 Jaffe Road, Wan Chai, Hong Kong.

SHAREHOLDERS' COMMUNICATION POLICY

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

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

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

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

The Company values feedback from shareholders. Comments and suggestions are welcomed and can be addressed to the Company by mail to the Company's head office at 29/F., Golden Resources Tower, No. 218 Jaffe Road, Wan Chai, Hong Kong.

SHAREHOLDERS' COMMUNICATION POLICY *(Continued)*

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

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

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

The above Shareholders' Communication Policy is well established to ensure that shareholders are provided a true and fair view of the Company. The Board is of the view that the Shareholders' Communication Policy is implemented and is effective to the Company during the year.

Environmental, Social and Governance Report

INTRODUCTION

The Board is pleased to present this report pursuant to the disclosure requirements of the “Environmental, Social and Governance Reporting Guide” set out in Appendix C2 to the Listing Rules (the “Guide”) for the purpose of disclosing the Group’s performance in these aspects for the reporting period from 1st April, 2024 to 31st March, 2025. The business segments of the Group entitled for reporting include its food operation (import and distribution of rice and food products) and convenience store operation (Circle K stores in Vietnam)¹, which contributed to more than 90% of the Group’s revenues and represented the principal operations of the Group. Policies, statements and information set forth in this report cover the relevant operations of the two business segments under our effective control. The Board considers that a sound environment, a harmonious society and good governance are of utmost importance to the sustainable development of both the Group’s business and the community in which we operate. Therefore, the Group is committed not only to enhancing our financial performance but also to implementing various policies and measures to increase our efforts in environmental protection, fulfil our social responsibilities and enhance our governance.

REPORTING STANDARD AND PRINCIPLES

This Environmental, Social and Governance (“ESG”) Report (the “Report”) is prepared in accordance with the Guide. The Report is prepared following the principles of “materiality”, “quantitative”, “consistency” and “balance” of the Guide:

- Materiality:** Stakeholders are provided with relevant and important information. A materiality assessment was conducted to assess the materiality and relative importance of the ESG topics to the Group.
- Quantitative:** To assist our stakeholders in objectively assessing the Group’s environmental, social, and governance performance, quantitative information is provided along with comparative data and narrative.
- Consistency:** ESG data is prepared using consistent methodologies with previous years, unless specified otherwise (either in text or in footnotes).
- Balance:** We are focused on providing an unbiased picture of the Group’s ESG performance by avoiding biased narratives, selective omissions and presentation methods that may mislead our stakeholders.

VISION AND STRATEGIC MISSION

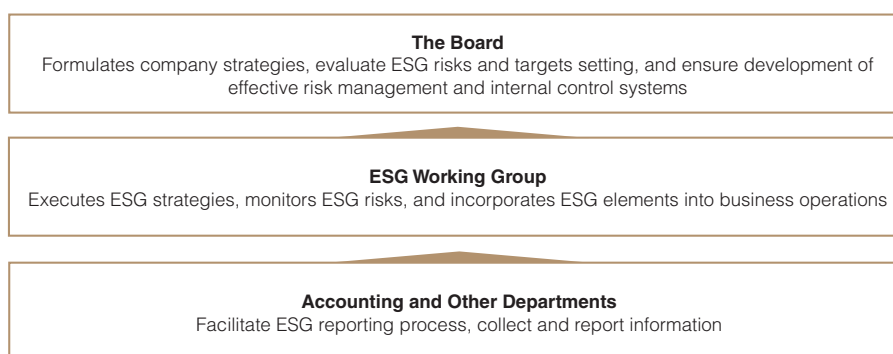
The Group’s vision is to be the leader of quality brands and innovator of effective platforms to deliver triple-bottom-line in the markets it operates.

The Group’s strategic mission is to leverage the Group’s infrastructure, team power and local expertise to expand its portfolio of quality brands and innovative platforms across territories, either through organic or inorganic growth, to create sustainable Shareholders’ value, foster quality lifestyle and greener communities.

¹ Convenience store operation has been added to the reporting scope for the period ended 31st March, 2022.

ESG COMMITTEE STRUCTURE

By implementing adequate and appropriate policies and initiatives across our operations, we strive to fulfil stakeholder's expectations regarding ESG performance. The chart below outlines our corporate governance structure and ESG workflow.



The Board is responsible for the ESG strategy and reporting. This includes identifying material ESG issues, targets setting, reviewing progress made towards targets, risk evaluation and management, and strengthening internal control systems.

The ESG Working Group consists of head of different key operating departments. It implements targets and goals determined by the Board, monitors ESG-related risks and internal controls, and provide guidance to integrate ESG considerations into business operations. It presents periodic reports to the Board which provides feedbacks on effectiveness of the Group's ESG policies, risk management and internal controls.

The Group's accounting department facilitates additional supervision and assessment on the effectiveness of risk management and internal controls. It facilitates the ESG reporting process and takes part of the annual ESG reporting process. The annual ESG Report is reviewed by the ESG Working Group and approved by the Board. The annual ESG Report also reflects our works and progress towards the Group's ESG targets and goals, as well as our efforts to address interests of our stakeholders.

STAKEHOLDER ENGAGEMENT

To achieve our ESG goals, we recognize the importance of understanding the concerns and expectations of our stakeholders in the ongoing improvement of overall ESG management. The table below describes our primary stakeholder groups, as well as means of engagement, that the ESG Working Group believes may contribute insights to our overall ESG management:

Stakeholder Groups

Employee

Customer/Consumer

Engagement Channels

Internal Emails and Publications
Training
Meetings and Briefings
Performance Appraisal
Employee Activities

Customer Satisfaction Survey
Client Meetings
Corporate Website

Environmental, Social and Governance Report

Stakeholder Groups

Investor/Shareholder/Analyst

Supplier/Contractor/Service provider

Government

Industry association

Engagement Channels

Annual General Meeting
Investor Relation Website
Press Release and Announcements
Annual and Interim Report

Business Meetings
Email and Phone Correspondence

Email and Phone Communications
Corporate Annual Return

Association Meeting
Complaints Filing
Voting

MATERIALITY ASSESSMENT

The Group conducts materiality assessment exercises to identify the relative impact of ESG issues related to the Group's operations for reporting and strategy development purposes. The procedure of such assessment is as below.

- 1 Identification of issues**
 We use the United Nations Sustainable Development Goals ("SDGs") as a basic framework to build a sustainable organization. We identify issues using the SDGs as a guideline together with insights gathered from daily operations and stakeholders
- 2 Stakeholders Questionnaire**
 Understand and evaluate the significant matters to stakeholders through questionnaires and interviews
- 3 Materiality Ranking**
 Prepare an ESG materiality ranking based on the findings
- 4 Verification**
 Confirm the material issues after review and evaluation by the ESG Working Group with the support of external consultant(s) when needed

18 material issues were identified, which were ranked based on materiality. The data collected is mapped into a materiality matrix, as seen below. 7 issues were classified as highly important, 9 issues were classified as important, and the remaining 2 were classified as partially important.

Materiality Matrix



MATERIAL ISSUES

Caring for the Employees	Caring for the Community	Caring for the Environment
1 Employee care	6 Product quality and services responsibility	13 General waste
2 Talent development and training	7 Product recall procedures	14 Water consumption
3 Diversity and equal opportunities	8 Customer service and complaint handling	15 Energy consumption and CO2 emissions
4 Employee health and safety	9 Customer data protection and privacy	16 Packaging material used for products
5 Employment practices and labour standards	10 Contributions to local communities	17 Use of other natural resources
	11 Anti-Corruption/bribery	18 Other impacts to the environment
	12 Supplier management	

Environmental, Social and Governance Report

A. ENVIRONMENTAL

There is no significant impact to the environment made by the Group's operations. The Group has various sustainable and waste recycling policies and has set environmental targets to be achieved by 2030.

The Group's operations do not generate any hazardous waste. Our main source of non-hazardous waste is general waste from offices and production operations. The Group's main source of emission is generated indirectly through electricity use.

We strive to improve the utilization rate of energy and resources, undertake energy saving and consumption reduction activities to save water and electricity and reduce paper consumption. As part of our commitment to environmental protection, we have set the following environmental targets for our rice and convenience store operations:

Aspect	Base year	Target year	Target
Total non-hazardous waste	2022	2030	Explore technology to reduce intensity
Electricity consumption	2022	2030	Reduce intensity by 5%
Greenhouse gas emissions	2022	2030	Reduce intensity by 5%
Water consumption	2022	2030	Reduce intensity by 10%

A1 General waste

The Group is committed to the practice of responsibly handling all types of waste generated from its operations. The sewage and solid waste discharged by the Group's principal place of business arise from domestic activities of our employees, and no industrial wastewater or industrial waste was produced. The domestic sewage produced by the Group is discharged via municipal pipelines and treated at sewage treatment plants.

We strictly comply with local laws and regulations including the Waste Disposal Ordinance (Cap.354) in Hong Kong, Law on Environmental Protection, Law on Water Resources, Decree No. 155/2016/ND-CP on Sanctioning Administrative Violations in Environment Protection, Decree No. 38/2015/ND-CP on Management of Waste and Discarded Materials, and Decree No. 80/2014/ND-CP on the Drainage and Treatment of Wastewater.

A1.1 Non-hazardous wastes

Type of waste (in tonne)	2025	2024
<i>Food operation</i>		
Copy paper	3.07	3.37
Woven bags	72.00	93.82
Total	75.07	97.19
Total non-hazardous waste intensity (kg/tonne of production)	1.13	1.37
<i>Convenience store operation</i>		
Copy paper	15.00	13.93
Paper for packaging	0.00	0.00
Total	15.00	13.93
Total non-hazardous waste intensity (kg/square meters of gross floor area)	0.18	0.18

For the Group's overall operation, we continue to contribute to the reduction of general waste pollution of the environment by implementing a variety of waste reduction measures:

Degradable plastic packaging material

The Group proactively explores new alternatives and upgrades to consumer end packaging. We launched Hong Kong's first environmentally friendly rice bag which is made of degradable plastic, allowing us to contribute more towards the reduction of plastic pollution to the environment.

Recyclable waste

We collect the woven bags used by our suppliers for recycling and actively explore ways for the bags to be reused. Other recyclable wastes such as lubricant oil are handled and stored with due care and collected by third parties for recycling in accordance with the relevant laws and regulations.

Environmental, Social and Governance Report

Employee carbon footprint reduction initiatives

We encourage our employees to reduce paper consumption and recycle all paper waste. We also promote communication by electronic means. We provide green cleaning products and glasses for employees to use.

We also encourage our employees to avoid the use of single-use plastic tableware and plastic bags when possible and use sustainable alternatives such as reusable utensils and eco-friendly shopping bags. Employees are also encouraged to take public transportation or practise carpooling.

A2 Water consumption

Water is another important resource used by the Group in daily operation. It is used mainly in production lines for cleaning and machinery cooling, convenience store operation, offices and canteens. Our water conservation measures include water leakage prevention and identification of abnormal water usage to minimize wastage. We advocate water conservation and reduce water waste with the installation of sensor faucets. Given the Group consumes limited amount of water, the Group does not have issues in sourcing water for its operations.

Water (in cubic meter)	2025	2024
<i>Food operation</i>		
Consumption	2,108.00	2,333.00
Consumption Intensity (m ³ /tonne of production)	0.0316	0.0329
<i>Convenience store operation</i>		
Consumption	145,107	151,862
Consumption Intensity (kg/square meter of gross floor area)	1,739.45	1,949.90

A3 Energy consumption and carbon emission

The Group's operations do not generate significant amount of emissions and have no significant impact to the environment. The main emissions include: air emissions produced through gasoline-powered vehicles, liquefied petroleum gas forklift trucks, greenhouse gases ("GHG") indirectly produced from electricity consumption.

A3.1 Energy consumption

The Group's main sources of energy consumption resulted from electricity used by convenience store operation, rice production lines as well as fuel consumption by vehicles and machinery.

Energy Consumption

Energy Usage	2025 Consumption Volume	2024 Consumption Volume
<i>Food operation</i>		
Liquefied petroleum gas (in liter)	14,230	17,670
Intensity (liter/tonne of production)	0.21	0.25
Lead-free gasoline (in liter)	25,435	29,326
Intensity (liter/tonne of production)	0.38	0.41
Diesel (in liter)	2,114	2,177
Intensity (liter/tonne of production)	0.032	0.031
Purchased electricity (in kilowatt-hour)	4,561,062	4,785,597
Intensity (kilowatt-hour/tonne of production)	68.37	67.49
<i>Convenience store operation</i>		
Lead-free gasoline (in liter)	7,846	7,356
Intensity (liter/square meter of gross floor area)	0.096	0.094
Purchased electricity (in kilowatt-hour)	50,612,252	41,896,850
Intensity (kilowatt-hour/square meter of gross floor area)	606.71	537.95

In order to reduce energy consumption, the Group has kept the use of resources to a minimum through various green practices as follows:

1. Use energy-efficient lighting and electrical appliances in the office and workplace
2. Thermostat-controlled air conditioning systems with optimal and suitable warehouse and office temperature
3. Motion sensitive and timer-controlled electric appliances and office lighting
4. Minimize travelling when possible and conduct online meetings and trainings
5. Promote employee carbon footprint reduction initiatives

Environmental, Social and Governance Report

A3.2 Greenhouse gas emission

The Group's main sources of greenhouse gas resulted from electricity used by convenience store operation and rice production lines, as well as fuel consumption by vehicles and machinery.

Scopes of GHG emission

(in tonnes of CO ₂)	Sources	2025 Emissions*	2024 Emissions*
<i>Food operation</i>			
Scope 1 direct emission	Lead-free gasoline, diesel and liquefied petroleum gas consumed by self-owned vehicles and forklift trucks and air-conditioning equipment	96.86	113.08
Scope 2 indirect emission	Electricity	1,798.35	1,882.93
Total		1,895.21	1,996.01
Total GHG Intensity (tonnes of CO ₂ e/tonne of production)		0.0284	0.0281
<i>Convenience store operation</i>			
Scope 1 direct emission	Lead-free gasoline, diesel and liquefied petroleum gas consumed by self-owned vehicles and forklift trucks and air-conditioning equipment	19.91	19.57
Scope 2 indirect emission	Electricity	40,697.31	33,689.26
Total		40,717.22	33,708.83
Total GHG Intensity (tonnes of CO ₂ e/square meters of gross floor area)		0.488	0.433

* The GHG is calculated according to the "Reporting Guidance on Environmental KPIs" issued by the Hong Kong Stock Exchange, the emission factor published by the electricity provider as well as the "UK Government GHG Conversion Factors for Company Reporting" issued by the Department for Business, Energy & Industrial Strategy of the United Kingdom and Final Report on the Study and Development of Emission Factor (EF) for Vietnamese Electrical Grid in 2020 by Ministry of Natural Resources and Environment of Vietnam.

Direct carbon emission of the Group result from lead-free gasoline, diesel and liquefied petroleum gas consumed when driving self-owned vehicles, forklift trucks and air-conditioning equipment. The Group is focused on minimizing carbon emission produced from liquefied petroleum gas forklift trucks by using battery electric forklift trucks and installing filtering devices to purify the waste gas.

Indirect carbon emission of the Group result from electricity consumption during production activities and management offices of the Group. The Group prioritizes the use of efficient energy-saving products, such as energy-saving motors, energy-saving lamps, energy-saving air conditioners when purchasing new electrical appliance.

A4 Packaging material used for products

For the Group's food operation, majority of packaging materials used are rice bags and paper. The Group has proactively explored new alternatives and upgrades to consumer end packaging. We have launched Hong Kong's first environmentally friendly rice bag which is made of degradable plastic for reducing plastic pollution to the environment.

For the Group's convenience store operation, majority of packaging materials used are plastic bags and paper. The Group encourages consumers to use eco-friendly methods under our BYOB consumer single plastic use initiative. The Group is also launching reusable foldable bags and bio-degradable straws programs.

Packaging Materials (in tonne)	2025	2024
<i>Food operation</i>		
Papers	58.17	7.28
Plastic bags	503.68	530.99
Packaging materials	42.73	38.27
<i>Convenience store operation</i>		
Papers	0.00	0.00
Plastic bags	270.08	303.19

A5 The environment and natural resources

The Group has a long standing environmentally conscious operation philosophy and our employees are encouraged to maintain a green office and live sustainably. Awareness of our employees enables the Group to accelerate our goals toward energy conservation, consumption reduction, green and healthy development.

The Group continuously improve our production process and maintain our production equipment to avoid unintended abuses and wastage of natural resources.

The Group is also devoted to reduce the use of natural resources through environmentally friendly procurement such as earth-friendly tools, furniture and green stationary.

Pursuant to rule 2.07A of the Listing Rules with effect from 31st December, 2023 and the Company's Bye-Laws, the Company will disseminate the future corporate communications of the Company (the "Corporate Communications") to its shareholders electronically and only send Corporate Communications in printed form to the shareholders upon request.

A6 Other impacts to the environment

For the Group's food operation, we have carried out upgrades to become more environmentally friendly. Acoustic treatment such as the addition of silencer has been applied to the exhaust air system to minimize noise levels from our production machines during daily operation.

For the Group's convenience store operation, we are cooperating with suppliers on our eco-friendly policies, and encouraging them to participate in sustainability measures such as using environmentally friendly materials and packaging.

Environmental, Social and Governance Report

The Group strictly complies in material respects with local laws and regulations regarding to environmental protection, including the Air Pollution Control Ordinance (Cap. 311), Waste Disposal Ordinance (Cap.354), Water Pollution Control Ordinance (Cap.358), Noise Control Ordinance (Cap. 400), Environmental Impact Assessment Ordinance (Cap. 499), Hazardous Chemicals Control Ordinance (Cap. 595), Product Eco-responsibility Ordinance (Cap.603) and Motor Vehicle Idling (Fixed Penalty) Ordinance (Cap. 611) in Hong Kong and the Law on Protection of the Environment in Vietnam.

