

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **CHINA RESOURCES AND TRANSPORTATION GROUP LIMITED**

**中國資源交通集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 269)**

### **FURTHER ANNOUNCEMENT OF THE AUDITED ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2020**

References are made to the announcements of China Resources and Transportation Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) (i) dated 30 June 2020 in relation to, among other things, the unaudited annual results for the year ended 31 March 2020 (the “**Unaudited Results Announcement**”) and (ii) dated 5 August 2020, 13 August 2020, 27 August 2020 and 3 September 2020 in relation to, among other things, the further delay in publication of audited annual results announcement and annual report (together, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

#### **AUDITED ANNUAL RESULTS**

The Board is pleased to announce that the Auditor, Crowe (HK) CPA Limited (“**Crowe**”), has completed its audit of the annual results of the Group for the year ended 31 March 2020 in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”). The audited 2020 Annual Results are set out in the full text of the 2020 Annual Report enclosed hereto.

#### **MATERIAL DIFFERENCES BETWEEN UNAUDITED AND AUDITED ANNUAL RESULTS**

Since the financial information contained in the Unaudited Results Announcement was neither audited nor agreed by Crowe as at the date of its publication and subsequent adjustments have been made to such financial information, Shareholders and potential investors of the Company are advised to pay attention to certain differences between the unaudited and audited 2020 Annual Results. Set forth below are major details and reasons for the material differences between these financial information in accordance with Rule 13.49(3)(ii)(b) of the Listing Rules.

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 March 2020

	Disclosure in this announcement (Audited) HK\$'000	Disclosure in the Unaudited Results Announcement (Unaudited) HK\$'000	Difference HK\$'000	Notes
Revenue	567,562	588,212	(20,650)	(i)
Cost of sales and direct operating costs	(762,811)	(762,811)	–	
Gross loss	(195,249)	(174,599)	(20,650)	
Other income and other gains and losses	(34,175)	244	(34,419)	(ii)
Impairment loss of concession intangible asset	(1,562,110)	–	(1,562,110)	(iii)
Impairment loss of property, plant and equipment	(212,638)	(157,781)	(54,857)	(iv)
Impairment loss of right-of-use assets	(55,791)	(7,826)	(47,965)	(v)
Impairment loss of goodwill	(45,592)	(45,592)	–	
Impairment loss of trade and other receivables, net	–	(93,603)	93,603	(vi)
Impairment loss of trade receivables, net	(6,453)	–	(6,453)	(vi)
Impairment loss of prepayment, deposits and other receivables, net	(87,150)	–	(87,150)	(vi)
Gain on change in fair value less costs to sell of biological assets	6,389	–	6,389	(vii)
Selling and administrative expenses	(168,783)	(168,783)	–	
Finance costs	(1,229,638)	(1,229,638)	–	
Loss before taxation	(3,591,190)	(1,877,578)	(1,713,612)	
Income tax credit	974	974	–	
Loss for the year	<u>(3,590,216)</u>	<u>(1,876,604)</u>	<u>(1,713,612)</u>	
Loss for the year attributable to:				
– Owners of the Company	(3,154,695)	(1,675,809)	(1,478,886)	
– Non-controlling interests	(435,521)	(200,795)	(234,726)	
	<u>(3,590,216)</u>	<u>(1,876,604)</u>	<u>(1,713,612)</u>	
	HK\$	HK\$	HK\$	
<b>Loss per share attributable to owners of the Company</b>				
– Basic	<u>(0.42)</u>	<u>(0.23)</u>	<u>(0.19)</u>	
– Diluted	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

*For the year ended 31 March 2020*

	Disclosure in this announcement (Audited) <i>HK\$'000</i>	Disclosure in the Unaudited Results Announcement (Unaudited) <i>HK\$'000</i>	Difference <i>HK\$'000</i>	<i>Notes</i>
<b>Loss for the year</b>	<b>(3,590,216)</b>	<b>(1,876,604)</b>	<b>(1,713,612)</b>	
<b>Other comprehensive loss:</b>				
<i>Items that may be reclassified subsequently to profit or loss:</i>				
– Exchange differences on translation of financial statements of foreign operations	<u>(11,658)</u>	<u>(52,974)</u>	<u>41,316</u>	
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>	<b><u>(3,601,874)</u></b>	<b><u>(1,929,578)</u></b>	<b><u>(1,672,296)</u></b>	
Total comprehensive loss attributable to:				
– Owners of the Company	<u>(3,164,009)</u>	<u>(1,720,690)</u>	<u>(1,443,319)</u>	
– Non-controlling interests	<u>(437,865)</u>	<u>(208,888)</u>	<u>(228,977)</u>	
	<b><u>(3,601,874)</u></b>	<b><u>(1,929,578)</u></b>	<b><u>(1,672,296)</u></b>	

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 31 March 2020*

	Disclosure in this announcement (Audited) <i>HK\$'000</i>	Disclosure in the Unaudited Results Announcement (Unaudited) <i>HK\$'000</i>	Difference <i>HK\$'000</i>	<i>Notes</i>
<b>NON-CURRENT ASSETS</b>				
Concession intangible asset	11,936,494	13,460,341	(1,523,847)	<i>(iii)</i>
Property, plant and equipment	513,780	567,293	(53,513)	<i>(iv)</i>
Right-of-use assets	97,297	144,088	(46,791)	<i>(v)</i>
Prepaid lease payments	–	–	–	
Goodwill	–	–	–	
Biological assets	63,342	57,110	6,232	<i>(vii)</i>
Forest concession rights	–	–	–	
Investment properties	–	–	–	
Financial assets at fair value through profit or loss	57,151	91,383	(34,232)	<i>(ii)</i>
<b>TOTAL NON-CURRENT ASSETS</b>	<b>12,668,064</b>	<b>14,320,215</b>	<b>(1,652,151)</b>	
<b>CURRENT ASSETS</b>				
Inventories	45	45	–	
Trade and other receivables	–	285,148	(285,148)	<i>(viii)</i>
Trade receivables	250,208	–	250,208	<i>(i), (viii)</i>
Prepayments, deposits and other receivables	14,795	–	14,795	<i>(viii)</i>
Financial assets at fair value through profit or loss	2,304	2,304	–	
Prepaid lease payments	–	–	–	
Amount due from non-controlling shareholder of a subsidiary	14,198	14,198	–	
Cash and cash equivalents	32,312	32,312	–	
<b>TOTAL CURRENT ASSETS</b>	<b>313,862</b>	<b>334,007</b>	<b>(20,145)</b>	
<b>TOTAL ASSETS</b>	<b>12,981,926</b>	<b>14,654,222</b>	<b>(1,672,296)</b>	

	Disclosure in this announcement (Audited) <i>HK\$'000</i>	Disclosure in the Unaudited Results Announcement (Unaudited) <i>HK\$'000</i>	Difference <i>HK\$'000</i>	<i>Notes</i>
<b>CURRENT LIABILITIES</b>				
Contract liabilities	–	4,510	(4,510)	<i>(ix)</i>
Other payables	4,408,650	4,404,140	4,510	<i>(ix)</i>
Promissory note	–	–	–	
Borrowings	10,970,946	10,970,946	–	
Non-convertible bonds	4,395,648	4,395,648	–	
Lease liabilities	1,186	1,186	–	
<b>TOTAL CURRENT LIABILITIES</b>	<u>19,776,430</u>	<u>19,776,430</u>	<u>–</u>	
<b>NET CURRENT LIABILITIES</b>	<u>(19,462,568)</u>	<u>(19,442,423)</u>	<u>(20,145)</u>	
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<u>(6,794,504)</u>	<u>(5,122,208)</u>	<u>(1,672,296)</u>	
<b>NON-CURRENT LIABILITIES</b>				
Borrowings	–	–	–	
Promissory note	716,205	716,205	–	
Lease liabilities	3,992	3,992	–	
Deferred tax liabilities	–	–	–	
<b>TOTAL NON-CURRENT LIABILITIES</b>	<u>720,197</u>	<u>720,197</u>	<u>–</u>	
<b>TOTAL LIABILITIES</b>	<u>20,496,627</u>	<u>20,496,627</u>	<u>–</u>	
<b>NET LIABILITIES</b>	<u>(7,514,701)</u>	<u>(5,842,405)</u>	<u>(1,672,296)</u>	