There was no material non-compliance case noted in relation to environmental laws and regulations during the reporting period.

A7 Climate change risks

For the Group's operations, we actively evaluate risks that climate change poses to our businesses. For instance, extreme weather conditions may impact crop yield, potentially affecting the sourcing of raw materials for our products. Supply chain logistics may also be affected by global weather conditions. Extreme weather may bring damages to warehouse, offices, convenience stores and consumer behaviour may also be influenced by weather conditions.

To better manage climate change risks, we actively source from multiple regions in intervals over the year, and we engage supplementary supply chain logistics providers. Furthermore, we conduct periodic checks on structural soundness of our buildings and warehouses so as to strengthen preventive measures to ensure continuous operation in case of extreme weathers. We implement emergency measures such as employee emergency call list and data backup at multiple storage locations to prevent data information loss.

B. SOCIAL

B1 Employee care

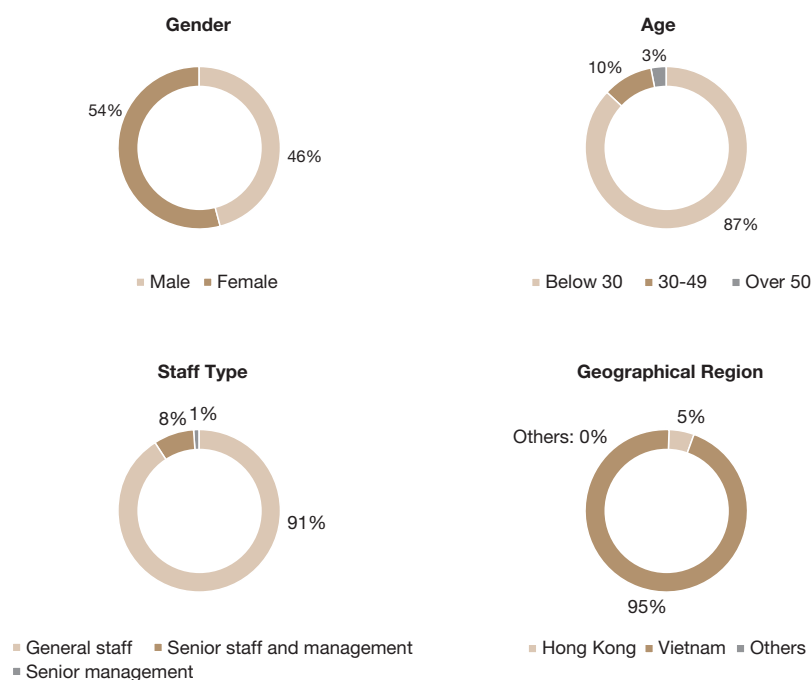
The Group appreciates its employees for their hard work and contribution, and therefore demonstrates ongoing care for its employees, advocates work-life balance, and organizes various activities, aiming to improve their sense of belonging and well-being.

The Group's remuneration package consists of standard remuneration, medical insurance, allowances and bonuses. All employees are entitled to paid holidays such as statutory holidays, annual leave, marriage leave, maternity leave, paternity leave and sick leave. The Group has also adopted incentive and bonus schemes to recognise and reward the employees who have contributed to the growth and development of the Group.

The Group provides an equal opportunity working environment. Discrimination against our staff in respect of recruitment, dismissal, training, remuneration and promotion is strictly prohibited. The Group strictly complies in material respects with all labour laws and regulations where its businesses are located. We aim at creating an inclusive workplace by adopting non-discriminatory hiring and employment practices that are fair to people of different race, gender, sexual orientation, ethnicity, religion, pregnancy, marital status, disability, family status and personal characteristics.

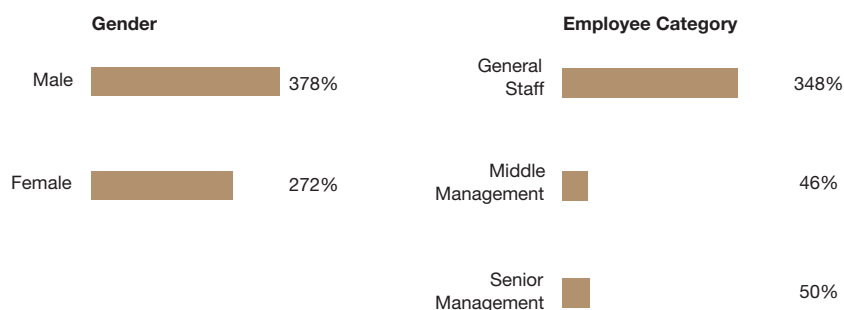
The Group has been awarded the “Good MPF Employer 5 Years+” and is presented with a “MPF Support Award” by the Mandatory Provident Fund Schemes Authority.

Total Workforce



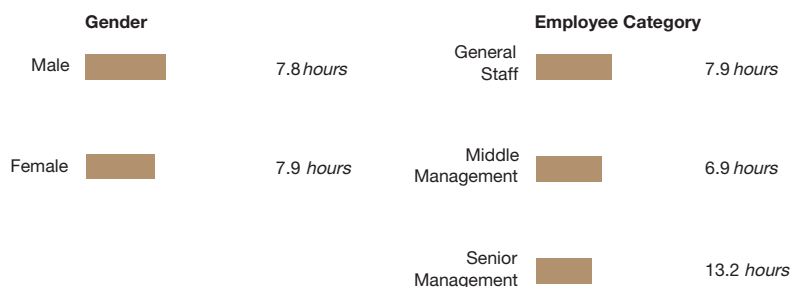
B2 Talent development and training

For the Group's operations, employees are seen as crucial resources and a critical component in driving business success. We have comprehensive training systems to provide on-the-job training with an aim to enhance individual skillset and management capabilities. The Group's People Management Department is responsible for employee development and training. We will continue to develop employee focused programs to create a sustainable working environment.



Environmental, Social and Governance Report

Details of average training hours² are shown below. During the reporting period, a total of 14,763 employees were trained.^{3,4}



The Group adopts a strict zero tolerance approach towards corruption and strictly abides by the business ethics of honesty, trustworthiness and self-discipline. Non-compliant employees will be subject to disciplinary actions, and their managers will be held accountable. Upon employment, all employees are issued Employee Code of Conduct, and guidance on rules such as gift handling, securities trading, and data security.

Majority of the workforce for convenience store operation are high school students, whose availability and work schedules are often dictated by demand of school work. Total employee turnover was 8,596, amongst which 4,918 were male and 3,678 were female. 8,406 were below 30 years old, 170 were within the age range of 30-49 years old, whilst 20 were over 50 years old. Among the resigned staff, 42 were from Hong Kong whilst 8,554 were from Vietnam, with the remaining in other regions.

B3 Employee health and safety

The health of employees is of utmost importance to us. We strive to create a healthy and safe workplace, strengthen safety awareness of employees, and exert persistent effort to pandemic prevention and control, all with a view to safeguarding the mental and physical wellbeing of employees.

The Group is committed to improve working environment for employees and taking all appropriate measures to safeguard their health and safety. We have formulated operational safety rules and practices for all production staff, detailing safety precautions for different production processes, and arranged induction trainings of the said safety rules and practices for all new employees. To further improve our employees' safety awareness in case of fire emergencies, the Group regularly arranges fire drill exercises. To prevent fire accidents, smoking is strictly prohibited within the Group's premises. Furthermore, we have set up a first aid team to provide immediate first-aid support for our employees. Automated External Defibrillators (the "AED") are installed within the building to respond to cardiac arrests and a team of employees are trained in using the AED before the arrival of ambulances. The Group complies in material respects with relevant occupational safety and health legislations in Hong Kong.

² Average training hours is calculated by dividing the training hours in a gender or employee category by the number of employees trained in the same category during the reporting period.

³ Number of employees trained during the reporting period was higher than the number of employees existing at the end of the reporting period, consistent with the high turnover nature of the retail industry.

⁴ Percentage of employees trained is calculated as the number of employees who is trained in a specific category during the reporting period divided by the number of existing employees in the category by the end of the reporting period.

We strictly comply with the relevant occupational health and safety-related laws and regulations, including The Vietnamese Labour Code (Chapter IX), Law on Occupational Safety and Hygiene and Company regulations on Occupational Safety and Hygiene (Chapter IV) in all material respects.

During the reporting period, the Group recorded a total of 26 lost days due to work injury. There has been no case of work-related fatality in the past 3 years. There was no material non-compliance case relating to health and safety laws and regulations during the reporting period.

B4 Compliance employment

The Group has always regarded its employees as its most valuable assets. Being a people-oriented company, the Group respects the legitimate rights and interests of all employees, supports their career development, enriches their leisure lives, and is committed to creating a healthy, safe yet inclusive workplace for employees.

For the Group's operations, we are committed to building mutual respect amongst our employees. The Group strictly complies in material respects with all labour legislation in regions where its businesses are located. We adopt a prudent and comprehensive recruitment review process and our People Management Department ensures that personal information provided by the candidates is true and accurate. Candidates are also required to provide proof of identity at the time of interview. Background investigations and verifications on candidates are also conducted.

We prohibit the use of child or forced labour in any of our operations or services. Forced labour, whether by physical punishment, maltreatment, involuntary servitude, peonage, or trafficking, is strictly forbidden. Children under the legal working age as defined by local labour laws will not be employed. Thorough investigations will be conducted upon identifying cases of child or forced labour, or from relevant complaints within our operations and our suppliers. Confirmed cases will be treated with utmost importance and matters shall be reported to regulatory authorities within corresponding regions.

For the Group's convenience store operation, the Group strictly complies in material respects with the following laws and regulations: The Vietnamese Labour Code (Chapter XI), Decree 152/2020/ND-CP on foreign workers working in Vietnam and recruitment and management of Vietnamese workers working for foreign employers in Vietnam, Decree 145/2020/ND-CP regarding elaboration of some articles of the labour code on working conditions and labour relations; Circular 10/2020/TT-BLDTBXH concerning the guidance of certain articles of the Labour Code with respect to employment contracts; Circular No. 09/2020/TT-BLDTBXH relating to implementation of some articles of the Labour Code on minor workers collective bargaining council and jobs with hazards to reproductive function and children raising; Decree 135/2020/ND-CP concerning retirement age, Law on Employment; Law on Social Insurance; Law on Health Insurance; Law on Trade Union as well as the Group's regulations. By strictly complying with the labour law, we do not recruit candidates under 18 years old.

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

Environmental, Social and Governance Report

We have also taken effective actions to ensure compliance with the relevant employment-related laws and regulations. For instance, the Group monitors and revises employment-related documentation such as contracts and internal labour regulations taking into account new and changing laws and industry practices. We also communicate with our staff to ensure that they have a comprehensive understanding of workplace policies and procedures.

As at 31st March, 2025, there were a total of 4,607 permanent and part-time employees working in the Group's food operation in Hong Kong and convenience store operation in Vietnam. There was no material non-compliance case relating to employment and labour related laws and regulations during the reporting period. There was no case of child labour or forced labour, and we did not record any incidents of discrimination.

B5 Quality Assurance

The Group is to consistently offer the broadest selection of premium rice products to global customers and provide the best convenience store consumer experience in Vietnam. The Group continues to establish and improve product quality management system, providing our customers with reliable, convenient and safe products plus services.

B5.1 Product quality and product recall procedures

The Group has strict protocols to avoid unsafe and substandard products. Our quality control system covers the processes of quality control, product verification, product tracking and product recall.

For the Group's food operation, daily procedures are carried out by Quality Control Department to inspect raw materials, packaging and finished products, thereby prohibiting products of inferior quality to be delivered to any customers. We conduct sampling tests on products and verify quality result regularly. There is a tracking system and accountability can be pursued. Products with defects can be recalled through the product tracking system in a timely manner.

For the Group's food operation, through continued improvement of its rice processing and packaging technologies, the Group strives to offer better products and services to its patrons. The Group has passed requirements for the certification of ISO 9001, HACCP and ISO 22000 Qualification since 2003, symbolizing international recognition of the Group's stringent production procedures and exceptional product quality. The quality assurance and brand success of Golden Elephant are evident through numerous awards won in recent years, including "Top Mark" of Hong Kong Top Brand Awards, Q-Mark Award, Wellcome's Top 10 Favorite Brands and PARKnSHOP Super Brands Award.

For the Group's convenience store operation, we have an inventory management and tracking system whereby in case of manufacturer recalls we can conduct the recall in a timely manner. The store operation must strictly comply with all local regulation and policies, including the Vietnamese Civil Code, Law on Commerce, Law on Quality of Products and Goods and Law on Protection of Consumer's Right. In addition, product label information also complies with Vietnamese Regulations. Merchandise details such as ingredients, storing, usage and food safety notice are found on all product labels.

We conduct investigation for products recall based on quality issues, product inspections or customer complaints. Each case filed must be confirmed and reviewed by our Quality Control Department. For serious or repeated issues, the Quality Control Department will request for the recall of the products until our Quality Control Department is satisfied that corrective and improvement actions have been taken.

During the reporting period, there was no product recalled due to health and safety reasons.

B5.2 Customer service and complaint handling

The Group strives to provide our customers with satisfactory services. We have developed a comprehensive customer complaint handling and goods return procedure. Each complaint will be investigated by responsible employees who will collect sufficient and objective evidence to support the findings of the investigation. All requests and suggestions from customers will be carefully considered.

Specific to the Group's convenience store operation, the process of handling customer complaints begins with our Customer Service team receiving complaints via telephone or email. The complaint will then be classified and based on its nature be transferred to related teams such as Operations, Food Service or IT for handling. The respective departments will investigate the issue prudently and provide feedback to our customers directly. Alternatively, the Customer Service team members will continue to follow the case with further actions until the customer is satisfied.

During the reporting period, our response rate to customer complaints was 100%.

B5.3 Customer data protection and privacy

The Group attaches great importance to cybersecurity and the protection of users' private data. The Group has established structure and system for security management to provide data security and protect customer privacy.

In the ordinary course of business, our Information Technology team meets regularly to recap data security matters and promptly communicate on emergency responses, to ensure the security of our employee, supplier, customer data, as well as of information across our upstream and downstream activities.

For the Group's food operation, we strictly comply with relevant data privacy laws and regulations, such as the Personal Data (Privacy) Ordinance (Cap. 486) in all material respects. For the Group's convenience store operation, we strictly adhere to related laws and regulations, such as the Vietnamese Civil Code, Law on Network Information Security, Law on Electronic Transactions, Law on Protection of Consumer's Right and Law on Cybersecurity.

There was no case of non-compliance noted in relation to data privacy laws and regulations during the reporting period.

Environmental, Social and Governance Report

B5.4 Supplier management

We have adopted a strict selection process of suppliers for the Group by only choosing suppliers from an approved list. The Group closely monitors and performs regular reviews on the performance of suppliers to ensure product quality. The assessment mainly includes but is not limited to product quality, business reputation, past performance, financial status, operating in good integrity and price advantages. If the assessment results do not satisfy our requirements, the respective supplier(s) will be removed from our approved list.

As at 31st March, 2025, the Group had approximately 500 major suppliers, including legal advisors, professional service providers and utility companies. Approximately 95% represent suppliers for our convenience store operation and are based in Asia.

B5.5 Intellectual Property

The Group respects intellectual property rights and complies with relevant laws and regulations regarding the usage of licensed products and copyrighted materials as stated in our policy. Our employees are required to abide by all policies regarding the protection of intellectual properties and disciplinary actions will be taken against violations of the aforesaid mentioned policies.

There was no material non-compliance case noted regarding intellectual property related laws and regulations during the reporting period.

B5.6 Anti-Corruption/bribery

The management of the Group promotes a corporate culture of honesty and integrity and creates a corporate environment of anti-corruption and anti-fraud. To enhance the sense of integrity of the employees, the Group educates employees on corruption prevention practices and bribery and warns employees against fraud, extortion and money laundering activities.

In addition, the Group has set up anti-corruption whistleblowing channel. Having assigned responsible officer to conduct investigations and categorize information immediately after the reporting. The Group ensures that there will not be retaliation against whistle-blowers with our information security protection system.

Annual anti-corruption training is provided to directors and staff as part of our integrity training and as a reminder of the implication of corruption instances to the Group. The Group strictly complies in material respects with relevant laws and regulations on anti-corruption, including the Prevention of Bribery Ordinance (Cap. 201) in Hong Kong and the Vietnamese Penal Code, Law on Anti-Corruption and Decree No. 59/2019/ND-CP.

There was no material non-compliance case noted in relation to corruption-related laws and regulations, and no concluded legal cases during the reporting period.

B6 Contributions to local communities

The Group is committed to make positive contributions to communities by supporting social programs and charity initiatives. During the reporting period, the Group worked with charity organizations to implement activities such as New Life Psychiatric Rehabilitation Association, Hong Kong Blood Cancer Foundation, United Christian Nethersole Community Health Service and other social services organizations to support our community. The Group also supports different religious institutions, schools and community initiatives such as The Road Safety Campaign Committee. The Group will continue to support local communities in Hong Kong on an ongoing basis. The Group also makes contributions regarding community investment in Vietnam that include children charity and environment protection. The Group also promotes charity activities through our advertising platforms at the convenience stores.

An amount of over HK\$500,000 worth of value of goods has been contributed by the Group to a number of charity and social services organizations during the reporting period.

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Independent Auditor's Report



**Independent auditor's report to the members of
Golden Resources Development International Limited**
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Golden Resources Development International Limited ("the Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 69 to 158, which comprise the consolidated statement of financial position as at 31st March, 2025, consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes, comprising material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st March, 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

KEY AUDIT MATTERS *(Continued)*

Assessing Potential Impairment of Property, Plant and Equipment and Right-of-use Assets in Convenience Store Operation in Vietnam	
<i>Refer to notes 13 and 14 to the consolidated financial statements and the accounting policies in note 3(j)(ii).</i>	
The Key Audit Matter	How the matter was addressed in our audit
<p>The Group recorded significant balances of property, plant and equipment and right-of-use assets relating to convenience store operation in Vietnam (“Convenience Store Related Assets”) on the consolidated statement of financial position.</p> <p>Convenience Store Related Assets are allocated to each individual convenience store which is considered as a cash-generating unit (“CGU”). Management reviews the performance of individual convenience store to identify if any convenience store displays negative performance which could indicate impairment.</p>	<p>Our audit procedures to assess the potential impairment of Convenience Store Related Assets included the following:</p> <ul style="list-style-type: none"> • understanding and evaluating the design and implementation of key internal controls over the impairment assessment; • assessing and challenging the management’s impairment assessment, including identifying the CGUs, evaluating the allocation of assets to CGUs and assessing the indicators of impairment, with reference to the requirements of the prevailing accounting standards; • with the assistance of our internal valuation specialists, on a sample basis, evaluating the methodology applied by management in the preparation of discounted cash flow forecasts with reference to the requirements of the prevailing accounting standards and assessing the discount rates adopted in the discounted cash flow forecasts by benchmarking against the companies in the same industry and external market data;

Independent Auditor's Report

KEY AUDIT MATTERS *(Continued)*

Assessing Potential Impairment of Property, Plant and Equipment and Right-of-use Assets in Convenience Store Operation in Vietnam <i>(Continued)</i>	
<i>Refer to notes 13 and 14 to the consolidated financial statements and the accounting policies in note 3(j)(ii). (Continued)</i>	
The Key Audit Matter	How the matter was addressed in our audit
Where impairment indicators of a convenience store are identified, management performs an impairment assessment of each convenience store by comparing its carrying value with its recoverable amount, which is higher of fair value less costs of disposal and value in use. The value in use is determined by management on a store-by-store basis based on a discounted cash flow forecast.	<ul style="list-style-type: none"> challenging the key assumptions adopted by management in the discounted cash flow forecasts and comparing the key assumptions used, including future revenue growth rates and profit margin ratios by referring to the historical financial performance of each CGU and management's budgets and forecasts;
There is a risk that the value of Convenience Store Related Assets in certain convenience stores may not be recoverable in full through the future cash flows to be generated from operations of those convenience stores or from disposal of related assets.	<ul style="list-style-type: none"> obtaining a sensitivity analysis of the key assumptions adopted in the discounted cash flow forecasts prepared by management and assessing the impact of changes in the key assumptions to the conclusion reached in the impairment assessment and whether there were any indicators of management bias;
We identified assessing potential impairment of Convenience Store Related Assets as a key audit matter because the discounted cash flow forecast used to assess the value in use is based on a number of assumptions, including future revenue growth rates, profit margin ratios and discount rate, which are subject to a significant degree of judgement and could be subject to management bias.	<ul style="list-style-type: none"> comparing the actual results of the identified CGUs for the current year with the key assumptions adopted by management in the discounted cash flow forecast for prior year to assess the effectiveness of the management's forecasting process and consider if there was any indication of management bias; and assessing the disclosures in the consolidated financial statements in respect of the impairment assessment of Convenience Store Related Assets with reference to the requirements of the prevailing accounting standards.

KEY AUDIT MATTERS *(Continued)*

Valuation of Investment Properties	
<i>Refer to note 15 to the consolidated financial statements and the accounting policies in note 3(h).</i>	
The Key Audit Matter	How the matter was addressed in our audit
<p>The Group holds a significant balance of investment properties located mainly in Japan and Hong Kong, comprising land, office premises and residential properties.</p> <p>The fair values of the investment properties as at year end were assessed by the board of directors based on independent valuations prepared by qualified external property valuers. The revaluation of investment properties recorded in the consolidated statement of profit or loss were a deficit of HK\$22 million for the year ended 31st March, 2025.</p> <p>We identified valuation of investment properties as a key audit matter because of the significance of investment properties to the Group's consolidated financial statements and the significant degree of judgement and estimation involved in assessing the fair values, particularly in determining appropriate market selling prices.</p>	<p>Our audit procedures to assess the valuation of investment properties included the following:</p> <ul style="list-style-type: none"> • assessing the external property valuers' qualifications, experience and expertise in the properties being valued and considering their objectivity; • obtaining and inspecting the valuation reports prepared by the external property valuers engaged by the Group on which the management's assessment of the fair value of investment properties located in Japan and Hong Kong was based and reviewing the reasonableness of key assumptions adopted in these valuations, including market selling prices; and • with the assistance of our internal property valuation specialists, on a sample basis, evaluating and discussing with the external property valuers whether the valuation methodology adopted for investment properties located in Japan and Hong Kong is appropriate with reference to the prevailing accounting standards and assessing the key assumptions adopted in these valuations, including market selling prices, by comparing with market available data and/or government statistics.

Independent Auditor's Report

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosure made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

Independent Auditor's Report

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

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

The engagement partner on the audit resulting in this independent auditor's report is Sylvene Fong (practicing certificate number: P05027).

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

26th June, 2025

Consolidated Statement of Profit or Loss

For the year ended 31st March, 2025
(Expressed in Hong Kong Dollar)

	Notes	2025 HK\$'000	2024 HK\$'000
Revenue	5	2,078,872	2,072,294
Cost of sales		(1,284,376)	(1,267,767)
Gross profit		794,496	804,527
Net realized and unrealized gain on			
financial assets at fair value through profit or loss	18	1,045	1,209
(Deficit)/surplus on revaluation of investment properties	15	(21,791)	69,363
Net other income	7	3,749	11,533
Selling and distribution costs		(492,991)	(454,739)
Administrative expenses		(243,453)	(249,204)
Interest on lease liabilities		(36,356)	(33,792)
Profit from operations		4,699	148,897
Finance costs	8	(3)	(390)
Share of results of associates		(1,165)	(1,205)
Share of results of joint ventures		174	670
Profit before taxation	9	3,705	147,972
Taxation	10	(14,710)	(37,235)
(Loss)/profit for the year		(11,005)	110,737
(Loss)/profit for the year attributable to:			
Shareholders of the Company		(14,466)	106,848
Non-controlling interests		3,461	3,889
		(11,005)	110,737
(Loss)/earnings per share	12		
— Basic		(HK0.9 cents)	HK6.3 cents
— Diluted		(HK0.9 cents)	HK6.3 cents

The notes on pages 77 to 158 form part of these financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31st March, 2025
(Expressed in Hong Kong Dollar)

	2025 HK\$'000	2024 HK\$'000
(Loss)/profit for the year	(11,005)	110,737
Other comprehensive income (after tax adjustment)		
Items to be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of financial statements of subsidiaries outside Hong Kong	(4,349)	(23,346)
Share of other comprehensive income of associates	401	(491)
	(3,948)	(23,837)
Items that will not be reclassified to profit or loss in subsequent periods:		
Surplus on property revaluation, net of HK\$1,860,000 (2024: HK\$Nil) tax	4,261	44,127
Other comprehensive income for the year	313	20,290
Total comprehensive income for the year	(10,692)	131,027
Total comprehensive income attributable to:		
Shareholders of the Company	(14,232)	127,850
Non-controlling interests	3,540	3,177
	(10,692)	131,027

The notes on pages 77 to 158 form part of these financial statements.

Consolidated Statement of Financial Position

At 31st March, 2025

(Expressed in Hong Kong Dollar)

	Notes	2025 HK\$'000	2024 HK\$'000
Non-current assets			
Property, plant and equipment	13	411,138	432,349
Right-of-use assets	14	435,317	392,760
Investment properties	15	384,479	374,473
Interests in associates	16	32,500	33,103
Interests in joint ventures	17	15,482	26,326
Financial assets at fair value through profit or loss	18	15,386	14,604
Intangible assets	19	26,749	26,749
Rental and related deposits paid		30,465	29,040
Deferred tax assets	27(b)	4,943	4,182
		1,356,459	1,333,586
Current assets			
Inventories	20	207,237	208,132
Trade debtors	21	63,043	72,626
Other debtors, deposits and prepayments	22	88,303	97,263
Financial assets at fair value through profit or loss	18	28,479	17,897
Tax recoverable	27(a)	—	489
Cash and deposits	23	356,959	351,227
		744,021	747,634
Current liabilities			
Trade creditors	24	145,099	125,974
Other creditors and accruals	25	127,224	132,188
Lease liabilities	26	154,419	131,664
Tax payable	27(a)	5,345	11,200
		432,087	401,026
Net current assets		311,934	346,608
Total assets less current liabilities		1,668,393	1,680,194
Non-current liabilities			
Lease liabilities	26	327,068	294,209
Deferred tax liabilities	27(b)	31,385	26,313
		358,453	320,522
		1,309,940	1,359,672

Consolidated Statement of Financial Position

At 31st March, 2025

(Expressed in Hong Kong Dollar)

	Notes	2025 HK\$'000	2024 HK\$'000
CAPITAL AND RESERVES			
Share capital	28	169,741	169,741
Reserves	31	1,096,768	1,150,040
<hr/>			
Shareholders' equity		1,266,509	1,319,781
Non-controlling interests		43,431	39,891
<hr/>			
		1,309,940	1,359,672
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Approved and authorised for issue by the Board of Directors on 26th June, 2025 and were signed on its behalf by:

Laurent LAM Kwing Chee

Chairman and Group Executive Chairman

Anthony LAM Sai Ho

Vice Chairman and Group Chief Executive Officer

The notes on pages 77 to 158 form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31st March, 2025
(Expressed in Hong Kong Dollar)

	Shareholders' equity								Non-controlling interests	Total
	Share capital	Share premium	Other reserve	Capital redemption reserve	Property revaluation reserve	Exchange reserve	Dividend reserve	Retained earnings	HK\$'000	HK\$'000
At 31st March, 2023	169,741	453,192	346	515	5,128	20,439	24,612	555,262	36,490	1,265,725
Profit for the year	—	—	—	—	—	—	—	106,848	3,889	110,737
Other comprehensive income for the year:										
Surplus on property revaluation	—	—	—	—	44,127	—	—	—	—	44,127
Exchange differences on translation of financial statements of subsidiaries outside Hong Kong	—	—	—	—	—	(22,634)	—	—	(712)	(23,346)
Share of other comprehensive income of associates	—	—	—	—	—	(491)	—	—	—	(491)
	—	—	—	—	44,127	(23,125)	—	—	(712)	20,290
Total comprehensive income for the year	—	—	—	—	44,127	(23,125)	—	106,848	3,177	131,027
Transactions with non-controlling interest	—	—	5,979	—	—	—	—	—	224	6,203
Prior year final dividend paid (Note 11)	—	—	—	—	—	—	(24,612)	—	—	(24,612)
Interim dividend paid (Note 11)	—	—	—	—	—	—	—	(18,671)	—	(18,671)
Final dividend proposed for the year ended 31st March, 2024 (Note 11)	—	—	—	—	—	—	20,369	(20,369)	—	—
At 31st March, 2024	169,741	453,192	6,325	515	49,255	(2,686)	20,369	623,070	39,891	1,359,672

The notes on pages 77 to 158 form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31st March, 2025
(Expressed in Hong Kong Dollar)

	Shareholders' equity							Non-controlling interests	Total
	Share capital	Share premium	Other reserve	Capital redemption reserve	Property revaluation reserve	Exchange reserve	Dividend reserve	Retained earnings	shareholders' equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 31st March, 2024	169,741	453,192	6,325	515	49,255	(2,686)	20,369	623,070	1,319,781
Profit for the year	—	—	—	—	—	—	—	(14,466)	(14,466)
Other comprehensive income for the year:									
Surplus on property revaluation	—	—	—	—	4,054	—	—	—	4,054
Exchange differences on translation of financial statements of subsidiaries outside Hong Kong	—	—	—	—	—	(4,221)	—	—	(4,221)
Share of other comprehensive income of associates	—	—	—	—	—	401	—	—	401
	—	—	—	—	4,054	(3,820)	—	—	234
								79	313
Total comprehensive income for the year	—	—	—	—	4,054	(3,820)	—	(14,466)	(14,232)
Prior year final dividend paid (Note 11)	—	—	—	—	—	—	(20,369)	—	(20,369)
Interim dividend paid (Note 11)	—	—	—	—	—	—	—	(18,671)	(18,671)
Final dividend proposed for the year ended 31st March, 2025 (Note 11)	—	—	—	—	—	—	20,369	(20,369)	—
At 31st March, 2025	169,741	453,192	6,325	515	53,309	(6,506)	20,369	569,564	1,266,509
								43,431	1,309,940

The notes on pages 77 to 158 form part of these financial statements.

Consolidated Statement of Cash Flows

For the year ended 31st March, 2025
(Expressed in Hong Kong Dollar)

	Notes	2025 HK\$'000	2024 HK\$'000
Operating activities			
Profit before taxation		3,705	147,972
Adjustments for:			
Interest revenue on financial assets measured at amortised costs	7	(9,663)	(9,605)
Interest income on financial assets at fair value through profit or loss	7	(397)	(2,345)
Finance costs	8	3	390
Interest on lease liabilities	9	36,356	33,792
Effective interest revenue from rental deposits	7	(2,088)	(2,325)
Net gain on termination of leases	7	(2,733)	(630)
Dividend income from listed financial assets at fair value through profit or loss	7	(28)	(23)
Depreciation and amortisation of property, plant and equipment	9	60,494	52,846
Depreciation of right-of-use assets	9	130,964	113,364
Net loss on disposal of plant and equipment	9	1,309	1,508
Share of results of associates		1,165	1,205
Share of results of joint ventures		(174)	(670)
Impairment losses on right-of-use assets and equipment	7	23,759	8,580
Deficit/(surplus) on revaluation of investment properties	15	21,791	(69,363)
Gain on partial disposal of associate		—	(4)
Allowance for expected credit losses	9	796	1,204
Net gain on financial assets at fair value through profit or loss (non-current)	18	(92)	(3,302)
Operating cash flows before movements in working capital		265,167	272,594
Increase in financial assets at fair value through profit or loss		(10,901)	(5,649)
Increase in inventories		(2,399)	(14,290)
Decrease/(increase) in trade debtors		9,232	(8,256)
Increase in other debtors, deposits and prepayments		(138)	(20,980)
Increase in trade creditors		23,251	9,247
Decrease in other creditors and accruals		(4,025)	(8,705)
Cash generated from operations		280,187	223,961
Hong Kong Profits Tax paid		(11,534)	(12,714)
Hong Kong Profits Tax refunded		6,002	180
Income tax in other jurisdiction paid		(12,531)	(191)
Income tax in other jurisdiction refunded		—	68
Net cash generated from operating activities		262,124	211,304

Consolidated Statement of Cash Flows

For the year ended 31st March, 2025
(Expressed in Hong Kong Dollar)

	Notes	2025 HK\$'000	2024 HK\$'000
Investing activities			
Interest received		11,801	13,007
Dividend income received from listed financial assets at fair value through profit or loss	7	28	23
Purchases of property, plant and equipment		(62,617)	(68,675)
Proceeds from disposal of plant and equipment		752	2,031
Purchases of investment property		(12,755)	—
Purchases of financial assets at fair value through profit or loss		(1,607)	(272)
Proceeds from disposal of financial assets at fair value through profit or loss		2,470	9,931
Proceeds from partial disposal of associate		—	195
Decrease in pledged bank deposits		32	115,029
Decrease in time deposits with original maturities more than 3 months		39,120	84,283
Net cash outflow on acquisition of subsidiaries		—	(139,446)
Additional investment in an associate		(161)	—
Investment in a joint venture		—	(5)
Repayment from/(advances to) joint ventures		10,479	(14,677)
Net cash (used in)/generated from investing activities		(12,458)	1,424
Financing activities			
Dividends paid	11	(39,040)	(43,283)
Capital element of lease rentals paid	41	(127,452)	(114,672)
Interest element of lease rentals paid	41	(36,356)	(33,792)
Repayment of bank loans		—	(7,611)
Payment for acquisition of additional interest in subsidiaries		—	(1,482)
Proceed from issuance of shares by the subsidiary to non-controlling minority shareholders		—	7,685
Interest paid	41	(3)	(390)
Net cash used in financing activities		(202,851)	(193,545)
Net increase in cash and cash equivalents		46,815	19,183
Cash and cash equivalents at beginning of the year		310,672	300,360
Effect of foreign exchange rate changes		(1,931)	(8,871)
Cash and cash equivalents at end of the year	23	355,556	310,672

The notes on pages 77 to 158 form part of these financial statements.

Notes to the Financial Statements

For the year ended 31st March, 2025

1. GENERAL

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

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

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

2. CHANGES IN ACCOUNTING POLICIES

(i) New and amendments to HKFRS Accounting Standards

The Group has applied the following amendments to HKFRS Accounting Standards issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKAS 1, *Presentation of financial statements – Classification of liabilities as current or non-current* ("2020 amendments") and amendments to HKAS 1, *Presentation of financial statements – Non-current liabilities with covenants* ("2022 amendments")
- Amendments to HKFRS 16, *Leases – Lease liability in a sale and leaseback*
- Amendments to HKAS 7, *Statement of cash flows* and HKFRS 7, *Financial instruments: Disclosures – Supplier finance arrangements*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with HKFRS Accounting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards ("HKFRS"), Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the requirements of the Hong Kong Companies Ordinance. The financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited. Material accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and amended HKFRS Accounting Standards that are first effective or available for early adoption for the current accounting period of the Group. Note 2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

Notes to the Financial Statements

For the year ended 31st March, 2025

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31st March, 2025 comprise the company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in associates and joint ventures.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- investment property, including interests in leasehold land and buildings held as investment property where the Group is the registered owner of the property interest (see note 3(h));
- financial assets at fair value through profit or loss (see note 3(e)).

The preparation of financial statements in conformity with HKFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the 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.

Judgements made by management in the application of HKFRS Accounting Standards that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 4.