	<b>Disclosure in this announcement (Audited) HK\$'000</b>	<b>Disclosure in the Unaudited Results Announcement (Unaudited) HK\$'000</b>	<b>Difference HK\$'000</b>	<i>Notes</i>
<b>CAPITAL AND RESERVES</b>				
Share capital	1,488,479	1,488,479	–	
Reserves	<u>(8,595,840)</u>	<u>(7,152,521)</u>	<u>(1,443,319)</u>	
Equity attributable to owners of the Company	(7,107,361)	(5,664,042)	(1,443,319)	
Non-controlling interests	<u>(407,340)</u>	<u>(178,363)</u>	<u>(228,977)</u>	
<b>DEFICIENCY IN EQUITY</b>	<u><b>(7,514,701)</b></u>	<u><b>(5,842,405)</b></u>	<u><b>(1,672,296)</b></u>	

*Notes:*

- (i) The difference is due to a cut-off error of revenue of HK\$20,650,000 arising from toll road operation and related trade receivables.
- (ii) The difference is due to the recognition of further fair value loss on financial assets at fair value through profit or loss of HK\$34,494,000 and net exchange gain of HK\$75,000 recognized.
- (iii) The difference is due to the recognition of impairment loss of concession intangible assets of HK\$1,562,110,000.
- (iv) The difference is due to recognition of further impairment loss of property, plant and equipment of HK\$54,857,000.
- (v) The difference is due to the recognition of further impairment loss of right-of-use assets of HK\$47,965,000.
- (vi) The difference is due to the reclassification of (a) impairment loss of trade receivables and (b) impairment loss of prepayment, deposits and other receivables from “impairment loss of trade and other receivables”.
- (vii) The difference is due to the recognition of gain on change in fair value less costs to sell of biological assets of HK\$6,389,000.
- (viii) The difference is due to the reclassification of (a) trade receivables of HK\$270,353,000 and (b) prepayment, deposits and other receivables of HK\$14,795,000 from “trade and other receivables”.
- (ix) The difference is due to the reclassification of contract liabilities from “contract liabilities” to “other payables”.

## **THE AUDIT COMMITTEE AND REVIEW OF PRELIMINARY ANNOUNCEMENT BY THE AUDITOR**

The audited 2020 Annual Results have been reviewed by the Audit Committee of the Company.

The figures in respect of the Group's consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position and related notes thereto for the year ended 31 March 2020 as set out in this audited preliminary announcement have been agreed by Crowe, to the amounts set out in the Group's audited consolidated financial statements for the year. Such work performed by Crowe in this respect did not constitute an audit, review or other assurance engagement in accordance with HKFRS and consequently no assurance has been expressed by Crowe on this announcement.

## **DISCLAIMER OF OPINION BY THE AUDITOR AND MATERIAL UNCERTAINTIES RELATED TO GOING CONCERN**

As set out in the independent auditor's report enclosed in the 2020 Annual Report enclosed hereto, Crowe did not express an opinion on the consolidated financial statements of the Group for the year ended 31 March 2020 because of the multiple uncertainties relating to the going concern of the Group as described in the Basis for Disclaimer of Opinion section of the independent auditor's report.

Please refer to the enclosed independent auditor's report for more details.

**Shareholders and potential investors of the Company are advised to exercise caution in dealing in the shares of the Company.**

By Order of the Board  
**China Resources and Transportation Group Limited**  
**Cao Zhong**  
*Chairman*

Hong Kong, 21 September 2020

*As at the date of this announcement, the board of directors comprises six executive directors, namely Messrs Cao Zhong, Fung Tsun Pong, Gao Zhiping, Tsang Kam Ching, David, Jiang Tao and Duan Jingquan; and four independent non-executive directors, namely Messrs Jing Baoli, Bao Liang Ming, Xue Baozhong and Ms. Chan Chu Hoi.*

# CONTENTS

## Pages

2	CORPORATE INFORMATION
3	STATEMENT OF CHAIRMAN
4	MANAGEMENT DISCUSSION AND ANALYSIS
20	DIRECTORS' REPORT
30	CORPORATE GOVERNANCE REPORT
42	ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
53	INDEPENDENT AUDITOR'S REPORT
55	CONSOLIDATED STATEMENT OF PROFIT OR LOSS
56	CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
57	CONSOLIDATED STATEMENT OF FINANCIAL POSITION
59	CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
60	CONSOLIDATED STATEMENT OF CASH FLOWS
62	NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
144	SUMMARY OF FINANCIAL INFORMATION



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Cao Zhong (*Chairman*)  
Mr. Fung Tsun Pong (*Vice-Chairman*)  
Mr. Gao Zhiping (*Chief Executive Officer*)  
Mr. Tsang Kam Ching, David (*Finance Director*)  
Mr. Jiang Tao  
Mr. Duan Jingquan

### Non-executive Director

Mr. Suo Suo Stephen (*resigned on 21 May 2020*)

### Independent Non-executive Directors

Ms. Chan Chu Hoi (*appointed on 21 November 2019*)  
Mr. Jing Baoli  
Mr. Bao Liang Ming  
Mr. Xue Baozhong  
Mr. Yip Tak On (*resigned on 21 November 2019*)

### Audit Committee

Ms. Chan Chu Hoi (*Chairman*)  
Mr. Jing Baoli  
Mr. Bao Liang Ming  
Mr. Xue Baozhong

### Remuneration Committee

Mr. Jing Baoli (*Chairman*)  
Mr. Cao Zhong  
Mr. Bao Liang Ming  
Mr. Xue Baozhong  
Ms. Chan Chu Hoi

### Nomination Committee

Mr. Cao Zhong (*Chairman*)  
Mr. Jing Baoli  
Mr. Bao Liang Ming  
Mr. Xue Baozhong  
Ms. Chan Chu Hoi

### COMPANY SECRETARY

Miss Ngan Wai Kam, Sharon

### AUDITOR

Crowe (HK) CPA Limited

### LEGAL ADVISOR

Louis K.Y. Pau & Company

## PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
The Bank of East Asia Limited

## REGISTERED OFFICE

Sterling Trust (Cayman) Limited  
Whitehall House  
238 North Church Street  
P.O. Box 1043  
George Town  
Grand Cayman  
KY1-1102  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS

Unit Nos. 11-12  
Level 10  
Tower 1  
Millennium City 1  
No. 388 Kwun Tong Road  
Kwun Tong  
Kowloon  
Hong Kong

## SHARE REGISTRARS & TRANSFER OFFICE

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

## STOCK CODE AT HONG KONG STOCK EXCHANGE

269

## CONTACT DETAILS

Telephone no. : (852) 3176 7100  
Facsimile no. : (852) 3176 7122

## COMPANY WEBSITE

<http://www.crtg.com.hk>

# STATEMENT OF CHAIRMAN

To all shareholders of the Company (the “Shareholders”),

On behalf of the board of directors (the “Board”) of China Resources and Transportation Group Limited (中國資源交通集團有限公司) (the “Company”), I am delighted to present the Annual Report 2020 and the audited consolidated financial statements of the Company and its subsidiaries (together the “Group”) for the year ended 31 March 2020.