(c) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-Group balances, transactions and any unrealized income and expenses (except for foreign currency transaction gains or losses) arising from intra-Group transactions, are eliminated. Unrealized losses resulting from intra-Group transactions are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

For each business combination, the Group can elect to measure any non-controlling interests (“NCI”) either at fair value or at the NCI’s proportionate share of the subsidiary’s net identifiable assets.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(c) Subsidiaries and non-controlling interests *(Continued)*

NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value at the date when control is lost.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less any impairment losses (see note 3(j)(ii)).

(d) Associates and joint ventures

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group or the Company has joint control, whereby the Group or the Company has the rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

An interest in an associate or a joint venture is accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income ("OCI") of those investees, until the date on which significant influence or joint control ceases.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate or the joint venture, after applying the ECL model to such other long-term interests where applicable (see note 3(j)(i)).

Notes to the Financial Statements

For the year ended 31st March, 2025

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(e) **Other investments in securities**

The Group's policies for investments in securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss ("FVPL") for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 40(f). These investments are subsequently accounted for as follows, depending on their classification.

a. Non-equity investments

Non-equity investments are classified into one of the following measurement categories:

- i. amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, interest income calculated using the effective interest method (see note 3(r)), foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
- ii. FVOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in OCI. When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.
- iii. FVPL if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

b. Equity investments

- i. An investment in equity securities is classified as FVPL, unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income (see note 3(r)).

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(f) **Property, plant and equipment**

The following items of property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses (see note 3(j)(ii)).

- ownership interests in land and buildings held for own use;
- other properties leased for own use (see note 3(i)); and
- other items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment (see note 3(i)).

Construction in progress is stated at cost less impairment losses (see note 3(j)(ii)). Cost comprises direct costs of construction, capitalised borrowing costs and exchange differences to the extent that it is an adjustment to borrowing costs during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

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

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss. Any related revaluation surplus is transferred from the revaluation reserve to retained profits and is not reclassified to profit or loss.

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment less their estimated residual values, if any, using the straight line method over their estimated useful lives, and is generally recognised in profit or loss.

Notes to the Financial Statements

For the year ended 31st March, 2025

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(f) **Property, plant and equipment** *(Continued)*

The estimated useful lives for the current and comparative periods are as follows:

- Freehold land is not depreciated.
- Leasehold land is depreciated over the unexpired term of lease.
- Buildings situated on freehold land are depreciated over their estimated useful life, being no more than 50 years after the date of completion.
- The Group's interests in buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and the buildings' estimated useful lives, being no more than 50 years after the date of completion.
- Other items of plant and equipment, including right-of-use assets arising from leases of underlying equipment, are at the following rates:

Factory premises	2% — 5%
Motor vehicles and motor vessel	12% — 33%
Others	5% — 33%

Depreciation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

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

Trademark and license acquired by the Group with an indefinite estimated useful life are stated at cost less impairment losses (see note 3(j)(ii)).

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives.

(h) **Investment property**

Investment property is initially measured at cost, and subsequently at fair value with changes therein recognised in profit or loss.

Any gain or loss on disposal of investment property is recognised in profit or loss. Rental income from investment properties is recognised in accordance with note 3(r).

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(i) **Leased assets**

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a short lease term of 12 months or less, and leases of low-value items such as laptops and office furniture. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is recognised using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability, and are charged to profit or loss as incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 3(f) and 3(j)(ii)), except for the right-of-use assets that meet the definition of investment property are carried at fair value (see note 3(h)).

Refundable rental deposits are accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in non-equity securities carried at amortised cost (see notes 3(e)(i), 3(r) and 3(j)(i)). Any excess of the nominal value over the initial fair value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. In this case, the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

Notes to the Financial Statements

For the year ended 31st March, 2025

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(i) **Leased assets** *(Continued)*

As a lessee *(Continued)*

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

As a lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. Otherwise, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 3(r).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described above, then the Group classifies the sub-lease as an operating lease.

(j) **Credit losses and impairment of assets**

(i) ***Credit losses from financial instruments***

The Group recognises a loss allowance for expected credit losses ("ECLs") on financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables, including those amount due from associates and advances to joint ventures that are held for the collection of contractual cash flows which represent solely payments of principal and interest.).

Financial assets measured at fair value are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

For undrawn loan commitments, expected cash shortfalls are measured as the difference between (i) the contractual cash flows that would be due to the Group if the holder of the loan commitment draws down on the loan and (ii) the cash flows that the Group expects to receive if the loan is drawn down.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(i) Credit losses and impairment of assets *(Continued)*

(i) **Credit losses from financial instruments** *(Continued)*

Measurement of ECLs (Continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date;
- other financial instruments (including loan commitments issued) for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

Notes to the Financial Statements

For the year ended 31st March, 2025

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(j) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments *(Continued)*

Significant increases in credit risk

When determining whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is 90 days past due.

The Group considers a financial instrument to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in non-equity securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in OCI and accumulated in the fair value reserve (recycling) does not reduce the carrying amount of the financial asset in the statement of financial position.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(i) Credit losses and impairment of assets *(Continued)*

(i) **Credit losses from financial instruments** *(Continued)*

Credit-impaired financial assets

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

Notes to the Financial Statements

For the year ended 31st March, 2025

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(i) Credit losses and impairment of assets *(Continued)*

(ii) **Impairment of other non-current assets**

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than investment property, inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are Grouped together into the smallest Group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units ("CGU"s). Goodwill arising from a business combination is allocated to CGUs or Groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, 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 CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(iii) **Interim financial reporting and impairment**

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 3(j)(i) & (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(k) Inventories

Inventories are measured at the lower of cost and net realisable value as follows:

- Rice and food products and packaging materials
Cost is calculated using the weighted average cost method. The cost comprises costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less applicable selling expenses.

- Convenience store business
Cost is determined on a weighted average basis and includes all costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the normal course of business, less the estimated costs of completion and estimated costs to sell.

The Group applies the perpetual method of accounting for inventories.

(l) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see note 3(j)(i)).

(m) Cash and deposits

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

(n) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

Notes to the Financial Statements

For the year ended 31st March, 2025

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(o) Employee benefits

(i) **Short-term employee benefits and contributions to defined contribution retirement plans**

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

(ii) **Termination benefits**

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring.

(p) Income Tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill; and
- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(p) Income Tax *(Continued)*

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Where investment properties are carried at their fair value in accordance with note 3(k), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date, unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

(q) Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under that contract and an allocation of other costs directly related to fulfilling that contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

Notes to the Financial Statements

For the year ended 31st March, 2025

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(r) **Revenue and other income**

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) **Revenue from contracts with customers**

The Group is the principal for its revenue transactions and recognises revenue on a gross basis, including the sale of rice and food products that are sourced externally. In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the products before they are transferred to the customers. Control refers to the Group's ability to direct the use of and obtain substantially all of the remaining benefits from the products.

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax or other sales taxes.

(i) *Sales of goods including sales from operation of convenience stores, rice and food products sales and sales of packaging materials*

Revenue is recognised when goods are delivered and control over a product is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax or other sales taxes.

(ii) *Revenue from provision of services income from retailtainment*

Revenue is recognised when the relevant services have been rendered.

(iii) *Revenue arising on the sale of financial instruments*

Revenue is recognised on a trade-date basis.

(ii) **Revenue from other sources and other income**

(i) *Rental income from operating leases*

Rental income is recognised on a straight-line basis over the relevant lease terms.

(ii) *Dividends*

Dividend income from investments is recognised when the Group's rights to receive payment have been established.

(iii) *Interest revenue*

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(s) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into Hong Kong dollars at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into Hong Kong dollars at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the exchange reserve, except to the extent that the translation difference is allocated to NCI.

(t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

Notes to the Financial Statements

For the year ended 31st March, 2025

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(u) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control of the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations. Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

Fair values of investment properties

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

Estimated impairment loss of right-of-use assets and property, plant and equipment

The Management of the Group performs impairment test on right-of-use assets and property, plant and equipment annually or where an indication of impairment exists. An impairment exists when the carrying value of an asset or a cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management estimates the expected future cash flows from the asset or the cash generated units and chooses suitable discount rate in order to calculate the present value of those cash flows. An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. Changing the assumptions and estimates could materially affect the recoverable amounts. Furthermore, the cash flows projections, growth rate and discount rate are subject to greater uncertainties in the current year due to volatility in financial markets.

Details of impairment assessment are disclosed in note 13 to the consolidated financial statements.

Notes to the Financial Statements

For the year ended 31st March, 2025

5. REVENUE

Revenue represents the net amounts received and receivable for the year (less returns and allowances) for sales from operation of convenience stores, service income from retailtainment operation, rice and food products and packaging materials sold to external customers and rental income from investment properties. Sales from operation of convenience stores, rice and food products sales and sales of packaging materials are recognised upon the transfer of goods at a point in time while services income from retailtainment is recognised when the relevant services have been rendered.

Disaggregation of revenue from contracts with customers by major products or service is as follows:

	2025 HK\$'000	2024 HK\$'000
Revenue from contracts with customers within the scope of HKFRS 15		
— Sales from operation of convenience stores	1,198,636	1,172,906
— Rice and food products sales	711,242	717,478
— Sales of packaging materials	154,383	166,754
— Services income from retailtainment	9,688	11,223
Revenue from other sources		
— Rental income from investment properties	4,923	3,747
— Others	—	186
	2,078,872	2,072,294

6. SEGMENT INFORMATION

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

Principal activities are as follows:

Convenience store operation	—	operation of convenience stores in Vietnam
Food operation	—	sourcing, importing, wholesaling, processing, packaging, marketing and distribution of rice and food products
Packaging materials operation	—	manufacturing and sale of packaging materials
Securities investment	—	investments in equity and debt securities
Property investment	—	property investment and development
Retailtainment	—	retail and entertainment development and management
Corporate and others	—	corporate income and expenses and other investments

6. SEGMENT INFORMATION (Continued)

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

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

Operating segments

Statement of profit or loss for the year ended 31st March, 2025

	Convenience store operation HK\$'000	Food operation HK\$'000	Packaging materials operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Retailtainment HK\$'000	Corporate and others HK\$'000	Elimination HK\$'000	Consolidated HK\$'000
Revenue									
External sales	1,198,636	711,242	154,383	—	4,681	9,930	—	—	2,078,872
Inter-segment sales	—	—	11,262	—	—	—	—	(11,262)	—
Total sales	1,198,636	711,242	165,645	—	4,681	9,930	—	(11,262)	2,078,872
Results									
Segment results	(36,144)	64,087	11,739	932	(37,169)	8,656	(7,402)		4,699
Finance costs	(1)	—	—	—	—	(2)	—		(3)
Share of results of associates	—	(22)	—	—	(856)	—	(287)		(1,165)
Share of results of joint ventures	—	—	174	—	—	—	—		174
Profit before taxation									3,705
Taxation									(14,710)
Loss for the year									(11,005)
(Loss)/profit for the year attributable to:									
Shareholders of the Company									(14,466)
Non-controlling interests									3,461
									(11,005)

Notes to the Financial Statements

For the year ended 31st March, 2025

6. SEGMENT INFORMATION (Continued)

Operating segments (Continued)

Segment assets and liabilities as at 31st March, 2025

	Convenience store operation HK\$'000	Food operation HK\$'000	Packaging materials operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Retailtainment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
Assets								
Segment assets	690,420	223,929	114,548	28,704	354,619	265,450	369,885	2,047,555
Interests in associates	—	10,473	—	—	18,502	—	3,525	32,500
Interests in joint ventures	—	—	4,852	—	10,630	—	—	15,482
Unallocated corporate assets								4,943
Consolidated total assets								2,100,480
Liabilities								
Segment liabilities	584,408	73,731	83,456	—	1,570	9,977	668	753,810
Unallocated corporate liabilities								36,730
Consolidated total liabilities								790,540

Other information for the year ended 31st March, 2025

	Convenience store operation HK\$'000	Food operation HK\$'000	Packaging materials operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Retailtainment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
Additions to property, plant and equipment	49,275	5,284	655	—	589	6,785	29	62,617
Additions to right-of-use assets	216,517	—	—	—	—	237	—	216,754
Depreciation and amortisation of property, plant and equipment	(42,885)	(5,940)	(3,702)	—	(7,432)	(521)	(14)	(60,494)
Depreciation of right-of-use assets	(125,002)	(64)	(5,659)	—	—	(239)	—	(130,964)
Impairment losses of equipment	(6,210)	—	—	—	—	—	—	(6,210)
Impairment losses of right-of-use assets	(17,549)	—	—	—	—	—	—	(17,549)
(Deficit)/surplus on revaluation of investment properties	—	—	—	—	(31,500)	9,709	—	(21,791)
Net realized and unrealized gain on financial assets at fair value through profit or loss	—	—	—	954	—	45	46	1,045
(Allowance for)/reversal of expected credit losses on trade and other debtors and advances on joint ventures	—	(500)	182	—	(539)	61	—	(796)
Interest on lease liabilities	(34,412)	(39)	(1,898)	—	—	(7)	—	(36,356)

6. SEGMENT INFORMATION (Continued)

Operating segments (Continued)

Statement of profit or loss for the year ended 31st March, 2024

	Convenience store operation HK\$'000	Food operation HK\$'000	Packaging materials operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Retailtainment HK\$'000	Corporate and others HK\$'000	Elimination HK\$'000	Consolidated HK\$'000
Revenue									
External sales	1,172,906	717,478	166,754	—	3,455	11,515	186	—	2,072,294
Inter-segment sales	150	—	10,017	—	—	—	—	(10,167)	—
Total sales	1,173,056	717,478	176,771	—	3,455	11,515	186	(10,167)	2,072,294
Results									
Segment results	10,862	66,324	13,214	2,616	(22,064)	72,437	5,508		148,897
Finance costs	—	—	—	—	—	—	(390)		(390)
Share of results of associates	—	68	—	—	(951)	—	(322)		(1,205)
Share of results of joint ventures	—	—	670	—	—	—	—		670
Profit before taxation									147,972
Taxation									(37,235)
Profit for the year									<u>110,737</u>
Profit for the year attributable to:									
Shareholders of the Company									106,848
Non-controlling interests									<u>3,889</u>
									<u>110,737</u>

Notes to the Financial Statements

For the year ended 31st March, 2025

6. SEGMENT INFORMATION (Continued)

Operating segments (Continued)

Segment assets and liabilities as at 31st March, 2024

	Convenience store operation HK\$'000	Food operation HK\$'000	Packaging materials operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Retailtainment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
Assets								
Segment assets	656,224	230,419	125,943	18,417	393,890	227,505	364,722	2,017,120
Interests in associates	—	10,314	—	—	18,976	—	3,813	33,103
Interests in joint ventures	—	—	15,257	—	11,069	—	—	26,326
Unallocated corporate assets								4,671
Consolidated total assets								2,081,220
Liabilities								
Segment liabilities	511,457	69,342	90,937	—	2,150	10,070	79	684,035
Unallocated corporate liabilities								37,513
Consolidated total liabilities								721,548

Other information for the year ended 31st March, 2024

	Convenience store operation HK\$'000	Food operation HK\$'000	Packaging materials operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Retailtainment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
Additions to property, plant and equipment	48,926	5,771	894	—	12,783	236	65	68,675
Additions to right-of-use assets	188,900	—	—	—	—	834	—	189,734
Depreciation and amortisation of property, plant and equipment	(36,340)	(6,090)	(3,860)	—	(5,943)	(253)	(360)	(52,846)
Depreciation of right-of-use assets	(107,384)	(64)	(5,732)	—	—	(184)	—	(113,364)
Impairment losses of equipment	(1,943)	—	—	—	—	—	—	(1,943)
Impairment losses of right-of-use assets	(6,637)	—	—	—	—	—	—	(6,637)
(Deficit)/surplus on revaluation of investment properties	—	—	—	—	(16,970)	86,333	—	69,363
Net realized and unrealized gain/(loss) on financial assets at fair value through profit or loss	—	—	—	624	—	(1,275)	1,860	1,209
Allowance for expected credit losses on trade debtors and advances on joint ventures	—	(542)	(75)	—	(523)	(64)	—	(1,204)
Interest on lease liabilities	(31,572)	(82)	(2,135)	—	—	(3)	—	(33,792)

6. SEGMENT INFORMATION *(Continued)*

Geographical segments

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

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

	Revenue by geographical markets	
	2025 HK\$'000	2024 HK\$'000
Vietnam	1,198,636	1,173,092
Hong Kong	711,946	732,696
Mainland China and others	168,290	166,506
	2,078,872	2,072,294

The following table sets out information about the geographical location of the Group's investment property, property, plant and equipment, right-of-use assets, rental and related deposits paid, intangible assets and interests in associates and joint ventures ("specified non-current assets"). The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of investment property, property, plant and equipment, right-of-use assets and rental and related deposits paid, the location of the operation to which they are allocated in the case of intangible assets, and the location of operations in the case of interests in associates and joint ventures:

	2025 HK\$'000	2024 HK\$'000
Vietnam	573,210	528,924
Hong Kong	403,397	453,910
Japan	274,506	237,760
Mainland China	53,781	62,569
Others	31,236	31,637
	1,336,130	1,314,800

Information about major customers

No single customer contributed 10% or more to the Group's total revenue for both years.