In 2019, the global economy was overcast by external uncertainties and downward pressures brought about by the escalating Sino-US trade tensions. Stepping into 2020, the outbreak of the Coronavirus disease 2019 (COVID-19) has tumbled the world’s economy into a global recession. At present, the national coal industry’s capacity reduction has shifted from “total capacity reduction” to “systematic capacity reduction and structural high-quality capacity”. Affected by the COVID-19 pandemic, the national coal consumption demand decreased in the first quarter of 2020. Although the decline in coal consumption demand appears to narrow during the second quarter, the downward pressure on coal prices persists as the trend of market supply and demand still shifts towards easing. As resolving excess coal production capacity is a dynamic and balanced process, the optimization of production capacity will be achieved under the premise that the total coal production capacity to remain basically stable. Ever since the promotion of the supply-side structural reform, the benefits of the national coal industry have improved, striving to maintain balance between production control and supply guarantee. During the year under review, we recorded an approximately 7.94% increase in the average daily traffic volume and an approximately 28.57% decrease in the average daily revenue from the 265-kilometre heavy-haul toll expressway in Inner Mongolia (“Zhunxing Expressway”), respectively.

Looking back at 2019, the staffs at all levels of the Group have strived together and continued to take actions to improve the liquidity position of the Group. Amid the challenging economic environment, the Company is in the progress of implementing various measures including but not limited to seeking other potential purchasers to dispose the equity interests in Inner Mongolia Zhunxing Heavy Haul Expressway Company Limited (內蒙古准興重載高速公路有限責任公司) (“Zhunxing”) and debt restructuring with the Group’s creditors. The COVID-19 pandemic is an unprecedented crisis impacting the entire world, causing the outlook of the upcoming financial year to be highly uncertain. Nevertheless, the Group will take up challenges with prudence and step forward to achieve sustainable growth of the Group and maximize the benefits of the Shareholders as a whole.

I wish to take this opportunity to extend my appreciation and gratitude to all Shareholders for their continued support and to thank my fellow directors and colleagues for their tremendous energy, dedication and hard work in the past year.

**Mr. Cao Zhong**

*Chairman*

Hong Kong, 21 September 2020

# MANAGEMENT DISCUSSION AND ANALYSIS

For the year ended 31 March 2020, the Group was principally engaged in expressway operations, compressed natural gas (“CNG”) gas stations operations, growing and sales of forage and agricultural products and timber operations.

## BUSINESS REVIEW

### Operation of Zhunxing Expressway

During the year ended 31 March 2020, the Group’s revenue was mainly contributed by toll income from the 265-kilometre heavy-haul toll expressway in Inner Mongolia (“Zhunxing Expressway”) operated by Inner Mongolia Zhunxing Heavy Haul Expressway Company Limited\* (內蒙古准興重載高速公路有限責任公司) (“Zhunxing”) which is indirectly held as to 86.87% by the Company. Zhunxing Expressway is strategically important to the energy resources logistics in the northern People’s Republic of China (the “PRC”) as it connects the major coal production area with the distribution centers in the region in a convenient and economical way.

According to the 2019 Coal Industry Development Annual Report\* (2019煤炭行業發展年度報告) published by the China Coal Industry Association\* (中國煤炭工業協會), the coal consumption and supply during 2019 were increased. The national coal consumption, raw coal production and coal imports were increased by 1%, 4% and 6.3% year-on-year, respectively. The coal stocks were kept at a reasonable level and the coal prices remained stable. Since the outbreak of the Coronavirus disease 2019 (COVID-19), the coal market has been facing a downward trend. Being affected by the COVID-19 epidemic situation, sales of downstream industries such as steel, coke, electricity, and cement were hindered, and coal demand was reduced significantly. Furthermore, as the recovery rate of domestic coal mine production was relatively fast whilst imported coals were clustered at customs clearance, the coal market was hit by oversupply, followed by declining coal prices during the first quarter of 2020. The above macroeconomic fluctuations have influenced the number of trucks using Zhunxing Expressway as a logistic channel, and thus affecting the overall traffic volume of Zhunxing Expressway.

For the year ended 31 March 2020, Zhunxing Expressway recorded an accumulated toll income of approximately RMB459.43 million (approximately HK\$514.36 million), representing a drop of approximately 36.96% from approximately RMB700.19 million (approximately HK\$815.92 million) for the last reporting year. The average daily traffic volume and average daily toll revenue of Zhunxing Expressway during the year are as follows:

	Average daily traffic volume (Number of vehicles)			Average daily toll revenue					
	2020	2019	Year-on-year change rate ("YOY")	(RMB in million)			(HK\$ in million)		
	2020	2019	YOY	2020	2019	YOY	2020	2019	YOY
Zhunxing Expressway	6,716	6,222	7.94%	1.43	1.93	-25.91%	1.60	2.24	-28.57%

Note: The traffic volume during the toll-free period under the Toll Fee Exemption Policy (as defined herein below) implemented to curb the COVID-19 outbreak is excluded from the computation of the average daily traffic volume. The average daily toll revenue for the year ended 31 March 2020 is calculated based on 321 days excluding the relevant toll-free period under the Toll Fee Exemption Policy, i.e. 17 February 2020 to 31 March 2020.

Upon traffic opening and commencement of toll collection of Zhunxing Expressway on 21 November 2013, the Group actively introduced measures and promotions to build client base. Apart from the economic factors aforementioned, other factors which hindered the growth of both traffic volume and toll income of Zhunxing Expressway during the year include but not limited to the following:

- (1) the implementation of the joint overload control on the expressways under the central and western toll collection network in Inner Mongolia Autonomous Region since March 2019 has bounded the vehicle tonnage of a single vehicle (the “Overload Control”), consequently resulted in a lower toll charged on each vehicle;

## MANAGEMENT DISCUSSION AND ANALYSIS

### **BUSINESS REVIEW** *(Continued)*

#### **Operation of Zhunxing Expressway** *(Continued)*

- (2) the expressways in Ordos City has reduced the entrance load limit of the six-axis single row drive wheel semi-trailers to 46 tons from September 2019, which reduced the traffic volume of 49 tons vehicles of the same type running on expressways within Ordos City;
- (3) the nationwide implementation of toll charging in accordance to vehicle (axle) type under the Implementation Plan of Deepening Reform of Toll Road System and Cancelling the Provincial Toll Station of Expressway\* (《深化收費公路制度改革取消高速公路省界收費站實施方案》) since 1 January 2020 has had a negative impact on the number of empty vehicles travelling on Zhunxing Expressway, which consequently lowered the overall toll revenue; and
- (4) the nationwide toll fee exemption policy for toll roads during the period of prevention and control of the COVID-19 has had an adverse impact on the toll revenue of Zhunxing Expressway. According to the Notice on Toll Fee Exemption for Vehicles on Toll Roads during the Prevention and Control Period of the Novel Coronavirus Pneumonia Disease\* (《關於新冠肺炎疫情防控工作期間免收收費公路車輛通行費的通知》) issued by the Ministry of Transport of the PRC on 15 February 2020, the tolls for all vehicles on all toll roads throughout the nations were waived from 00:00 on 17 February 2020 until the end of the epidemic prevention and control work (the "Toll Fee Exemption Policy"). On 28 April 2020, the Ministry of Transport issued the Announcement on Resumption of Toll Collection for Toll Roads\* (《關於恢復收費公路收費的公告》), pursuant to which the toll collection for toll roads (including toll bridges and tunnels) were resumed from 00:00 on 6 May 2020. Accordingly, the toll revenue of Zhunxing Expressway being exempted for the year ended 31 March 2020 (i.e. from 17 February 2020 to 31 March 2020) is estimated to be approximately RMB63 million, which is about 13.70% of the accumulated toll income for the year. The total toll revenue exempted under the entire Toll Fee Exemption Policy is estimated to be approximately RMB113 million from 17 February 2020 to 5 May 2020.

To mitigate the impact of the COVID-19 outbreak on the operation of Zhunxing Expressway, the management of Zhunxing has implemented appropriate cost control measures, including but not limited to streamlining the work schedule and allocation of employees based on the risk level in each region and ensuring the effective use of personal protective equipment, to protect the health and safety of the employees while maintaining liquidity of the company.