Notes to the Financial Statements

For the year ended 31st March, 2025

7. NET OTHER INCOME

	2025 HK\$'000	2024 HK\$'000
Interest revenue on financial assets measured at amortised costs	9,663	9,605
Interest income on financial assets at fair value through profit or loss	397	2,345
Dividend income from listed financial assets at fair value through profit or loss	28	23
Other income from convenience store operation	8,034	13,277
Impairment losses of right-of-use assets and equipment	(23,759)	(8,580)
Net foreign exchange loss	(411)	(10,275)
Effective interest revenue from rental deposits	2,088	2,325
Net loss on disposal of plant and equipment	(1,309)	(1,508)
Gain on partial disposal of associate	—	4
Net gain on termination of lease	2,733	630
Sundry income	6,285	3,687
	3,749	11,533

8. FINANCE COSTS

	2025 HK\$'000	2024 HK\$'000
Interest on bank loans	3	390

9. PROFIT BEFORE TAXATION

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

	2025 HK\$'000	2024 HK\$'000
Auditor's remuneration — auditor of the Group		
— Audit services	2,142	1,980
— Non-assurance services	5	196
Auditor's remuneration — other auditors	281	75
Depreciation and amortisation of property, plant and equipment	60,494	52,846
Depreciation of right-of-use assets	130,964	113,364
Impairment losses of equipment	6,210	1,943
Impairment losses of right-of-use assets	17,549	6,637
Allowance for expected credit losses on trade and other debtors and advances on joint ventures	796	1,204
Cost of inventories recognised as expense	1,207,345	1,185,808
Staff costs, including directors' remuneration	344,635	336,905
Interest on lease liabilities	36,356	33,792
Interest on bank loans	3	390
Rental income from investment properties	(4,923)	(3,747)
Less: Outgoings associated with rental income	269	432
	(4,654)	(3,315)
Net loss on disposal of plant and equipment	1,309	1,508

Notes to the Financial Statements

For the year ended 31st March, 2025

10. TAXATION

	2025 HK\$'000	2024 HK\$'000
Current tax:		
Hong Kong	11,208	12,418
Others	1,621	996
	12,829	13,414
(Over)/under-provision in prior years:		
Hong Kong	(47)	363
Others	—	1,242
	(47)	1,605
Deferred tax (Note 27(b)(i)):		
Current year's charge	1,928	22,216
Taxation attributable to the Company and its subsidiaries	14,710	37,235

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

Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

10. TAXATION (Continued)

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

	2025 HK\$'000	2024 HK\$'000
Profit before taxation	3,705	147,972
Tax at the domestic income tax rate of 16.5% (2024: 16.5%) (Note)	611	24,415
Tax effect of expenses not deductible for tax purpose	9,801	14,013
Tax effect of income not taxable for tax purpose	(2,407)	(10,374)
(Over)/under-provision in respect of prior years	(47)	1,605
Tax effect of tax losses not recognised	4,006	2,522
Tax effect of utilisation of tax losses not previously recognised	(272)	(5,258)
Tax effect of other temporary difference not recognised	1,124	(117)
Effect of different tax rates of subsidiaries operating in other jurisdictions	1,472	10,835
Tax effect of share of results of associates and joint ventures	164	283
Others	258	(689)
Tax charge for the year	14,710	37,235

Note:

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

11. DIVIDENDS

(a) Dividends attributable to the year:

	2025 HK\$'000	2024 HK\$'000
Interim dividend paid of HK1.1 cents per share on 1,697,406,458 shares (2024: HK1.1 cents per share on 1,697,406,458 shares)	18,671	18,671
Final dividend proposed of HK1.2 cents per share on 1,697,406,458 shares (2024: HK1.2 cents per share on 1,697,406,458 shares)	20,369	20,369
	39,040	39,040

The final dividend of HK1.2 cents per share for the year ended 31st March, 2025 has been proposed by the Directors and is subject to approval by the shareholders at the forthcoming annual general meeting. This final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

Notes to the Financial Statements

For the year ended 31st March, 2025

11. DIVIDENDS *(Continued)*

(b) Dividends approved and paid during the year:

	2025 HK\$'000	2024 HK\$'000
Final dividend in respect of the previous financial year, approved and paid during the year, of HK1.2 cents per share on 1,697,406,458 shares (2024: HK1.45 cents per share on 1,697,406,458 shares)	20,369	24,612
Interim dividend in respect of the current financial year, approved and paid during the year, of HK1.1 cents per share on 1,697,406,458 shares (2024: HK1.1 cents per share on 1,697,406,458 shares)	18,671	18,671
	39,040	43,283

12. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on the Group's loss for the year attributable to shareholders of the Company of HK\$14,466,000 (2024: profit of HK\$106,848,000) and on 1,697,406,458 (2024: 1,697,406,458) ordinary shares in issue.

There were no dilutive potential ordinary shares for both years.

13. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings <i>HK\$'000</i>	Factory premises <i>HK\$'000</i>	Furniture, fixtures and equipment <i>HK\$'000</i>	Plant and machinery <i>HK\$'000</i>	Motor vehicles and motor vessel <i>HK\$'000</i>	Construction in progress <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1st April, 2023							
Cost	320,520	14,846	321,370	123,462	17,888	—	798,086
Accumulated depreciation, amortisation and impairment losses	(92,453)	(14,846)	(193,472)	(96,113)	(16,080)	—	(412,964)
Closing carrying amount	228,067	—	127,898	27,349	1,808	—	385,122
Year ended 31st March, 2024							
Opening carrying amount	228,067	—	127,898	27,349	1,808	—	385,122
Acquisition of subsidiaries (Note 33)	60,511	—	520	—	11	4,240	65,282
Additions	16	—	64,044	2,803	1,646	166	68,675
Disposals/written off	—	—	(2,808)	(717)	(14)	—	(3,539)
Depreciation	(6,528)	—	(40,943)	(4,635)	(740)	—	(52,846)
Surplus on revaluation upon transfer to investment properties	44,127	—	—	—	—	—	44,127
Transfer to investment properties (Note 15)	(64,100)	—	—	—	—	—	(64,100)
Impairment loss	—	—	(1,943)	—	—	—	(1,943)
Exchange rate adjustments	(4,541)	—	(2,565)	(993)	(15)	(315)	(8,429)
Closing carrying amount	257,552	—	144,203	23,807	2,696	4,091	432,349
At 31st March, 2024							
Cost	347,261	14,014	360,185	121,195	16,765	4,091	863,511
Accumulated depreciation, amortisation and impairment losses	(89,709)	(14,014)	(215,982)	(97,388)	(14,069)	—	(431,162)
Closing carrying amount	257,552	—	144,203	23,807	2,696	4,091	432,349

Notes to the Financial Statements

For the year ended 31st March, 2025

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Land and buildings HK\$'000	Factory premises HK\$'000	Furniture, fixtures and equipment HK\$'000	Plant and machinery HK\$'000	Motor vehicles and motor vessel HK\$'000	Construction in progress HK\$'000	Total HK\$'000
At 1st April, 2024							
Cost	347,261	14,014	360,185	121,195	16,765	4,091	863,511
Accumulated depreciation, amortisation and impairment losses	(89,709)	(14,014)	(215,982)	(97,388)	(14,069)	—	(431,162)
Closing carrying amount	257,552	—	144,203	23,807	2,696	4,091	432,349
Year ended 31st March, 2025							
Opening carrying amount	257,552	—	144,203	23,807	2,696	4,091	432,349
Acquisition of subsidiaries	—	—	—	—	—	—	—
Additions	1,491	—	55,327	1,514	801	3,484	62,617
Disposals/written off	(189)	—	(1,871)	(1)	—	—	(2,061)
Depreciation	(6,890)	—	(48,466)	(4,187)	(951)	—	(60,494)
Surplus on revaluation upon transfer to investment properties	6,121	—	—	—	—	—	6,121
Transfer to investment properties (Note 15)	(16,823)	—	—	—	—	—	(16,823)
Impairment losses	—	—	(6,210)	—	—	—	(6,210)
Exchange rate adjustments	450	—	(4,820)	(70)	(26)	105	(4,361)
Closing carrying amount	241,712	—	138,163	21,063	2,520	7,680	411,138
At 31st March, 2025							
Cost	336,108	13,924	379,544	121,873	15,909	7,680	875,038
Accumulated depreciation, amortisation and impairment losses	(94,396)	(13,924)	(241,381)	(100,810)	(13,389)	—	(463,900)
Closing carrying amount	241,712	—	138,163	21,063	2,520	7,680	411,138

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

The carrying amount of properties shown above comprises:

	2025 HK\$'000	2024 HK\$'000
Land and buildings situated in Hong Kong:		
Held under long lease	144,829	148,582
Held under medium-term lease	23,199	32,255
Freehold land and buildings situated outside Hong Kong		
Hong Kong	70,732	73,587
Land and building situated outside Hong Kong:		
Held under medium-term lease	2,952	3,128
	241,712	257,552

- (i) During the year, the Group's management identified certain individual convenience stores which had under-performed and estimated the recoverable amounts of the right-of-use assets and other property, plant and equipment of these convenience stores.

Based on management's assessment, impairment losses of HK\$6,210,000 and HK\$17,549,000 (2024: HK\$1,943,000 and HK\$6,637,000) were recognised on property, plant and equipment and right-of-use assets, respectively, on certain convenience stores for the year ended 31st March, 2025.

The aggregated recoverable amounts of these convenience stores based on their value-in-use amounted to HK\$72,025,000 (2024: HK\$23,658,000) as at 31st March, 2025. The estimates of recoverable amount were based on the value-in-use of these right-of-use assets and property, plant and equipment, determined using pre-tax discount rates of 12.52% (2024: 19.67%).

Notes to the Financial Statements

For the year ended 31st March, 2025

14. RIGHT-OF-USE ASSETS

The carrying amount of the Group's right-of-use assets and the movements during the years are as follows:

Right-of-use on land and buildings

HK\$'000

Carrying amount at 1st April, 2023	337,026
Acquisition of subsidiaries (<i>Note 33</i>)	82
Additions	189,734
Depreciation	(113,364)
Impairment losses (<i>Note 13(i)</i>)	(6,637)
Derecognition	(5,086)
Lease modifications	(142)
Exchange rate adjustments	(8,853)
Carrying amount At 31st March, 2024	392,760
Carrying amount at 31st March, 2024	392,760
Additions	216,754
Depreciation	(130,964)
Impairment losses (<i>Note 13(i)</i>)	(17,549)
Derecognition	(9,084)
Lease modifications	(1,270)
Exchange rate adjustments	(15,330)
Carrying amount At 31st March, 2025	435,317

14. RIGHT-OF-USE ASSETS (Continued)

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	Notes	2025 HK\$'000	2024 HK\$'000
Ownership interests in leasehold land and buildings held for own use, carried at depreciated cost, with remaining lease term of:	(i)		
– 50 years or more		144,829	148,582
– Between 10 and 50 years		26,151	35,383
		170,980	183,965
Other properties leased for own use, carried at depreciated cost	(ii)	434,695	392,061
Other items of plant and equipment, carried at depreciated cost	(iii)	622	699
		606,297	576,725
Ownership interests in investment property, carried at fair value, with remaining lease term of:			
– 50 years or more		176,500	208,500
– Between 10 and 50 years		12,200	4,700
		188,700	213,200
		794,997	789,925

Notes to the Financial Statements

For the year ended 31st March, 2025

14. RIGHT-OF-USE ASSETS (Continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	2025 HK\$'000	2024 HK\$'000
Depreciation charge of right-of-use assets by class of underlying asset:		
Ownership interests in leasehold land and buildings	6,055	5,819
Other properties leased for own use	130,726	113,180
Other items of plant and equipment	238	184
	137,019	119,183
	2025 HK\$'000	2024 HK\$'000
Expense related to short-term leases	2,379	362

During the year, additions to right-of-use assets were HK\$216,754,000 (2024: HK\$189,734,000). This amount included the additions of other properties leased for own use of HK\$216,516,000 (2024: HK\$188,899,000) and additions of other items of plant and equipment of HK\$238,000 (2024: HK\$835,000) which were related to the capitalised lease payments payable under new and renewal of lease agreements.

(i) Ownership interests in leasehold land and buildings held for own use

The Group is the registered owner of the property interests, including the share in the underlying land. Lump sum payments were made upfront to acquire the right to use the properties, and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

(ii) Other properties leased for own use

The Group has obtained the right to use other properties as its offices, warehouses, factories and convenience stores through tenancy agreements. The leases typically run for an initial period of 2 to 20 years.

(iii) Other items of plant and equipment

The Group leases equipment under leases expiring from 1 to 4 years. None of the leases includes variable lease payments.

15. INVESTMENT PROPERTIES

	2025 HK\$'000	2024 HK\$'000
Balance at beginning of the year	374,473	166,070
Acquisition of subsidiaries (<i>Note 33</i>)	–	86,354
Addition	12,755	–
Transfer from property, plant and equipment (<i>Note 13</i>)	16,823	64,100
(Deficit)/surplus on revaluation	(21,791)	69,363
Exchange rate adjustments	2,219	(11,414)
Balance at end of the year	384,479	374,473

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

	2025 HK\$'000	2024 HK\$'000
Situated in Hong Kong:		
Held under long lease	176,500	208,500
Situated outside Hong Kong:		
Freehold land and building	195,779	161,273
Held under medium-term lease	12,200	4,700
	384,479	374,473

(a) Fair value measurement of investment properties

(i) Fair value hierarchy

The following table presents the fair value of the Group's properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

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15. INVESTMENT PROPERTIES (Continued)

(a) Fair value measurement of investment properties (Continued)

(i) Fair value hierarchy (Continued)

	Fair value as at 31st March, 2025 HK\$'000	Fair value measurements as at 31st March, 2025 categorised into		
		Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000
Recurring fair value measurements				
Investment properties:				
– Industrial – Hong Kong	7,700	–	7,700	–
– Residential – Hong Kong	39,200	–	39,200	–
– Commercial – Hong Kong	137,300	–	137,300	–
– Commercial – Mainland China	4,500	–	4,500	–
– Commercial – Japan	195,779	–	3,219	192,560
Fair value as at 31st March, 2024				
		Level 1	Level 2	Level 3
	2024 HK\$'000	HK\$'000	HK\$'000	HK\$'000
Recurring fair value measurements				
Investment properties:				
– Industrial – Hong Kong	–	–	–	–
– Residential – Hong Kong	41,300	–	41,300	–
– Commercial – Hong Kong	167,200	–	167,200	–
– Commercial – Mainland China	4,700	–	4,700	–
– Commercial – Japan	161,273	–	–	161,273

During the year ended 31st March, 2025, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2024: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

All of the Group's investment properties were revalued at 31st March, 2025.

15. INVESTMENT PROPERTIES *(Continued)*

(a) Fair value measurement of investment properties *(Continued)*

(i) Fair value hierarchy *(Continued)*

The valuations of investment properties in Hong Kong and Mainland China were carried out by an independent firm of surveyors by Dudley Surveyors Limited. Dudley Surveyors Limited is a member of The Hong Kong Institute of Surveyors, and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation, which conforms to International Valuation Standards, was arrived at by reference to market evidence of recent transaction prices for similar properties.

The valuations of investment properties in Japan were carried out by an independent firm of surveyors, Hokkaido Appraisers Firm (“株式会社北海道アプレイザーズ・ファーム”), who have among their staff Members of Japan Association of Real Estate Appraisers with recent experience in the location and category of property being valued.

During the year ended 31st March, 2025, there was a change in use of property from being used by the Group to earning rental from external third parties. In accordance with HKAS 16 Property, plant and equipment and HKAS 40 Investment Property, the properties were transferred from land and buildings to investment property at fair value on the date of transfer. The surplus on revaluation of land and building upon change of use to investment properties of HK\$6,121,000 (2024: HK\$44,127,000) is recognised in other comprehensive income for the year.

(ii) Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of investment properties in Hong Kong and Mainland China was determined based on Direct Comparison Approach assuming sale of the property interest in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant market. Price per square foot was based on direct market comparables and has taken into account of factors such as location, time of transaction, floor level, size, layout, orientation, view, age of building, building quality, etc.

For certain investment properties in Japan, the valuations were determined based on cost approach and by estimating the fair value of such properties and then deducting from the estimated costs to complete construction and depreciation.

Notes to the Financial Statements

For the year ended 31st March, 2025

15. INVESTMENT PROPERTIES (Continued)

(a) Fair value measurement of investment properties (Continued)

(iii) Information about Level 3 fair value measurements

Location of properties	Valuation techniques	Unobservable input	Range	Weighted average
— Land — Japan	Direct comparison approach	Discount on size, location, accessibility and neighborhood of environment of the land	0% - 90% (2024: 0% - 90%)	17.8% (2024: 17.6%)

The fair value was determined by using direct comparison approach with reference to the market price of comparable properties and adjusted for size, location, accessibility and neighborhood of environment of the reference transactions. Higher discount for investment properties will result in a lower fair value measurement.

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

	2025 HK\$'000	2024 HK\$'000
At 1st April	161,273	—
Acquisition of subsidiaries (Note 33)	—	86,354
Addition	12,755	—
Transfer from property, plant and equipment	6,695	—
Fair value adjustment	9,683	86,333
Exchange rate adjustments	2,154	(11,414)
At 31st March	192,560	161,273

Fair value adjustment of investment properties is recognised in the line item “(deficit)/surplus on revaluation of investment properties” in the consolidated statement of profit or loss.

All the (losses)/gains recognised in profit and loss for the year arose from the properties held at the end of the reporting period.

16. INTERESTS IN ASSOCIATES

	2025 HK\$'000	2024 HK\$'000
Unlisted investments:		
Share of net assets	22,235	22,985
Goodwill	147	—
Amount due from an associate (<i>Note a</i>)	10,118	10,118
Carrying amounts	32,500	33,103

Note:

- (a) The amount due from an associate is unsecured, interest-free and will not be repayable in the coming twelve months.

Details of ECL assessment of amount due from an associate for the year ended 31st March, 2025 are set out in note 40(d).