Upon the resumption of toll collection and the stabilization of the COVID-19 prevention and control situation, Zhunxing will carry on a number of measures to boost the growth in traffic volume and toll income of Zhunxing Expressway and attract more coal transport vehicles to utilize Zhunxing Expressway on a regular basis:

- (1) fine-tune its business strategies to seek revenue growth in this competitive market environment:
  - (i) executing a road maintenance program that is comprehensively planned and deployed under Zhunxing's policy to "normalize, standardize, and ensure the road conditions of Zhunxing Expressway preserve its best state". During the past six years, Zhunxing Expressway maintained good standards on road appearance and road condition, and thus fully realized the maintenance management objectives of "smooth, safe, comfortable and splendid" for an expressway; and
  - (ii) reinforcing a safe and expedient driving environment by implementing 24-hour patrol system to improve the service level and emergency response capability of the maintenance, road administration and traffic police personnel, with an aim to swiftly resolve spontaneous traffic incidents and minimize the time to restore traffic fluency on Zhunxing Expressway;

# MANAGEMENT DISCUSSION AND ANALYSIS

## **BUSINESS REVIEW** *(Continued)*

### **Operation of Zhunxing Expressway** *(Continued)*

- (2) follow up on new changes of relevant competitive routes or toll collection policy to maintain Zhunxing Expressway's competitive edge; and
- (3) focus on marketing activities to grow customer base. Zhunxing will explore the cooperation opportunities with the neighboring logistic base and coal chemical enterprises and promote Zhunxing Expressway's advantageous position in bringing together a coal transport process that reinforces traffic fluency, cost-saving and high efficiency.

### **CNG gas stations operation business**

For the year ended 31 March 2020, the Group through its wholly-owned subsidiary, Leshan Zhongshun Oil and Gas Company Limited\* (樂山中順油汽有限公司) ("Leshan") focused on the development of the new energy business sector based on CNG.

For the year ended 31 March 2020, Leshan realised sales of CNG of approximately 10,185 km<sup>3</sup> in total (2019: 10,576 km<sup>3</sup>), amounted to approximately HK\$33.38 million (2019: HK\$32.37 million).

To minimize the costs in upgrading the aging equipment for the two CNG gas stations held by Leshan and to further reduce the overall operation costs of the business, after careful consideration of the overall financial plan of Leshan, the entire CNG gas stations operation is leased to an independent third party for a period of 20 years from 1 February 2020, with an income of RMB1.00 million per annum.

### **Forage and agricultural product business**

The Group has commenced its business in the growing and sales of forage and agricultural products in May 2017 upon Ar Horqin Banner Xinze Agricultural & Animal Husbandry Company Limited\* (阿魯科爾沁旗鑫澤農牧業有限公司) ("Xinze") becoming a 60% owned subsidiary of the Group after the acquisition was completed on 10 May 2017.

The major factor attributes to the sales revenue of the forage is the level of local precipitation that affects the yield of the forage. Due to climate changes in recent years, especially affected by the multiple drastic changes in national temperature and the effect of cold currents since the second half of 2018, the production and sales of forage has been difficult to maintain at a sustainable level.

For the year ended 31 March 2020, no sales income was recorded under the forage and agricultural product business (2019: RMB12.09 million (approximately HK\$14.09 million)) as the production of sorghum silage has ceased (2019: 32,000 tons) as a result of the significant drop in local precipitation during the year and the reduction in product price due to the domestic economic slowdown.

In light of the local climate condition and Xinze's current operation under the domestic economic slowdown, the management of Xinze considers that the forage production and cattle breeding implementation will require additional investment in extensive irrigation equipment and wells rebuilding to recover and stabilize the productivity of the operation.

### **Forest operation**

With an aim to improve the cash flows of the Group, the Company will continue to look for opportunity to dispose its forestry related businesses in the PRC.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

### Revenue

The Group's revenue for the year ended 31 March 2020 was approximately HK\$567.56 million, representing a decrease of about 34.57% from approximately HK\$867.38 million for the last financial year. The Group's income was recognised under three reportable segments of the Group, namely expressway operations, CNG gas stations operation business, and others including timber operations and forage and agricultural business, contributed approximately HK\$514.36 million (90.63%), HK\$33.38 million (5.88%) and HK\$19.82 million (3.49%) (2019: HK\$815.92 million (94.07%), HK\$32.37 million (3.73%) and HK\$19.09 million (2.20%)) respectively to the Group's consolidated revenue.

Toll income from expressway operations of approximately RMB459.43 million (approximately HK\$514.36 million) (2019: RMB700.19 million (approximately HK\$815.92 million)) constituted the mainstream of the Group's revenue for the year ended 31 March 2020. Despite the average daily traffic volume of Zhunxing Expressway was increased by about 7.94% during the year, the decrease of about 36.96% in the annual toll revenue from the expressway operations was mainly attributable to the factors as discussed in the "Business Review" section, including but not limited to (i) the toll revenue exempted under the Toll Fee Exemption Policy during the outbreak of COVID-19, (ii) the reduction in tolls on a single vehicle after the implementation of the Overload Control and (iii) the drop in Chinese Yuan Renminbi to Hong Kong Dollar exchange rate.

### Cost of sales

The Group's cost of sales for the year ended 31 March 2020 was approximately HK\$762.81 million, representing a slight reduction of about 0.82% from HK\$769.08 million for the last financial year. The analysis of the Group's cost of sales is set out in Note 9(e) to the consolidated financial statements.

### Gross profit/loss

For the year ended 31 March 2020, the Group recorded a gross loss of approximately HK\$195.25 million as compared to a gross profit of approximately HK\$98.30 million for the last financial year.

### EBITDA

For the year ended 31 March 2020, the Group recorded a reduced EBITDA (defined as earnings before interest, tax, depreciation, amortization and non-cash changes in values of assets and liabilities) amounted to approximately HK\$320.37 million compared to the EBITDA of approximately HK\$709.32 million for the last financial year. The approximately 54.83% decrease in EBITDA was primarily driven by the reduced revenue from the expressway operations of the Group as aforementioned and the increase in the Group's selling and administrative expenses as discussed below. Detailed segment revenue and contribution to loss before income tax credit/expense of the Group are shown in Note 5 to the consolidated financial statements.

# MANAGEMENT DISCUSSION AND ANALYSIS

## **FINANCIAL REVIEW** *(Continued)*

### **Loss for the year**

The Group's net loss for the year ended 31 March 2020 was approximately HK\$3,590.22 million, representing an increase of 201.56% from approximately HK\$1,190.57 million. The substantial increase in net loss during the year was mainly attributable to the significant increase in impairment loss amounted to HK\$1,562.11 million on the concession intangible asset and HK\$51.18 million on related property, plant and equipment under the expressway operations of the Group due to the current economic slowdown in the PRC. No impairment loss on the concession intangible asset and related property, plant and equipment under the expressway operations was recognised for the year ended 31 March 2019.

For the purpose of impairment testing, the concession intangible asset under the Group's expressway operations section is allocated to a cash-generating unit (the "Expressway CGU"), and during the years ended 31 March 2020 and 31 March 2019, the recoverable amounts of the Expressway CGU were assessed by an independent valuation firm using value in use ("VIU") calculation.

Details of the VIU calculation and its key assumptions are set out in Note 14(b) to the consolidated financial statements. Among the key assumptions involved, toll revenue growth rates of various annum during the remaining exclusive operating period were estimated based on the traffic forecast data determined by an independent traffic consultant, in which the expected annual GDP growth rate in the PRC is a major driver of the expected traffic volume in the VIU calculation. In view of the slowdown of global economic growth due to the COVID-19 epidemic, the management of the Company considered it is reasonable to adopt conservative toll revenue growth rates in the VIU calculation for the year ended 31 March 2020 as compared to those of the year ended 31 March 2019 to align with the market expectation. In addition to the toll revenue growth rates, other factors considered by the management of the Company include but not limited to discount rate, vehicle types, existing road network, future transportation plan, potential environmental policies, proposed forthcoming development of Zhunxing Expressway and the actual operating results of Zhunxing Expressway during the respective year.