Particulars of the Group's principal associates as at 31st March, 2025 are as follows:

Name of associate	Form of business structure	Place of incorporation/ operation	Issued and fully paid up share capital	Proportion of ownership interest held by the Group		Principal activities
				2025	2024	
Doublewood Resources Sdn. Bhd.	Incorporated	Malaysia	2 ordinary shares of RM1 each	37.50%	37.50%	Property development and holding
Sirinumma Company Limited	Incorporated	Thailand	4,600,000 ordinary shares of Baht 10 each	49.00% (<i>Note a</i>)	40.00%	Sourcing of rice
Starland Century Limited	Incorporated	Hong Kong	HK\$1,000	37.50%	37.50%	Investment holding
Kanada FoodTech Company Limited	Incorporated	Hong Kong	HK\$10,000,000	42.98%	42.98%	Producing and distributing Japanese light meals

Note:

- (a) In June 2024, the Group has acquired another 9% of ownership interest from the other shareholder of Sirinumma Company Limited ("Sirinumma") amounting to HK\$161,000. Therefore, the percentage of shareholding in Sirinumma has been increased to 49% as at 31st March, 2025.

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

Notes to the Financial Statements

For the year ended 31st March, 2025

16. INTERESTS IN ASSOCIATES *(Continued)*

The aggregate information of associates that are not individually material as at the end of the reporting period is set out below:

	2025 HK\$'000	2024 HK\$'000
The Group's share of loss	(1,165)	(1,205)
The Group's share of other comprehensive income	401	(491)
The Group's share of total comprehensive income	(764)	(1,696)
Aggregate amount of the Group's share of net assets of these associates	22,235	22,985
Goodwill	147	—
Amount due from an associate	10,118	10,118
Carrying amounts	32,500	33,103

17. INTERESTS IN JOINT VENTURES

	2025 HK\$'000	2024 HK\$'000
Unlisted investments:		
Share of net assets	853	679
Advances to joint ventures <i>(Note a)</i>	14,629	25,647
Carrying amounts	15,482	26,326

Note:

- (a) The balances of advances to joint ventures are unsecured, interest-free and will not be repayable in the coming twelve months.

Details of ECL assessment of advances to joint ventures for the year ended 31st March, 2025 are set out in note 40(d).

17. INTERESTS IN JOINT VENTURES *(Continued)*

Particulars of the Group's principal joint ventures as At 31st March, 2025 are as follows:

Name of joint venture	Form of business structure	Place of incorporation/ operation	Issued and fully paid up share capital	Proportion of ownership interest held by the Group		Principal activities
				2025	2024	
Winhall Holdings Limited	Incorporated	Hong Kong	HK\$2	50%	50%	Investment holding
Enviro-Sense GreenTech Co. Limited	Incorporated	Hong Kong	HK\$15,000	80%	80%	Trading of plastic bags related to the municipal solid waste charging scheme

Note:

Winhall Holdings Limited has a wholly-owned subsidiary, Earth Limited, which is incorporated in Hong Kong and engaged in the business of property holding in Hong Kong.

The summarised consolidated financial information in respect of the Group's joint ventures is set out below. The joint ventures are accounted for using the equity accounting method in the consolidated financial statements.

Details of the Group's material joint ventures as at 31st March, 2025 are as follows:

Winhall Holdings Limited and its subsidiary

	2025 HK\$'000	2024 HK\$'000
Non-current assets	21,246	22,086
Current assets	44	76
Current liabilities	(29)	(24)
Non-current liabilities — advances from shareholders	(26,543)	(26,342)
Revenue	—	—
Loss for the year	(1,078)	(1,046)
Other comprehensive income for the year	—	—
Total comprehensive income for the year	(1,078)	(1,046)

Notes to the Financial Statements

For the year ended 31st March, 2025

17. INTERESTS IN JOINT VENTURES *(Continued)*

Reconciliation of the above summarised consolidated financial information to the carrying amounts of the interest in Winhall Holdings Limited and its subsidiary recognised in the consolidated financial statements:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Net liabilities of Winhall Holdings Limited and its subsidiary	(5,282)	(4,204)
Proportion of the Group's ownership interest in Winhall Holdings Limited and its subsidiary	50%	50%
The Group's share of net liabilities of Winhall Holdings Limited and its subsidiary	—	—
Advances to joint ventures	10,630	11,069
Carrying amounts	10,630	11,069

The Group discontinues to recognize further losses on the joint venture when the Group's share of losses exceeds its interest in the joint venture.

Information of joint venture that are not individually material

The Group's share of profit of an individually not material joint venture for the year ended 31st March, 2025 is approximately HK\$174,000 (2024: HK\$670,000) and the aggregate amount of the Group's share of net assets of that joint venture is approximately HK\$853,000 (2024: HK\$679,000).

18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2025 HK\$'000	2024 HK\$'000
Equity securities:		
Listed outside Hong Kong	5,061	4,808
Unlisted	673	368
	5,734	5,176
Debt securities:		
Listed outside Hong Kong	6,641	6,679
Other securities:		
Listed outside Hong Kong	16,277	—
Unlisted	15,213	20,646
	31,490	20,646
	43,865	32,501
Analysed as:		
Non-current assets	15,386	14,604
Current assets	28,479	17,897
	43,865	32,501

The net realized and unrealized gain on financial assets at fair value through profit or loss of HK\$1,045,000 (2024: HK\$1,209,000) has been recognised in the consolidated statement of profit or loss, with gain of HK\$92,000 (2024: HK\$3,302,000) attributed to non-current assets and gain of HK\$953,000 (2024: loss of HK\$2,093,000) attributed to current assets.

Details of the fair value measurement of the financial assets for the year ended 31st March, 2025 are set out in note 40(f).

Notes to the Financial Statements

For the year ended 31st March, 2025

19. INTANGIBLE ASSETS

	Licence HK\$'000	Trademark HK\$'000	Total HK\$'000
Cost			
Balance at 1st April, 2023, 31st March, 2024, 1st April, 2024 and 31st March, 2025	31,600	4,244	35,844
Amortisation			
Balance at 1st April, 2023, 31st March, 2024, 1st April, 2024 and 31st March, 2025	9,095	—	9,095
Carrying amount			
Balance at 31st March, 2024	22,505	4,244	26,749
Balance at 31st March, 2025	22,505	4,244	26,749

Licence

The licence represents the master and franchise licence ("License") granted to a wholly-owned subsidiary of the Company the exclusive right to own and operate Circle K convenience stores in The Socialist Republic of Vietnam ("Vietnam") and is measured initially at fair value upon acquisition of the subsidiaries. The fair value of the License has been arrived at on the basis of a valuation under the income approach carried out on 12th October, 2010 by BMI Appraisals Limited, an independent qualified professional valuer, adopting the Excess Earnings Method.

At the end of the reporting period, the management conducted an impairment assessment on the License. The License was valued by Peak Vision Appraisals Limited, an independent qualified professional valuer, for the years ended 31st March, 2025 and 2024. The recoverable amount of the cash generating units ("CGU") to which the License was allocated is determined based on value-in-use calculation. The value-in-use calculation of the CGU was based on cash flow projections prepared by management covering a five-year period by using a pre-tax discount rate of 16.09% (2024: 19.67%).

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

19. INTANGIBLE ASSETS *(Continued)*

Trademark

The cost of trademark represents the acquisition cost of rice trademark ("Trademark") acquired by the wholly-owned subsidiary of the Company from an independent third party. The Trademark has an infinite useful life and no amortisation is necessary.

The Trademark is measured initially at cost. At the end of the reporting period, the management conducted an impairment assessment on the Trademark. The Trademark was valued by Peak Vision Appraisals Limited, an independent qualified professional valuer, for the years ended 31st March, 2025 and 2024.

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

20. INVENTORIES

	2025 HK\$'000	2024 HK\$'000
At cost:		
Raw materials	92,041	88,423
Work-in-progress	2,490	2,490
Finished goods	103,914	107,719
Consumable stores goods	8,792	9,500
	207,237	208,132

There is no write-off of inventory for both of the reporting periods.

21. TRADE DEBTORS

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

	2025 HK\$'000	2024 HK\$'000
Within 30 days	41,021	37,638
31-60 days	11,090	16,629
61-90 days	9,068	8,678
Over 90 days	1,864	9,681
	63,043	72,626

Further details on the Group's credit policy are set out in note 40(d).

Notes to the Financial Statements

For the year ended 31st March, 2025

22. OTHER DEBTORS, DEPOSITS AND PREPAYMENTS

	2025 HK\$'000	2024 HK\$'000
Deposits and prepayments	12,792	12,838
Amount due from an associate (<i>Note a</i>)	37,762	32,170
Advances and other receivables (<i>Note b</i>)	37,749	52,255
	88,303	97,263

Notes:

- (a) Amount due from an associate is unsecured, interest-free and repayable on demand.
- (b) Details of credit risk and ECL assessment are set out in note 40(d).

23. CASH AND DEPOSITS

Cash and deposits comprise:

	2025 HK\$'000	2024 HK\$'000
Cash at bank and on hand	189,632	178,112
Bank time deposits	167,327	173,115
Cash and deposits in the consolidated statement of financial position	356,959	351,227
Less: Pledged bank deposits	(1,403)	(1,435)
	355,556	349,792
Less: Time deposits with original maturities more than 3 months	—	(39,120)
Cash and cash equivalents in the consolidated cash flow statement	355,556	310,672

Remittance of funds out of the Mainland China is subject to the exchange restriction imposed by the PRC government.

24. TRADE CREDITORS

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

	2025 HK\$'000	2024 HK\$'000
Within 30 days	137,968	116,819
31-60 days	6,276	8,667
61-90 days	—	162
Over 90 days	855	326
	145,099	125,974

25. OTHER CREDITORS AND ACCRUALS

	2025 HK\$'000	2024 HK\$'000
Accruals	91,456	99,962
Other payables	33,045	30,341
Deposits received	2,723	1,885
	127,224	132,188

26. LEASE LIABILITIES

	2025 HK\$'000	2024 HK\$'000
Lease liabilities payable:		
Within one year	163,106	139,930
Over one year but less than two years	145,788	123,337
Over two years but less than five years	237,032	215,842
Over five years	15,490	25,150
Lease liabilities (undiscounted)	561,416	504,259
Discounting impact	(79,929)	(78,386)
	481,487	425,873
Less: Amounts due within one year	(154,419)	(131,664)
Amounts due over one year	327,068	294,209

The weighted average incremental borrowing rate applied to lease liabilities ranged from 1.0% to 10.5% (2024: 1.0% to 8.6%).

Notes to the Financial Statements

For the year ended 31st March, 2025

27. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

	2025 HK\$'000	2024 HK\$'000
Hong Kong Profits Tax for the year	11,208	12,418
Provisional Profits Tax paid	(5,531)	(17,173)
Balance of Profits Tax provision relating to prior years	(536)	4,266
	5,141	(489)
Taxation outside Hong Kong	204	11,200
	5,345	10,711
	2025 HK\$'000	2024 HK\$'000
Representing:		
Current tax recoverable	—	489
Current tax payable	(5,345)	(11,200)
	(5,345)	(10,711)

27. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

(b) Deferred tax assets and liabilities recognised

(i) *Movement of each component of deferred tax assets and liabilities:*

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Revaluation of investment properties <i>HK\$'000</i>	Depreciation allowances in excess of the related depreciation <i>HK\$'000</i>	Right-of-use assets <i>HK\$'000</i>	Lease liabilities <i>HK\$'000</i>	Tax losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
Deferred tax arising from:						
At 1st April, 2023	—	1,365	68,308	(61,685)	(6,623)	1,365
Charged/(credited) to profit or loss	26,435	(88)	9,515	(13,758)	112	22,216
Exchange rate adjustments	(1,572)	173	(1,332)	1,309	(28)	(1,450)
At 31st March, 2024	24,863	1,450	76,491	(74,134)	(6,539)	22,131
At 1st April, 2024	24,863	1,450	76,491	(74,134)	(6,539)	22,131
Charged/(credited) to profit or loss	2,973	(100)	8,279	(16,049)	6,825	1,928
Charged to OCI	1,860	—	—	—	—	1,860
Exchange rate adjustments	297	40	(2,782)	3,254	(286)	523
At 31st March, 2025	29,993	1,390	81,988	(86,929)	—	26,442

(ii) *Reconciliation to the consolidated statement of financial position*

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Net deferred tax assets recognised in the consolidated statement of financial position	4,943	4,182
Net deferred tax liabilities recognised in the consolidated statement of financial position	(31,385)	(26,313)
	(26,442)	(22,131)

(c) Deferred tax assets not recognised

At the end of the reporting period, the Group has temporary difference relating to the depreciation of approximately HK\$34,556,000 (2024: HK\$17,905,000) and unused tax losses of approximately HK\$4,452,000 (2024: HK\$6,100,000) in Hong Kong and HK\$151,731,000 (2024: HK\$141,113,000) in overseas available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams. There is no expiry period on tax losses in Hong Kong while tax losses from overseas will expire within 2026 to 2030.

Notes to the Financial Statements

For the year ended 31st March, 2025

28. SHARE CAPITAL

	<i>Number of ordinary shares of HK\$0.10 each</i>	<i>HK\$'000</i>
Authorised		
At 1st April, 2023, 31st March, 2024, 1st April, 2024 and 31st March, 2025	3,000,000,000	300,000
Issued and fully paid		
At 1st April, 2023, 31st March, 2024, 1st April, 2024 and 31st March, 2025	1,697,406,458	169,741

There was no movement in share capital during both years.

29. SHARE OPTIONS

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

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

29. SHARE OPTIONS *(Continued)*

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

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

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

Pursuant to the Scheme, no share option was granted, exercised, lapsed or cancelled during the year.

The total number of share options available for grant under the Scheme as at 1st April, 2023, 31st March, 2024, 1st April, 2024 and 31st March, 2025 were 169,740,645. Accordingly, as at 31st March, 2024 and 31st March, 2025, there was no share option outstanding under the Scheme and no share of the Company that might be issued pursuant thereto.

As at the date of this annual report, the total number of shares available for issue under the Scheme remained at 169,740,645 shares, which represented approximately 10% of the shares of the Company in issue.

Notes to the Financial Statements

For the year ended 31st March, 2025

30. FINANCIAL POSITION OF THE COMPANY

	Notes	2025 HK\$'000	2024 HK\$'000
Non-current asset			
Investments in subsidiaries		896,825	897,669
Current assets			
Other debtors, deposits and prepayments		223	226
Cash and deposits		436	30
		659	256
Current liability			
Other creditors and accruals		—	25
Net current assets		659	231
		897,484	897,900
CAPITAL AND RESERVES			
Share capital	28	169,741	169,741
Reserves	31	727,743	728,159
		897,484	897,900

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 26th June, 2025 and was signed on its behalf by:

Laurent LAM Kwing Chee

Chairman and Group Executive Chairman

Anthony LAM Sai Ho

Vice Chairman and Group Chief Executive Officer

31. RESERVES

The Group

The amount of the Group's reserves and the movement therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 73 to 74 of the financial statements.

The Company

	Share premium <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Capital redemption reserve <i>HK\$'000</i>	Dividend reserve <i>HK\$'000</i>	Retained earnings <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 31st March, 2023	453,192	216,596	515	24,612	28,365	723,280
Profit for the year	—	—	—	—	48,162	48,162
Prior year final dividend paid	—	—	—	(24,612)	—	(24,612)
Interim dividend paid	—	—	—	—	(18,671)	(18,671)
Final dividend proposed for the year ended 31st March, 2024	—	—	—	20,369	(20,369)	—
At 31st March, 2024	453,192	216,596	515	20,369	37,487	728,159
Profit for the year	—	—	—	—	38,624	38,624
Prior year final dividend paid	—	—	—	(20,369)	—	(20,369)
Interim dividend paid	—	—	—	—	(18,671)	(18,671)
Final dividend proposed for the year ended 31st March, 2025	—	—	—	20,369	(20,369)	—
At 31st March, 2025	453,192	216,596	515	20,369	37,071	727,743

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

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Contributed surplus	216,596	216,596
Dividend reserve	20,369	20,369
Retained earnings	37,071	37,487
	274,036	274,452

Notes to the Financial Statements

For the year ended 31st March, 2025

31. RESERVES (Continued)

Nature and purpose of reserves

(i) **Share premium**

The application of the share premium account is governed by section 40 of the Companies Act 1981 of Bermuda (as amended).

(ii) **Contributed surplus**

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

Under the Companies Act 1981 of Bermuda (as amended) and Bye-Laws of the Company, the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

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

(iii) **Capital redemption reserve**

The capital redemption reserve arose from repurchase of shares prior to 1998.

(iv) **Property revaluation reserve**

The property revaluation reserve has been set up and is dealt with in accordance with the accounting policy adopted for land and buildings set out in note 3(f).

(v) **Exchange reserve**

The exchange reserve has been set up and is dealt with in accordance with the accounting policy adopted set out in note 3(s).

(vi) **Dividend reserve**

The dividend reserve is the portion of retained earnings that are set aside by the Company to be used specifically for the distribution of dividends.

32. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as At 31st March, 2025 are as follows:

Name of subsidiary	Place of incorporation/ operation	Issued and fully paid up share capital	Proportion of ownership interest held by the Group		Principal activities
			2025	2024	
Affluent Woods Limited	British Virgin Islands	1,500,000 ordinary shares of US\$1 each	100%	100%	Investment holding
Aland Limited	Hong Kong/ Mainland China	HK\$2	100%	100%	Property investment
Beef Bowl Limited	Hong Kong	HK\$200,000	100%	100%	Investment holding
Better Choice Investments Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Investment holding
Better Star Limited	British Virgin Islands/ Hong Kong	1 ordinary share of US\$1	100%	100%	Property investment
Billion Alliance Holdings Limited	Hong Kong	HK\$1	100%	100%	Property holding
Billion Trade Development Limited	Hong Kong	HK\$1	100%	100%	Investment
Citydragon Resources Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Investment holding
Crowntech Management Limited	Hong Kong	HK\$1	100%	100%	Provision of information technology services
Doublewood Holdings Co., Limited	Hong Kong	HK\$100	100%	100%	Investment holding
GR8 Logistics Services Ltd	Vietnam	Charter Capital VND22,926,450,000 Paid up Capital VND22,926,450,000	100%	100%	Provision of logistics services
Golden Fidelity Holdings Limited	Hong Kong	HK\$2	100%	100%	Property holding
Golden Resources Foods Limited	Hong Kong	Ordinary shares of HK\$2 and non-voting deferred shares* of HK\$2,000,000	100%	100%	Overseas sourcing, processing, packaging, marketing, sales and distribution of rice and food products (Registered rice stockholder)
Golden Resources Holdings Limited	British Virgin Islands	21,268 ordinary shares of US\$1 each	100%	100%	Investment holding

Notes to the Financial Statements

For the year ended 31st March, 2025

32. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ operation	Issued and fully paid up share capital	Proportion of ownership interest held by the Group		Principal activities
			2025	2024	
Golden Resources Innoventure International Limited ^{@@}	Hong Kong	HK\$1	100%	100%	Investment holding
Golden Resources Rice Industries Limited	British Virgin Islands	1,000 ordinary shares of US\$1 each	100%	100%	Investment holding
Golden Resources Warehouse Limited	Hong Kong	HK\$10,000	100%	100%	Warehouse operation
Golden Splendor Development Limited	Hong Kong	HK\$1	100%	100%	Property holding
Goldsom Development Limited	Hong Kong	HK\$100	100%	100%	Investment holding
GR Environmental Development Company Limited	Hong Kong	HK\$3	100%	100%	Provision of logistics services
GR Retail Limited	British Virgin Islands	300,000,000 ordinary shares of HK\$1 each	100%	100%	Investment holding
GR Vietnam International Limited	British Virgin Islands/ Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
GR Vietnam International Pte. Ltd.	Singapore	US\$1	100%	100%	Investment holding
GS Express Holdings Pte. Ltd.	Singapore	SGD100	100%	100%	Investment holding
Guangzhou Golden Resources Trading Development Co., Ltd. ⁻⁻	Mainland China	*RMB2,500,000	100%	100%	Marketing, sales and distribution of rice
Honorwood Limited	Hong Kong	HK\$10,000	95.75%	95.75%	Investment holding
Izumikyo Company Limited	Japan	JPY37,000,000	95.75%	95.75%	Retail and entertainment development and management
Kim Nguyen Investment Joint Stock Company	Vietnam	Charter Capital VND9,960,000,000 ordinary share Paid up Capital VND9,960,000,000 ordinary share	100%	100%	Investment holding

32. PARTICULARS OF PRINCIPAL SUBSIDIARIES *(Continued)*

Name of subsidiary	Place of incorporation/ operation	Issued and fully paid up share capital	Proportion of ownership interest held by the Group		Principal activities
			2025	2024	
Largewood Limited	Hong Kong	HK\$1	100%	100%	Property holding
Lee Loy Company Limited	Hong Kong	HK\$16,000	100%	100%	Property holding
Magic Path Limited	Hong Kong	HK\$1	100%	100%	Investment
Manfield Limited	Hong Kong	HK\$1	100%	100%	Property holding
Master Tone Limited	Hong Kong	HK\$2	100%	100%	Money lending
NI Corporation	Japan	JPY7,400,000	95.75%	95.75%	Investment holding
Nguyen Long Merchandise Services One Member Limited Liability Company	Vietnam	Charter Capital VND500,000,000 Paid up Capital VND500,000,000	100%	100%	Procurement of goods
Paklink International Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Investment holding
Plenty Wood Limited	Hong Kong	HK\$1	100%	100%	Property holding
Red Circle Company Limited	Vietnam	Charter Capital VND20,214,500,000 Paid up Capital VND20,214,500,000	100%	100%	Operation of convenience stores
Radiant Bay Holdings Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Investment holding

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For the year ended 31st March, 2025

32. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ operation	Issued and fully paid up share capital	Proportion of ownership interest held by the Group		Principal activities
			2025	2024	
Reo Developments Limited	British Virgin Islands/ Hong Kong	21,451 ordinary shares of US\$1 each	100%	100%	Investment holding
Shantou SEZ Golden Resources Grain Co., Ltd.**	Mainland China	*RMB10,300,000	100%	100%	Processing, packaging, marketing, sales and distribution of rice
Shantou SEZ Golden Resources Rice Co., Ltd.**	Mainland China	*US\$4,579,314	65%	65%	Processing, packaging, marketing, sales and distribution of rice
Skyway Pacific Limited	Hong Kong	HK\$1	100%	100%	Investment holding
Supreme Development Company Limited	Hong Kong/ Hong Kong and Mainland China	HK\$37,507,500	64.08%	64.08%	Manufacturing and sale of packaging materials
Sun Kai Yip (Shanghai) Industrial Investment Co., Ltd.^	Mainland China	*US\$10,000,000	100%	100%	Investment and investment holding
Topping Holdings Limited	Hong Kong	HK\$1	100%	100%	Property holding
Tresplain Investments Limited	British Virgin Islands/ Hong Kong	2 ordinary shares of US\$1 each	100%	100%	Trade marks holding
Viet Phong Development Joint Stock Company	Vietnam	Charter Capital VND20,000,000,000 Paid up Capital VND20,000,000,000	100%	100%	Investment holding
Yuen Loong & Company Limited	Hong Kong	Ordinary shares of HK\$200 and non-voting deferred shares* of HK\$5,000,000	100%	100%	Importing and re-exporting of rice (Registered rice stockholder)

32. PARTICULARS OF PRINCIPAL SUBSIDIARIES *(Continued)*

- * The deferred shares, which are not held by the Group, practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the subsidiary or to participate in any distribution on winding-up. The Group has been granted an option by the holders of the deferred shares to acquire these shares at a nominal amount.
- # Paid-up registered capital
- @@ Other than Golden Resources Innoventure International Limited which is directly held by the Company, all other subsidiaries are indirectly held by the Company.
- ## Shantou SEZ Golden Resources Rice Co., Ltd. is a Sino-foreign joint venture.
- ** Shantou SEZ Golden Resources Grain Co., Ltd. is a Sino-foreign cooperative enterprise.
- ^^ Sun Kai Yip (Shanghai) Industrial Investment Co., Ltd. is a Wholly foreign-owned enterprise.
- ~~ Guangzhou Golden Resources Trading Development Co., Ltd. is a Wholly foreign-owned enterprise.

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

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

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For the year ended 31st March, 2025

33. ACQUISITION OF SUBSIDIARIES

On 31st May, 2023, Honorwood Limited ("Honorwood"), an indirect wholly-owned subsidiary of the Group had entered into a sale and purchase agreement with independent third parties to acquire the entire equity interest in NI Corporation ("NI") at a consideration of JPY3,404,000,000 (the "Acquisition"). On 16th June, 2023, the Acquisition was completed pursuant to the fulfilment of all consideration as set out in sale and purchase agreement signed. Upon Completion, the Company indirectly held the entire issued share capital of NI, which in turn held Izumikyo Co., Ltd. ("Izumikyo"), collectively the ("NI Group").

NI is principally engaged in investment holding and holds the entire issued share capital of the Izumikyo Co., Ltd. ("Izumikyo"). Izumikyo mainly engaged in holding the land and the properties in Japan.

Assets acquired and liabilities recognised at the date of the Acquisition:

	<i>HK\$'000</i>
Property, plant and equipment	65,282
Investment properties	86,354
Right-of-use assets	82
Cash and deposits	55,329
Financial assets at fair value through profit or loss	12,374
Other assets	2,080
Trade and other creditors	(14,017)
Tax payable	(10,142)
Other liabilities	(2,567)
	194,775

Net cash outflow arising on the Acquisition:

	<i>HK\$'000</i>
Consideration paid in cash	189,969
Directly attributable costs of acquisition	4,806
	194,775
<i>Less: Cash and cash equivalents acquired</i>	<i>(55,329)</i>
	139,446

34. PLEDGE OF ASSETS

At the end of the reporting period, the Group had pledged bank deposits of approximately HK\$1.4 million (2024: HK\$1.4 million) and financial assets at fair value through profit or loss of approximately HK\$0.8 million (2024: HK\$0.8 million) to secure general credit facilities granted to certain subsidiaries. These facilities had not been utilised at the end of both reporting periods.

At the end of the reporting period, certain land and buildings and investment properties of the Group's non-wholly owned subsidiary with an aggregate carrying amount of approximately HK\$20.3 million (2024: HK\$21.0 million) had been pledged to secure general banking facilities and bank loan granted to it.

35. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

	2025	2024
	HK\$'000	HK\$'000
Fees	323	480
Basic salaries, allowances and benefits in kind	10,964	9,796
Retirement benefits scheme contributions	478	388
Bonus paid	4,811	10,289
	16,576	20,953

Name of director	Fees HK\$'000	Other emoluments		Bonus paid HK\$'000	2025 Total HK\$'000
		Basic salaries, allowances and benefits in kind HK\$'000	Retirement benefits scheme contributions HK\$'000		
Executive Director					
Mr. Laurent LAM Kwing Chee	—	3,914	162	2,276	6,352
Mr. Anthony LAM Sai Ho	—	3,557	162	2,276	5,995
Madam LAM Sai Mann	—	460	18	—	478
Ms. Morna YUEN Mai-tong	—	1,357	59	259	1,675
Mr. TSANG Chun Yiu (appointed on 2nd April, 2024)	—	1,594	77	—	1,671
Mr. TSANG Siu Hung (retired on 2nd April, 2024)	—	82	—	—	82
Non-executive Director					
Mr. Dennis LAM Saihong	75	—	—	—	75
Independent Non-executive Director					
Mr. Joseph LAM Yuen To	75	—	—	—	75
Mr. Michael YU Tat Chi	83	—	—	—	83
Mr. Jeffrey LAM Kin Fung (appointed on 2nd April, 2024)	50	—	—	—	50
Mr. Ronald YAN Mou Keung (retired on 2nd April, 2024)	40	—	—	—	40
2025 Total	323	10,964	478	4,811	16,576

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For the year ended 31st March, 2025

35. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

Name of director	Fees <i>HK\$'000</i>	Other emoluments			2024 Total <i>HK\$'000</i>
		Basic salaries, allowances and benefits in kind <i>HK\$'000</i>	Retirement benefits scheme contributions <i>HK\$'000</i>	Bonus paid <i>HK\$'000</i>	
Executive Director					
Mr. Laurent LAM Kwing Chee	—	3,755	157	4,981	8,893
Mr. Anthony LAM Sai Ho	—	3,504	157	4,981	8,642
Madam LAM Sai Mann	—	480	18	—	498
Ms. Morna YUEN Mai-tong	—	1,337	56	327	1,720
Mr. TSANG Siu Hung	—	720	—	—	720
Non-executive Director					
Mr. Dennis LAM Saihong	120	—	—	—	120
Independent Non-executive Director					
Mr. Joseph LAM Yuen To	120	—	—	—	120
Mr. Michael YU Tat Chi	120	—	—	—	120
Mr. Ronald YAN Mou Keung	120	—	—	—	120
2024 Total	480	9,796	388	10,289	20,953

During the year ended 31st March, 2025, no emoluments were paid by the Group to any of the Directors as an inducement to join or upon joining the Group (2024: Nil).

(b) Directors' termination benefits

During the year ended 31st March, 2025, there were no termination benefits received by the Directors (2024: Nil).

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

During the year ended 31st March, 2025, no consideration was paid for making available the services of the Directors of the Company (2024: Nil).

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

During the year ended 31st March, 2025, there were no loans, quasi-loans and other dealings entered into by the Company or subsidiaries undertaking of the Company, where applicable, in favour of Directors (2024: Nil).

35. BENEFITS AND INTERESTS OF DIRECTORS *(Continued)*

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

No transactions, arrangements or contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2024: Nil).

36. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2024: two) Directors, details of whose remunerations are set out in note 35(a) to the consolidated financial statements. The remunerations paid to the five highest paid employees are as follows:

	2025 HK\$'000	2024 HK\$'000
Basic salaries, allowances and benefits in kind	13,660	13,620
Retirement benefits scheme contributions	488	425
Bonus paid	4,805	10,356
	18,953	24,401

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

HK\$	Number of employees	
	2025	2024
1,500,001 — 2,000,000	1	1
2,000,001 — 2,500,000	1	1
2,500,001 — 3,000,000	1	1
5,500,001 — 6,000,000	1	—
6,000,001 — 6,500,000	1	—
8,500,001 — 9,000,000	—	2
	5	5

During the year ended 31st March, 2025, no emoluments were paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office (2024: Nil).

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For the year ended 31st March, 2025

37. RELATED PARTY TRANSACTIONS

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

	2025 HK\$'000	2024 HK\$'000
Trade purchases from associate (<i>Note a</i>)	129,197	127,351
Rental income from associate (<i>Note a</i>)	(460)	(310)
Sales of plastic bags to a joint venture (<i>Note a</i>)	(3,395)	(14,984)
Sundry income from a joint venture (<i>Note a</i>)	(60)	(370)

Notes:

- (a) The transactions were carried out in the ordinary course of business and at prices determined by reference to prevailing market price.

Details of balances with associates and joint ventures at the end of the reporting period are set out in notes 16, 17 and 22.

In addition to the above, the Group also provided guarantees to banks in respect of banking facilities granted to an associate as set out in note 40(d).

Remuneration for key management personnel

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

	2025 HK\$'000	2024 HK\$'000
Short-term employee benefits	22,540	27,320
Post-employment employee benefits	642	499
	23,182	27,819

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

38. COMMITMENTS

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

(a) Contracted capital commitments

	2025 HK\$'000	2024 HK\$'000
Acquisition of property, plant and equipment	8,193	3,472
Capital contribution for an investee company	20,400	20,400
	28,593	23,872

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

(b) Operating lease commitments

The Group as lessor

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

	2025 HK\$'000	2024 HK\$'000
Within one year	4,767	3,320
In the second year	3,210	1,697
In the third year	987	970
	8,964	5,987

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For the year ended 31st March, 2025

39. RETIREMENT BENEFITS SCHEMES

	2025 HK\$'000	2024 HK\$'000
Retirement benefits schemes contributions	33,143	27,172

(a) Defined Contribution Retirement Plans

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

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

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

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

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

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

39. RETIREMENT BENEFITS SCHEMES *(Continued)*

(a) Defined Contribution Retirement Plans *(Continued)*

The Group operates a defined contribution retirement benefits scheme in Japan whereby the Group is required to make contributions to the plan. The applicable rates of contribution are certain percentage of total contractual salaries. The Group has no obligation for the payment of retirement benefits other than the contributions described above.

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

(b) Long Service Payment (“LSP”) Liabilities

Hong Kong employees that have been employed continuously for at least five years are entitled to long service payments in accordance with the Hong Kong Employment Ordinance under certain circumstances. These circumstances include where an employee is dismissed for reasons other than serious misconduct or redundancy, that employee resigns at the age of 65 or above, or the employment contract is of fixed term and expires without renewal. The amount of LSP payable is determined with reference to the employee’s final salary (capped at HK\$22,500) and the years of service, reduced by the amount of any accrued benefits derived from the group’s contributions to MPF scheme or ORSO plans, with an overall cap of HK\$390,000 per employee. Currently, the Group does not have any separate funding arrangement in place to meet its LSP obligation.

In June 2022, the Government gazetted the Amendment Ordinance, which will eventually abolish the statutory right of an employer to reduce its LSP payable to a Hong Kong employee by drawing on its mandatory contributions to the MPF scheme. The Government has subsequently announced that the Amendment Ordinance will come into effect from the Transition Date i.e. 1st May, 2025. Separately, the Government is also expected to introduce a subsidy scheme to assist employers after the abolition.

Among other things, once the abolition of the offsetting mechanism takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory MPF contributions (irrespective of the contributions made before, on or after the Transition Date) to reduce the LSP in respect of an employee’s service from the Transition Date. However, where an employee’s employment commenced before the Transition Date, the employer can continue to use the above accrued benefits to reduce the LSP in respect of the employee’s service up to that date; in addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee’s monthly salary immediately before the Transition Date and the years of service up to that date.

The Group has accounted for the offsetting mechanism and its abolition.

The present value of the LSP as at 31st March, 2025 is HK\$1,068,000 which is included in other creditors and accruals. Out of such amount, HK\$705,000 is payable after one year.

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For the year ended 31st March, 2025

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

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

(a) Interest rate risk management

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

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

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

(b) Currency risk management

The Group is exposed to foreign currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate.

The currencies giving rise to this risk are primarily Japanese Yen ("JPY"), United States Dollars ("USD") and Renminbi Yuan ("RMB").

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

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

(i) **Exposure to currency risk**

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets and liabilities denominated in a currency other than the functional currency of the entity to which they relate.

	2025		
	JPY \$'000	USD \$'000	RMB \$'000
Trade debtors	—	1,371	10,457
Trade creditors	—	(5,782)	(25,313)
Intercompany borrowing	—	(62,288)	—
Cash and deposits	301,599	6,701	1,967
Net exposure to currency risk	301,599	(59,998)	(12,889)
HK\$ equivalent	15,735	(466,658)	(13,801)
	2024		
	JPY \$'000	USD \$'000	RMB \$'000
Trade debtors	—	—	8,719
Trade creditors	(31,501)	(1,907)	(25,342)
Intercompany borrowing	—	(57,987)	—
Cash and deposits	1,084	11	4,004
Net exposure to currency risk	(30,417)	(59,883)	(12,619)
HK\$ equivalent	(1,585)	(468,526)	(13,462)

Notes to the Financial Statements

For the year ended 31st March, 2025

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(b) Currency risk management (Continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after taxation (and retained profits) and other components of consolidated equity that would have arisen if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between HKD and USD would be materially unaffected by any changes in movement in value of USD against other currencies.

	2025		2024	
	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after taxation and retained earnings HK\$'000	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after taxation and retained earnings HK\$'000
JPY	10% (10%)	1,314 (1,314)	10% (10%)	(132) 132
USD	5% (5%)	(18,666) 18,666	5% (5%)	(18,741) 18,741
RMB	5% (5%)	(576) 576	5% (5%)	(562) 562

(c) Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategies remain unchanged from prior year. The capital structure of the Group consists of equity attributable to equity holders of the Company which comprises issued share capital, share premium and reserves.