As at 31 March 2020, the recoverable amount of the Expressway CGU assessed by the independent valuation firm was lower than its carrying amount, resulting in the recognition of impairment loss on the concession intangible asset and related property, plant and equipment of the Expressway CGU. The impairment loss is non-cash in nature and the Board is of the view that it does not have any impact on the cash flow of the Group. Details on the proforma sensitivity analysis on the potential downside effects on the carrying amount of the Expressway CGU are set out in Note 4(b) to the consolidated financial statements.

Apart from the above, the Group's net loss for the year was primarily contributed by the finance costs of the Group amounted to approximately HK\$1,229.64 million (2019: HK\$1,094.99 million), the Group's selling and administrative expenses amounted to approximately HK\$168.78 million (2019: HK\$121.27 million) as set out in Note 9(f) to the consolidated financial statements and other impairment loss of property, plant and equipment amounted to approximately HK\$161.45 million (2019: HK\$15.61 million) as shown in Note 15 to the consolidated financial statements. The approximately 12.30% increase in finance costs of the Group was mainly due to the increase in default interest on bank borrowings.

# MANAGEMENT DISCUSSION AND ANALYSIS

## **FINANCIAL REVIEW** *(Continued)*

### **Loss for the year** *(Continued)*

On 31 January 2020, the Group's entire CNG gas stations operation was leased to an independent third party for a period of 20 years, with an income of RMB1.00 million per annum. Based on the present value of the total leasing income, the recoverable amount of the CNG gas stations operation cash-generating unit (the "Gas Stations CGU") was estimated to be lower than its carrying amount as at 31 March 2020. Accordingly, an impairment loss of goodwill, property, plant and equipment and right-of-use assets allocated to the Gas Stations CGU of approximately HK\$45.59 million (2019: Nil), HK\$16.27 million (2019: Nil) and HK\$7.83 million (2019: Nil) was recognised for the year ended 31 March 2020, respectively.

For the purpose of estimating the fair value of the Group's biological assets in the PRC as at 31 March 2020, an independent valuation was performed by LCH (Asia-Pacific) Surveyors Limited (the "Valuer"), a firm of qualified professional surveyors and international valuation consultants with over 20 years of valuation experience. The Board is satisfied that the Valuer is independent and competent to conduct the valuation. As at 31 March 2020, the Group has recorded a gain on the change in fair value less costs to sell of biological assets amounted to approximately HK\$6.39 million (2019: HK\$4.46 million). Further details on the qualifications of the Valuer, valuation methodology and assumptions, material input used in the valuation and sensitivity analysis in relation to the valuation of the biological assets are set out in Note 19 to the consolidated financial statements.

The loss attributable to owners of the Company for the year ended 31 March 2020 was approximately HK\$3,154.70 million (2019: HK\$1,072.41 million). The basic loss per share attributable to owners of the Company for the year was HK\$0.42 as compared with HK\$0.14 for the last financial year. No diluted loss per share was presented for the year ended 31 March 2020 and 31 March 2019 as all share options of the Company were expired during the year ended 31 March 2019 and there were no potential ordinary shares of the Company in issue during the year.

## **LIQUIDITY REVIEW**

The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term. The Group's assets portfolio is mainly financed by its borrowings and debt securities.

As at 31 March 2020, the Group was in a net liabilities position of approximately HK\$7,514.70 million as compared to a net liabilities position of HK\$3,912.83 million as at 31 March 2019.

As at 31 March 2020, contractual maturities based on contractual undiscounted cash flows of approximately HK\$20,653.16 million, HK\$1.46 million, HK\$849.01 million and HK\$4.28 million (2019: HK\$9,751.03 million, HK\$919.67 million, HK\$3,348.53 million and HK\$11,412.46 million) were required to be repaid within 1 year or on demand, after 1 year but within 2 years, after 2 years but within 5 years and after 5 years, respectively.

The gearing ratio of the Group, measured as total liabilities to total assets, was 157.89% as at 31 March 2020 (2019: 123.80%).

As at 31 March 2020, the Group had cash and bank balances of approximately HK\$32.31 million (2019: HK\$38.91 million) and its available banking facilities were amounted to approximately HK\$10,970.95 million (2019: HK\$11,781.45 million), which have been fully utilized (2019: HK\$11,781.45 million).



# MANAGEMENT DISCUSSION AND ANALYSIS

## **LIQUIDITY REVIEW** *(Continued)*

### **Borrowings**

The Group's outstanding borrowings, all being denominated in RMB, amounted to approximately HK\$10,970.95 million (2019: HK\$11,781.45 million), represented approximately 53.53% of the Group's total liabilities as at 31 March 2020 (2019: 57.89%). Approximately HK\$438.31 million (2019: HK\$469.15 million) of the Group's outstanding borrowings were charged at fixed rates.

As the expressway operation is a capital intensive industry, the Group's outstanding borrowings amounted to RMB10,043.53 million (approximately HK\$10,968.95 million), were obtained and drawn down primarily for the construction of Zhunxing Expressway as at 31 March 2020. The syndicated loan facilities of RMB8,722.30 million (approximately HK\$9,525.97 million) (the "Syndicated Loans") granted by several PRC banks (the "Banks") in December 2012 were secured by Zhunxing's receivables of toll income. Furthermore, Zhunxing obtained and drawn down loan facilities amounted to RMB1,321.23 million (approximately HK\$1,442.98 million) from several authorized financial institutions in the PRC, of which RMB921.74 million (approximately HK\$1,006.67 million) was secured by a combination of (i) Zhunxing's receivables of toll income, (ii) the Group's equity interests in Zhunxing and/or (iii) certain Zhunxing's investments.

As part of the asset restructuring process with the Banks (as set out in the "Material Events" section), the Syndicated Loans were regarded as default before the derecognition of the Syndicated Loans by the Banks. Accordingly, the Group's outstanding borrowings were all classified under current liabilities as at 31 March 2020.

### **Significant investments, acquisitions and disposals**

During the year ended 31 March 2020, the Group did not have any significant investments. Save as disclosed under the "Material Events" section below, the Group did not have any material acquisitions or disposals of subsidiaries, associates or joint ventures during the financial year.

### **Capital commitments**

The Group's capital commitments outstanding as at 31 March 2020 dropped by approximately 6.74% to approximately HK\$21.35 million (2019: HK\$22.90 million), representing the capital expenditure arising from the acquisition of property, plant and equipment under the expressway operations sector.

### **Going concern**

During the year ended 31 March 2020, the Group suffered a net loss of approximately HK\$3,590.22 million (2019: HK\$1,190.57 million), and as at 31 March 2020, the Group had net current liabilities of approximately HK\$19,462.57 million (2019: HK\$8,996.02 million) and net liabilities of approximately HK\$7,514.70 million (2019: HK\$3,912.83 million).

As at 31 March 2020, the Group was in default in the repayment of the bank borrowings of HK\$10,532.64 million (2019: HK\$Nil), promissory note of HK\$Nil (2019: HK\$315.00 million), non-convertible bonds with aggregate carrying amounts of approximately HK\$4,395.65 million (2019: HK\$4,395.65 million) and other borrowings of approximately HK\$438.31 million (2019: HK\$469.15 million). These debts, together with the outstanding default interests accrued thereon of approximately HK\$1,886.01 million (2019: HK\$1,186.18 million), totaling approximately HK\$17,252.61 million (2019: HK\$6,365.98 million) are classified under current liabilities as at 31 March 2020. These conditions indicate the existence of multiple material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realize its assets and discharge its liabilities in the normal course of business.

# MANAGEMENT DISCUSSION AND ANALYSIS

## **LIQUIDITY REVIEW** *(Continued)*

### **Going concern** *(Continued)*

In view of the circumstances, the Board has undertaken and/or is in the progress of implementing various measures (the "Measures") to improve the Group's liquidity position as set out in the below section headed "Remedial Measures To Address the Audit Qualification". Up to the date of this annual report, the Measures have not been completed. Assuming the successful implementation of the Measures, a cash flow forecast of the Group was prepared for a period covered not less than twelve months from the date of approval of the consolidated financial statements (the "Approval Date") (the "Cash Flow Forecast"). With reference to the Cash Flow Forecast, the Board is of the opinion that the Group will have sufficient working capital to meet its financial obligation as and when they fall due in the next twelve months from the Approval Date. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Due to the potential interaction of the multiple uncertainties relating to going concern and their possible cumulative effect on the consolidated financial statements as described under the "Basis For Disclaimer Of Opinion" section in the Independent Auditor's Report, the auditor of the Company (the "Auditor") was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the consolidated financial statements. Accordingly, the Auditor issued a disclaimer of opinion in relation to the consolidated financial statements of the Group for the year ended 31 March 2020 (the "Audit Qualification").

Further discussions in relation to the Audit Qualification and the Company's proposed Measures on going concern to address the Audit Qualification are set out on page 16 to 17 of this annual report.

### **Treasury policy**

The Group's business operations, assets and liabilities are dominated mainly in Hong Kong dollars, Renminbi, Australian dollars and US dollars. There was no significant foreign exchange gain or loss recognised during the year. The management will review from time to time of potential foreign exchange exposure and will take appropriate measures to minimize the risk of foreign exchange exposure in the future.

The Group did not use any financial instruments for hedging purposes and did not have foreign currency investments being hedged by foreign currency borrowings and other hedging instruments.

## **MATERIAL EVENTS**

### **Replacement of Promissory Note**

On 16 April 2019, the Company issued new promissory notes of an aggregate principal amount of approximately HK\$683 million with coupon interests of 5.00% per annum for a term of five years (the "New Promissory Notes") on a dollar-for-dollar basis to replace and supersede the old promissory note with a principal amount of HK\$280,000,000 and its accrued and default interests (the "Old Promissory Note") which was issued to China Alliance International Holding Group Limited (中聚國際控股集團有限公司) ("China Alliance") on 9 February 2010.

The Old Promissory Note bore interests at 1.50% per annum payable quarterly commencing from the date of the issue by 14 installments of HK\$20,000,000 each with the interest accrued thereon. On 23 May 2012, the Company and China Alliance signed a supplemental agreement pursuant to which the repayment terms of the promissory note were extended and the Company is required to pay a default interests at 18.25% per annum.

Further details on the issue of the Old Promissory Note and the New Promissory Notes are set out in the announcement of the Company dated 21 May 2009 and 16 April 2019, respectively.

# MANAGEMENT DISCUSSION AND ANALYSIS

## **MATERIAL EVENTS** *(Continued)*

### **Update on Debt Restructuring**

As at 31 March 2020, the Group has bank borrowings in the total amount of approximately HK\$10,970.95 million. Such borrowings mainly consisted of Syndicated Loans of approximately RMB8,722.30 million (equivalent to approximately HK\$9,525.97 million) granted by several PRC Banks in December 2012. As announced by the Company on 5 September 2019, the Company was informed that the Banks intended to optimise their loan portfolios by derecognizing and reorganising the Syndicated Loans asset by legal process to other interested parties. However, the Banks have to go through certain legal proceedings with the Group including filing of civil actions, court-directed mediations, entering into of settlement agreement(s), execution(s) of settlement agreement(s) and derecognition of the Syndicated Loans, which would be expected to take approximately six months to complete.

By the end of December 2019, settlement agreements have been entered into between the Banks and the Group. After several communication with the Banks, the Group is given to understand that the derecognition of the Syndicated Loans would initiate in June 2020. As at the date of this annual report, the Group continues to work with the Banks to facilitate their asset restructuring, which is expected to be concluded by September 2020. Upon completing the derecognition of the Syndicated Loans, the Banks will coordinate with the Group's restructuring to resolve Zhunxing's non-performing loans and operating risks, which is conducive to the healthy development of the Group in the future.

During the process of asset restructuring with the Banks, another PRC bank lender (the "Lender") applied to freeze Zhunxing's receivables of toll income amounted to approximately HK\$247.32 million as at 31 March 2020 to protect its interest. After some discussions between the Banks and the Lender, the Lender intends to enter into a settlement agreement with the Company. The negotiation on the settlement agreement is expected to commence following the Banks' derecognition of the Syndicated Loans.

### **Demand notices from a PRC Creditor**

On 29 October 2018, the Company received six demand notices all dated 26 October 2018 addressed to the Company and Cheer Luck Technology Limited ("Cheer Luck") from a PRC creditor (the "Creditor") of Zhunxing. On 2 October 2017, certain borrowing of Zhunxing has fallen due and Zhunxing is unable to pay the aforesaid borrowing by the due date. The Company and Cheer Luck acted as guarantors for Zhunxing in respect of the said debt.

As a result, the Creditor issued the demand notices to each of the Company and Cheer Luck, claiming for immediate repayment of an aggregate sum of approximately RMB606.11 million, being the total amount of the outstanding principal, accrued interests and default interests owed by Zhunxing to the Creditor, within 3 weeks from the date of service of such demand notices.

As at the date of this annual report, the Company is still in negotiation with the Creditor with a view to reach a consensus on the repayment proposal.

## MANAGEMENT DISCUSSION AND ANALYSIS

### MATERIAL EVENTS *(Continued)*

#### Outstanding Non-convertible Bonds

As at the date of this annual report, details of the non-convertible bonds of the Company in the aggregate principal amount of HK\$4,032.00 million (the "Outstanding Bonds") are as follows:

Holders of Outstanding Bonds	Principal amount (HK\$)	Maturity date	Default interest rate as at 31 March 2020 (per annum)
China Life Insurance (Overseas) Company Limited	800,000,000	10 February 2016	5.000%
China Life Insurance (Overseas) Company Limited	700,000,000	24 January 2017	5.000%
Cross-Strait Capital Limited	32,000,000	10 February 2016	5.000%
Dr. Lo Ka Shui	36,000,000	3 March 2016	5.000%
Dr. Lo Ka Shui	35,000,000	3 September 2016	5.000%
Li Ka Shing (Canada) Foundation	464,000,000	3 March 2016	5.000%
Li Ka Shing (Canada) Foundation	465,000,000	3 September 2016	5.000%
Strait Capital Service Limited	800,000,000	24 January 2017	5.000%
Strait CRTG Fund, L.P.	700,000,000	24 January 2017	5.000%
Total	4,032,000,000		

The Group is negotiating with its creditors, including but not limited to the holders of the Outstanding Bonds, for possible standstill or rescheduling of the repayment of debts owing by the Group. Up to the date of this annual report, no agreement has been reached.

#### Proposed Disposal of 71% Equity Interests in Zhunxing and the Undertaking of the Buy-back Obligation or Options

##### Disposal Agreement A

On 28 December 2016, the Company as guarantor and its wholly-owned subsidiary Cheer Luck acting as vendor, entered into a disposal agreement with Inner Mongolia Yuanheng Investment Co. Ltd.\* (內蒙古源恒投資有限公司) ("Purchaser A"), pursuant to which Cheer Luck has conditionally agreed to sell, and Purchaser A has conditionally agreed to acquire 25% equity interests of Zhunxing at RMB1,125.00 million (equivalent to HK\$1,260.00 million) ("Disposal Agreement A") with an option to buy back (the "Disposal A").

On 18 December 2017, Cheer Luck and Purchaser A entered into a supplemental agreement to amend the aforesaid consideration to RMB1,145.00 million (equivalent to approximately HK\$1,282.40 million) pursuant to a valuation report (the "Consideration A"). A fund company, Wulanchabu Zhongshi Yuanheng Logistics Management Centre (Limited Partnership)\* (烏蘭察布市中實源恆物流產業管理中心(有限合夥)) (the "Fund Company"), was established by Purchaser A at its sole discretion to facilitate its internal funding arrangement and the settlement of Consideration A. The Directors expect that the net proceeds from Disposal A, after deducting the expenses directly attributable thereto, will be approximately RMB1,139.64 million (equivalent to approximately HK\$1,276.40 million).

On 16 April 2018, the Disposal Agreement A and all the transactions contemplated thereunder were approved at the extraordinary general meeting of the Company.