The Group monitors capital management on the basis of gearing ratio (defined as bank borrowings over shareholders' equity). The Group had cash and deposits of approximately HK\$356,959,000 (2024: HK\$351,227,000) and no bank borrowings at the end of both reporting period.

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(d) Credit risk management

The Group's credit risk is primarily attributable to time deposits and bank balances, trade debtors, advances to joint ventures, other debtors and amount due from an associate. The exposure to the credit risk is closely monitored on an ongoing basis by established credit policies.

There is no significant credit risk within the Group. The Group considered all the counterparties have a low risk of default and do not have any material past-due amounts. The allowances for credit risk of other debtors were immaterial and no provision was made.

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

As at the end of the reporting period, 20% (2024: 29%) and 37% (2024: 46%) of the total trade debtors balance were due from the group's largest customer and the five largest customers respectively.

The amount due from an associate and advances to joint ventures have a gross carrying amount of HK\$47,880,000 (2024: HK\$42,288,000) and HK\$17,271,000 (2024: HK\$27,749,000) respectively. The balances of expected credit loss of amount due from an associate and advances to joint ventures as at 31st March, 2025 amounted to HK\$Nil (2024: HK\$Nil) and HK\$2,641,000 (2024: HK\$2,102,000) respectively. No expected credit loss was provided for the amount due from an associate as the expected credit loss is considered to be insignificant. The credit quality of fair value of advances to joint ventures has been assessed with reference to external credit ratings (if available) or to historical information about the counterparty default rates.

The Group measures loss allowances for trade debtors at an amount equal to lifetime expected credit losses, which is calculated using a provision matrix. The Group determines the allowance for expected credit losses by grouping together trade debtors with similar credit risk characteristics and collectively assessing them for likelihood of recovery, taking into account prevailing economic environment.

Notes to the Financial Statements

For the year ended 31st March, 2025

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(d) Credit risk management (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

		2025	
	Expected	Gross	Loss
	loss	carrying	allowance
	%	amount	
		HK\$'000	HK\$'000
Trade debtors	0.31% - 1.05%	64,105	1,197
Credit-impaired trade debtors			
Provision on individual basis	80.4%	687	552
		64,792	1,749
		2024	
	Expected	Gross	Loss
	loss	carrying	allowance
	%	amount	
		HK\$'000	HK\$'000
Trade debtors	0.88% - 0.95%	73,294	775
Credit-impaired trade debtors			
Provision on individual basis	88.7%	952	845
		74,246	1,620

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

	2025	2024
	HK\$'000	HK\$'000
Balance at beginning of the year	1,620	1,056
Increase in allowance recognised in consolidated statement of profit or loss	318	681
Amount written off as uncollectible	(189)	(117)
Balance at end of the year	1,749	1,620

At 31st March, 2025 and 2024, guarantees were given to bank by the Group in respect of banking facilities made available to the associate of the Group.

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(d) Credit risk management (Continued)

The maximum liability of the Company at the end of the reporting period under the guarantees is the amount of the facilities drawn down by the associate that are covered by the guarantees. No such drawn down of the facilities for both years ended 31st March, 2025 and 2024.

(e) Liquidity risk management

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

As At 31st March, 2025, the Group's net current assets amounted to approximately HK\$311,934,000 (2024: HK\$346,608,000) with current ratio, calculated as current assets divided by current liabilities, at approximately 1.7 times (2024: 1.9 times). Together with cash and deposits of approximately HK\$356,959,000 (2024: HK\$351,227,000), the Group is in sound financial position to meet the capital requirements of the Group's operations and developments in the near future.

	Weighted average effective interest rate %	Within 1 year or on demand HK\$'000	At 31st March, 2025			Total contractual undiscounted cash flow HK\$'000	Total carrying amount HK\$'000
			More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	More than 5 years HK\$'000		
Trade creditors	—	145,099	—	—	—	145,099	145,099
Other creditors and accruals	—	127,224	—	—	—	127,224	127,224
Lease liabilities	1.0% – 10.5%	163,106	145,788	237,032	15,490	561,416	481,487
		435,429	145,788	237,032	15,490	833,739	753,810

	Weighted average effective interest rate %	Within 1 year or on demand HK\$'000	At 31st March, 2024			Total contractual undiscounted cash flow HK\$'000	Total carrying amount HK\$'000
			More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	More than 5 years HK\$'000		
Trade creditors	—	125,974	—	—	—	125,974	125,974
Other creditors and accruals	—	132,188	—	—	—	132,188	132,188
Lease liabilities	1.0% – 8.6%	139,930	123,337	215,842	25,150	504,259	425,873
		398,092	123,337	215,842	25,150	762,421	684,035

Notes to the Financial Statements

For the year ended 31st March, 2025

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(f) Fair value measurement

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

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

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

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

Financial assets

	At 31st March, 2025			
	Level 1	Level 2	Level 3	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Financial assets at fair value through profit or loss:				
Listed equity securities	5,061	—	—	5,061
Unlisted equity securities	—	—	673	673
Listed debt securities	—	6,641	—	6,641
Other listed securities	16,277	—	—	16,277
Other unlisted securities	—	3,546	11,667	15,213
	21,338	10,187	12,340	43,865

	At 31st March, 2024			
	Level 1	Level 2	Level 3	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Financial assets at fair value through profit or loss:				
Listed equity securities	4,808	—	—	4,808
Unlisted equity securities	—	—	368	368
Listed debt securities	—	6,679	—	6,679
Other listed securities	—	—	—	—
Other unlisted securities	—	8,651	11,995	20,646
	4,808	15,330	12,363	32,501

There were no transfers between Level 1, Level 2 and Level 3 during the year, except the listed debt securities are reclassified into level 2 in 2024.

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(f) **Fair value measurement** (Continued)

Financial assets (Continued)

The fair values of financial assets are determined as follows:

- The fair values of listed equity securities and other listed securities within Level 1 with standard terms and conditions and traded in active markets are based on quoted market prices at the end of the reporting period without any deduction for transaction costs.
- The fair values of listed debt securities, other listed securities and other unlisted securities included within Level 2 in financial assets at fair value through profit or loss are based on quoted values or recent transaction prices provided by counterparty financial institutions, where appropriate.
- The fair values of Simple Agreement for Future Equity disclosed under other unlisted securities as included within Level 3 in financial assets at fair value through profit or loss are determined with reference to the valuation reports prepared by Peak Vision Appraisals Limited, an independent professional qualified valuer, on an annual basis based on market approach. The significant unobservable inputs include the Price-to-Sales multiples ranging from 0.55 to 1.53 (2024: from 0.69 to 1.14) and discount for lack of marketability of 20% (2024: 20%). An increase in Price-to-Sales multiples would result in an increase in the fair value measurement and vice versa, while an increase in discount for lack of marketability would result in a decrease in fair value measurement and vice versa.

Reconciliation of Level 3 fair value measurements

	2025 HK\$'000	2024 HK\$'000
Balance at beginning of the year	12,363	7,504
Reclassification (Note a)	—	3,022
Fair value changes of financial assets at fair value through profit or loss	47	1,860
Exchange rate adjustments	(70)	(23)
Balance at end of the year	12,340	12,363

Notes to the Financial Statements

For the year ended 31st March, 2025

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Continued)

(f) Fair value measurement *(Continued)*

Reconciliation of Level 3 fair value measurements *(Continued)*

Note:

- (a) During the year ended 31st March, 2023, the Group acquired a convertible promissory note issued by an unlisted issuer at principal amount of approximately HK\$7,850,000 ("the Note"). The Note was unsecured, interest-bearing at 9% per annum with repayment term of 5 months and matured in December 2022. The Group had been following up with the Note issuer for the repayment of the overdue Note ("the Overdue Convertible Promissory Note"). As at 31st March, 2023, the Overdue Convertible Promissory Note was included in other debtors at carrying value of HK\$3,022,000, after recognition of an allowance for expected credit loss of HK\$4,828,000 which was charged to the consolidated profit or loss for the year ended 31st March, 2023.

During the year ended 31st March, 2024, the Group has reassessed the nature of the Note and has reclassified it to financial assets at fair value through profit or loss.

Fair values of financial instruments carried at other than fair value

The carrying amount of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31st March, 2025 and 2024.

(g) Financial instruments price risk management

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

As At 31st March, 2025, carrying values of financial assets at fair value through profit or loss which were stated at fair values amounted to approximately HK\$43,865,000 (2024: HK\$32,501,000). For sensitivity analysis purpose, a 15% (2024: 15%) change in the fair values of corresponding financial instruments would result in the changes in results for the year of approximately HK\$6,580,000 (2024: HK\$4,875,000).

41. OTHER CASH FLOW INFORMATION

(a) Reconciliation of liabilities arising from financing activities

	Bank loan HK\$'000	Lease liabilities HK\$'000	Total HK\$'000
Carrying amount at 1st April, 2023	7,611	369,668	377,279
Changes from financing cash flows:			
Repayment of bank loan	(7,611)	—	(7,611)
Interest paid	(390)	—	(390)
Capital element of lease rentals paid	—	(114,672)	(114,672)
Interest element of lease rentals paid	—	(33,792)	(33,792)
	(8,001)	(148,464)	(156,465)
Non-cash changes:			
Acquisition of subsidiaries	—	83	83
Additions	—	186,390	186,390
Interest expense	390	33,792	34,182
Derecognition	—	(5,716)	(5,716)
Lease modifications	—	(142)	(142)
Exchange rate adjustments	—	(9,738)	(9,738)
Carrying amount at 31st March, 2024 and 1st April, 2024	—	425,873	425,873
Changes from financing cash flows:			
Interest paid	(3)	—	(3)
Capital element of lease rentals paid	—	(127,452)	(127,452)
Interest element of lease rentals paid	—	(36,356)	(36,356)
	(3)	(163,808)	(163,811)
Non-cash changes:			
Additions	—	213,031	213,031
Interest expense	3	36,356	36,359
Derecognition	—	(11,714)	(11,714)
Lease modifications	—	(1,373)	(1,373)
Exchange rate adjustments	—	(16,878)	(16,878)
Carrying amount At 31st March, 2025	—	481,487	481,487

Notes to the Financial Statements

For the year ended 31st March, 2025

41. OTHER CASH FLOW INFORMATION (Continued)

(b) Total cash outflow for leases

	2025 HK\$'000	2024 HK\$'000
Within operating cash flows	2,379	362
Within financing cash flows	163,808	148,464
	166,187	148,826

These amounts relate to the following:

	2025 HK\$'000	2024 HK\$'000
Lease rentals paid	166,187	148,826

42. NON-CONTROLLING INTERESTS

Particulars of the Group's non-wholly owned subsidiary that has material non-controlling interests as At 31st March, 2025 are as follow:

Name of subsidiary	Place of incorporation/ operation	Proportion of ownership interests held by non-controlling interests		Proportion of voting right held by non-controlling interests	
		2025	2024	2025	2024
Supreme Development Company Limited ("Supreme Development")	Hong Kong/ Hong Kong and Mainland China	35.92%	35.92%	35.92%	35.92%

Summarised financial information in respect of the Group's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amounts after fair value adjustments and before intragroup eliminations.

42. NON-CONTROLLING INTERESTS (Continued)

Supreme Development and its subsidiaries

	2025 HK\$'000	2024 HK\$'000
Non-current assets	71,759	90,367
Current assets	124,363	105,354
Current liabilities	(68,300)	(71,070)
Non-current liabilities	(32,774)	(38,089)
Net assets	95,048	86,562
Equity attributable to shareholders of the Company	60,909	55,471
Non-controlling interests	34,139	31,091
	95,048	86,562
Revenue	165,645	176,771
Profit for the year	10,512	11,194
Profit for the year attributable to:		
Shareholders of the Company	6,736	7,173
Non-controlling interests of Supreme Development	3,776	4,021
	10,512	11,194
Other comprehensive income, net of tax		
Exchange differences on translation of financial statements of subsidiaries		
outside Hong Kong:		
Shareholders of the Company	(261)	88
Non-controlling interests of Supreme Development	(146)	50
	(407)	138
Total comprehensive income attributable to:		
Shareholders of the Company	6,475	7,261
Non-controlling interests of Supreme Development	3,630	4,071
	10,105	11,332
Net cash inflow from operating activities	27,371	17,522
Net cash inflow/(outflow) from investing activities	1,249	(5,159)
Net cash outflow from financing activities	(6,996)	(14,931)
Net cash inflow/(outflow)	21,624	(2,568)

Notes to the Financial Statements

For the year ended 31st March, 2025

43. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31ST MARCH, 2025

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31st March, 2025 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKAS 21, <i>The effects of changes in foreign exchange rates – Lack of exchangeability</i>	1st January, 2025
Amendments to HKFRS 9, <i>Financial instruments</i> and HKFRS 7, <i>Financial instruments: disclosures – Amendments to the classification and measurement of financial instruments</i>	1st January, 2026
Annual improvements to HKFRS Accounting Standards – Volume 11	1st January, 2026
HKFRS 18, <i>Presentation and disclosure in financial statements</i>	1st January, 2027
HKFRS 19, <i>Subsidiaries without public accountability: disclosures</i>	1st January, 2027

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements, except for HKFRS 18, where the presentation and disclosure of the Group's consolidated statement of profit or loss is expected to change.

Schedule of Investment Properties

At 31st March, 2025

Particulars of investment properties are as follows:

Location	Term	Usage	Percentage held by the Group
Room 1432, 1822, 1823, 1922 and Store Room No. 1 on 18/F Star House, No. 3 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong	Long lease	Commercial	100%
Unit B, 9/F Gitic Plaza Office Tower A, No. 339 Huanshi Road East, Guangzhou, Guangdong Province, PRC	Medium-term lease	Commercial	100%
4/F. and 5/F., V. Heun Building, No. 138 Queen's Road Central, Hong Kong	Long lease	Commercial	100%
Flat D1, 12A/F Summit Court, Nos. 144-158 Tin Hau Temple Road, Hong Kong and Parking Space No. 72 on Upper Deck Garage Summit Court, No. 77 Cloud View Road, Hong Kong	Long lease	Residential	100%
Flat B, 17/F Palatial Crest, No. 3 Seymour Road, Hong Kong	Long lease	Residential	100%
Unit C on 14/F of Block 2, Vigor Industrial Building, Nos. 49-53 Ta Chuen Ping Street, Kwai Chung, New Territories	Medium-term lease	Industrial	64.08%
Lorry Car Parking Space No. L17 on G/F, Vigor Industrial Building, Nos. 49-53 Ta Chuen Ping Street, Kwai Chung, New Territories	Medium-term lease	Commercial	64.08%
1-133-15 and 1-135-5, Niseko-Hirafu 1-jo, Kutchan-cho, Abuta-gun, Hokkaido, Japan	Freehold	Commercial	95.75%
2-179-12, 2-179-13, 2-179-96, Niseko-Hirafu 1-jo, Kutchan-cho, Abuta-gun, Hokkaido, Japan	Freehold	Commercial	95.75%
3-35-3, 3-83-8, 3-83-62 and 3-131-2, Niseko-Hirafu 5-jo, Kutchan-cho, Abuta-gun, Hokkaido, Japan	Freehold	Commercial	95.75%
4-137-3, Niseko-Hirafu 5-jo, Kutchan-cho, Abuta-gun, Hokkaido, Japan	Freehold	Commercial	95.75%
38-104, 38-155, 38-157, 38-158, 38-159, 38-160, 38-163, 38-169, 42, 43, 150-3 and 150-15 Yamada, Kutchan-cho, Abuta-gun, Hokkaido, Japan	Freehold	Commercial	95.75%
30-74, 30-223, 30-229, 30-246 and 73-10, Aza-Kabayama, Kutchan-cho, Abuta-gun, Hokkaido, Japan	Freehold	Commercial	95.75%
4-132-11, 137-3, Niseko-Hirafu 5-jo, Kutchan-cho, Abuta-gun, Hokkaido, Japan	Freehold	Commercial	95.75%
1-132-4, Niseko-Hirafu 1-jo, Kutchan-cho, Abuta-gun, Hokkaido, Japan	Freehold	Commercial	95.75%

Group Financial Summary

At 31st March, 2025

	Year ended 31st March,				
	2021	2022	2023	2024	2025
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
RESULTS					
REVENUE					
Convenience store operation	829,566	822,819	1,201,811	1,172,906	1,198,636
Food operation	781,046	779,218	709,018	717,478	711,242
Packaging materials operation	—	168,700	144,969	166,754	154,383
Property investment	3,748	3,496	3,794	3,455	4,681
Retailtainment	—	—	—	11,515	9,930
Others	—	—	182	186	—
	1,614,360	1,774,233	2,059,774	2,072,294	2,078,872
Profit before taxation	63,827	34,224	143,244	147,972	3,705
Taxation	(23,572)	(22,120)	(18,199)	(37,235)	(14,710)
(Loss)/profit for the year	40,255	12,104	125,045	110,737	(11,005)
(Loss)/profit for the year attributable to:					
Shareholders of the Company	40,212	18,697	128,679	106,848	(14,466)
Non-controlling interests	43	(6,593)	(3,634)	3,889	3,461
	40,255	12,104	125,045	110,737	(11,005)
Dividends	39,040	40,738	44,981	39,040	39,040
As at 31st March,					
	2021	2022	2023	2024	2025
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
ASSETS AND LIABILITIES					
Total assets	1,683,851	1,813,518	1,893,678	2,081,220	2,100,480
Total liabilities	(504,560)	(629,616)	(627,953)	(721,548)	(790,540)
Non-controlling interests	(8,542)	(40,485)	(36,490)	(39,891)	(43,431)
Shareholders' equity	1,170,749	1,143,417	1,229,235	1,319,781	1,266,509