As at the date of this annual report, all payments from Purchaser A are delayed and remained outstanding as the Fund Company requires additional time to facilitate the internal funding arrangement for settlement of Consideration A.

# MANAGEMENT DISCUSSION AND ANALYSIS

## **MATERIAL EVENTS** *(Continued)*

### **Disposal Agreement B, C and D**

On 30 December 2016, the Company as guarantor and Cheer Luck as vendor entered into a disposal agreement with each of the following purchasers:

- (i) Hohhot Economic and Technological Development Zone Investment and Development Group Co. Ltd.\* (呼和浩特經濟技術開發區投資開發集團有限責任公司), for the sale and purchase of 18% equity interests of Zhunxing at a consideration equals to 18% of the net asset value of Zhunxing as at 31 December 2016 ("Disposal Agreement B");
- (ii) Hohhot Huizeheng Investment Co. Ltd.\* (呼和浩特惠則恒投資有限責任公司) ("Purchaser C"), for the sale and purchase of 18% equity interests of Zhunxing at a consideration equals to 18% of the net asset value of Zhunxing as at 31 December 2016 ("Disposal Agreement C"); and
- (iii) Deyuan Xingsheng Industrial Co. Ltd.\* (德源興盛實業有限公司), for the sale and purchase of 10% equity interests of Zhunxing at a consideration equals to 10% of the net asset value of Zhunxing as at 31 December 2016 ("Disposal Agreement D").

Up to the date of this annual report, an aggregate of RMB225,000,000 (equivalent to approximately HK\$273,579,000) refundable earnest monies were paid by Purchaser C to facilitate further negotiation in respect of the disposal of 18% equity interests in Zhunxing. The earnest monies will be settled as part of the consideration of the aforesaid disposal when the transaction is completed. The earnest monies were applied to pay the Group's borrowings and related interest.

As at the date of this annual report, the three purchasers have not prepared the terms of the supplemental agreements and no revised timetable has been agreed.

Each of the above disposal agreements is not inter-conditional and shall be completed separately. In light of the recent challenging economic environment arising from the outbreak of COVID-19 epidemic, the progress on the proposed disposals of the 71% equity interests in Zhunxing has been in a standstill position. Given the Company's imminent funding needs, the Board is of the view that continuing to pursue the above proposed disposals of Zhunxing may not be in the interest of the Company and its shareholders as a whole, and is considering to terminate the above disposal agreements. The Company will actively seek other potential purchasers to dispose the 71% equity interests in Zhunxing and the proceeds will be used to repay partially the principal amounts of the Outstanding Bonds. Further announcement(s) will be made by the Company as and when appropriate.

Details on the arrangement of proposed disposals and buy-backs of the 71% equity interests in Zhunxing are set out in the announcements of the Company dated 9 January 2017, 30 March 2017, 30 June 2017, 29 September 2017, 18 December 2017, 16 April 2018 and 12 August 2019 and the circular of the Company dated 26 March 2018.

### **Bankruptcy Petition filed against a Director**

As disclosed in the Company's announcement dated 23 September 2019, the chairman and an executive director of the Company, Mr. Cao Zhong ("Mr. Cao") confirmed that Li Ka Shing (Canada) Foundation ("LKSCF") had filed a bankruptcy petition against him (the "Bankruptcy Petition"). Neither the Company nor any of its subsidiaries is a party to the Bankruptcy Petition.

The Bankruptcy Petition was due to the 9% convertible bonds issued by the Company to LKSCF on 3 September 2013 (the "Bonds") which matured on 3 September 2015 and remained outstanding. As disclosed in the Company's announcement dated 14 August 2015, the repayment date of the Bonds had been extended, and Mr. Cao also provided LKSCF with personal guarantee as to the due performance of all the obligations of the Bonds. The outstanding principal of the Bonds, together with the accrued interests and the accrued default interests exceeds HK\$1.1 billion as at the date of this annual report.

On 13 January 2020, the legal representative of Mr. Cao informed the Company that the Bankruptcy Petition was withdrawn by LKSCF on 8 January 2020.

Please refer to the announcements of the Company dated 14 August 2015, 23 September 2019, 27 September 2019 and 13 January 2020 for details.

## MANAGEMENT DISCUSSION AND ANALYSIS

### PROSPECTS

Heading into 2020, the outbreak of the COVID-19 epidemic and escalation of trade tensions have plunged the world's economy into a global recession. During the first quarter of 2020, the Chinese economy recorded a rare year-on-year decline. To combat the challenges on economic recovery arising from the COVID-19 epidemic, the PRC targets to focus on stabilizing the economic fundamentals and implementing a mission of "Six Guarantees", that is, to secure the employment of residents, basic livelihood of the citizens, market participants, food and energy security, supply chain stability and operation of basic level. With a steady progress on the "Six Guarantees" and policy implementation on expanding the domestic demand during the second half of 2020, the national industrial and economic growth rates are expected to return to their proper level, and the coal demand will be higher than that in the first half of the year, bringing about an upturn in the transportation industry.

Since the outbreak of the COVID-19 epidemic, a wide range of prevention and control measures have been adopted throughout the PRC to curb the disease. The nationwide Toll Fee Exemption Policy, which was effective from 17 February 2020 to 5 May 2020, is having a negative impact on the Group's financial performance for the financial year ended 31 March 2021. To mitigate the impact of the COVID-19 outbreak on the Group, the management of the Group will continue to implement appropriate workplace controls to protect the employees and cost control measures such as renegotiating contracts with suppliers or service providers to improve the Group's liquidity position.

From time to time, environmental protection measures are being imposed by the relevant authorities in the PRC which influence the growth of the traffic volume and toll income of Zhunxing Expressway. In March 2020, as affected by the environmental protection and other policy factors, the Xinghe Miaoliang Logistics Park of Wulanchabu was closed for rectification. Overhead restrictions were installed at the entrances of the logistic park to prohibit the passage of large trucks. Such measure is expected to persist until September 2020 and the traffic volume of the relevant road section of Zhunxing Expressway is expected to be affected.

Once the national epidemic prevention and control situation stabilizes, the national coal industry will continue to implement effective coal de-capacity policy in the PRC to maintain a safe and stable supply of energy, and along with the forthcoming development of Zhunxing Expressway, especially the inter-connection with the Zhangjiakou city road section to facilitate the direct passage to Hebei province, the traffic volume and toll income of Zhunxing Expressway are expected to grow, bringing a turnaround to profit in the long run.

Given the Company's imminent funding needs to meet its short-term financial obligations, the Company will prioritize to explore all possible avenues, including but not limited to right issue, open offer, placing of new shares and issuance of new convertible bonds, disposing assets of the Group and identifying other purchasers to dispose the interest in Zhunxing, to generate capitals to repay the Outstanding Bonds and other outstanding borrowings. The Board will continue to look out for opportunities to strengthen the Group's financial position under this challenging economic environment, and strive to maximize the benefits of the Shareholders as a whole.

## MANAGEMENT DISCUSSION AND ANALYSIS

### REMEDIAL MEASURES TO ADDRESS THE AUDIT QUALIFICATION

The Auditor did not express opinion on the consolidated financial statements of the Group for the years ended 31 March 2019 and 31 March 2020 due to the potential interaction of the multiple uncertainties relating to going concern and their possible cumulative effect on the consolidated financial statements.

In order to address the issues, up to the date of this annual report, the Group continues to focus on implementing the following Measures to improve the Group's liquidity position:

- (i) negotiating with the Banks and other financial institutions on debt restructuring and/or standstill of debt repayment.

As mentioned in the section headed "Material Events" on page 12 of this report, the Group has been working with the Banks to facilitate a smooth completion of the Banks' asset restructuring by derecognizing and reorganizing the Syndicated Loans asset, which is expected to be completed by September 2020. The Banks will then coordinate with the Group's restructuring to resolve Zhunxing's non-performing loans and operating risks, which will be conducive to the healthy development of the Group in the future. Following the Banks' derecognition of the Syndicated Loans, the Company will negotiate with other financial institutions to enter into settlement agreement(s).

- (ii) negotiating with its other creditors, including but not limited to the holders of the Outstanding Bonds, for possible standstill or rescheduling of the repayment of debts owing by the Group, or entering into settlement agreements. Up to the date of this annual report, no agreement has been reached.
- (iii) negotiating with external parties to raise funds for financing the Group's working capital and to partially repay the Outstanding Bonds and other outstanding borrowings.

As aforesaid in the "Material Events" section on pages 13 to 14, as the progress on the proposed disposals of the 71% equity interests in Zhunxing is in a standstill position due to the current economic slowdown, the Company is considering to terminate the disposal agreements and actively identify other potential purchasers to dispose the 71% equity interests in Zhunxing to raise funds for working capital and to repay partially the principal amounts of the Outstanding Bonds and other outstanding borrowings.

As at the date of this annual report, none of the above Measures has been completed. As the above Measures involve on-going negotiations and communications with various external parties, potential purchasers and creditors, it is difficult to define a definite timetable on the completion of the Measures. Notwithstanding, the Board will strive to complete the above Measures before the financial year ending 31 March 2021.

In addition, the Company will also explore other avenues (including but not limited to disposing other assets of the Group, identifying purchasers to dispose the unsold interests in Zhunxing and carrying out fund raising activities such as rights issue, open offer, placing of new shares and issuance of convertible bonds) to finance the Group's working capital and to repay the Outstanding Bonds and other outstanding borrowings.

## MANAGEMENT DISCUSSION AND ANALYSIS

### IMPACT OF THE AUDIT QUALIFICATION ON THE GROUP'S FINANCIAL POSITION

Had the Group failed to continue business as a going concern, adjustments would have been made to the consolidated financial statements to restate the value of assets to their recoverable amounts, to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively, and to make provision for further liabilities that may arise. The effects of these potential adjustments have not been reflected in the consolidated financial statements of the Group for the year ended 31 March 2020.

### NEXT FINANCIAL STATEMENTS

Based on the Company's discussion with the Auditor, as the Audit Qualification relates to the Company's ability to continue as a going concern, in preparing the financial statements for the year ending 31 March 2021, the Board will be responsible for assessing the Company's ability to continue as a going concern and the appropriateness of preparing the Group's consolidated financial statements on a going concern basis with reference to the conditions and circumstances as at 31 March 2021. The Auditor will obtain sufficient appropriate audit evidence to assess the appropriateness of the Board's application of going concern basis in the preparing the Group's consolidated financial statements, and based on the audit evidence obtained, to determine whether multiple uncertainties exist in relation to the Company's going concern issue.

The Board's assessment of the Company's ability to carry on as a going concern as at 31 March 2021 will take into consideration the relevant conditions and circumstances, and also a then cash flow forecast of the Group for a period covering not less than twelve months from the date of approval of the consolidated financial statement for the year ending 31 March 2021.

Because of the foregoing, as at the date of this annual report, the Auditor is unable to confirm whether the Audit Qualification will be removed for the annual results for the year ending 31 March 2021. However, assuming all the Measures are successfully implemented as planned, sufficient and appropriate audit evidence is obtained by the Auditor and the Board is satisfied that the Company can continue business as a going concern, barring any unforeseen circumstances, it is likely that the annual results for the year ending 31 March 2021 will be free of the Audit Qualification.

### PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties that are considered to be of significance to affect the Group's businesses, operational performance and financial conditions include but not limited to the following:

#### Financial Risks

The Group's exposure to financial risks arising from the Group's business and financial instruments include the interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk, details of which are set out in Note 44 to the consolidated financial statements.

In view of the Group's short and long term liquidity requirements as detailed in Note 44 to the consolidated financial statements, the Group has been implementing various measures as set out in Note 3(c) to the consolidated financial statements to improve its liquidity position. The ability of the Group to meet its liquidity requirements and continue as a going concern is highly dependent on the future outcomes of the proposed measures.



# MANAGEMENT DISCUSSION AND ANALYSIS

## **PRINCIPAL RISKS AND UNCERTAINTIES** *(Continued)*

### **Business Risks**

The expressway operations business, the CNG gas stations operation and the growing and sales of forage and agricultural products operation are closely related to the changes in business, competitive, regulatory, political or economic environment in which the Group operates, which may have significant impact to the Group's financial performance and conditions.

#### **(i) Economic environment**

The traffic volume and toll revenue of the Group's expressway operation is closely correlated to the macroeconomy, where macroeconomic fluctuations are likely to result in changes of the transport capacity influenced by the economic activities. The COVID-19 epidemic is an unprecedented crisis that brings challenge to the Chinese and global economy. Furthermore, new circumstances such as the escalation of trade tensions are also factors that pressure the global economy. Together, these factors will bring uncertainty to the operating performance of the expressway operation business. The Group will continue to analyze the macroeconomic environment and implement appropriate strategies to reduce the impact of economic fluctuations on the financial performance of the Group's expressway operation.

#### **(ii) Transportation-related policy**

The operating performance of the Group's expressway operation is sensitive to the PRC government's policies in respect of the transportation industry, such as tolling policy, toll collection method, traffic regulation and transportation networks. Such changes may have an adverse impact on the traffic volume and toll revenue of the expressway operation from time to time. The Group will monitor the relevant government policies and ensure timely business decisions will be made in response to the policy changes to minimize its impact to the Group's expressway operation.

#### **(iii) Natural disasters or outbreak of contagious diseases**

For the Group's expressway operation, in case of floods, earthquakes, storms and other unforeseen natural disasters where the toll road is likely to be severely damaged, the expressway business may not be in operation normally. In case of fog, severe snow and ice, the toll road may be closed during the affected time. These situations will have an adverse impact on the traffic volume and toll revenue of the expressway operation. The Group's business could also be adversely affected by the outbreaks of contagious diseases such as the COVID-19 or other diseases that may affect the livelihood of people. Travel restrictions and quarantine control may negatively affect the economic demand of commodities and productivity of the workforce, which may adversely affect the financial performance and financial position of the Group. To minimize the impact of possible destructions arising from natural disasters, the Group will continue to implement preventive measures to emphasize on the maintenance of good road condition. Workplace controls and cost control measures are continued to be implemented by the Group to minimize any adverse impact arising from any outbreak of diseases.

### **Legal and Compliance Risk**

The Group is exposed to the risk of loss resulting from non-compliance with applicable laws, regulations or contractual obligation. External legal advices are sought on potential business transactions or projects where appropriate to limit such risks.

The above list is non-exhaustive as there may be other risks and uncertainties arise resulting from changes in the prevailing market conditions, laws and regulations and other conditions over time.

## MANAGEMENT DISCUSSION AND ANALYSIS

### COMPLIANCE WITH LAWS AND REGULATIONS

While the Company is listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the Group’s main operation, namely the expressway operations business, is conducted by the Company’s subsidiaries in the PRC. Accordingly, the Group’s main operation shall comply with the relevant laws and regulations in the PRC and Hong Kong. During the year ended 31 March 2020 and up to the date of this annual report, the Group was not aware of any non-compliance with any applicable laws and regulations that had a significant impact on it.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to environmental protection by conducting its operations and activities in an environmentally responsible and sustainable manner. The Group’s environmental policy encourages its employees to maintain green offices by means of conservation on energy and other natural resources, reduction in materials consumption, waste reduction, recycling and green procurement under reasonable circumstances. During the year ended 31 March 2020 and up to the date of this annual report, the Group’s environmental performance has been monitored on a regular basis. The Group’s environmental policies and performance for the year ended 31 March 2020 are set out on pages 42 to 52 of this annual report.

### KEY RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that employees, customers, suppliers, creditors and Shareholders are keys to the sustainable development and success to the Group. The Group maintains regular communications with its Shareholders and other stakeholders through various channels including but not limited to telephone hotlines, general meetings and the publication of corporate communications in the form of announcements, reports or circulars.

The Group places significant emphasis on building strong connection with its employees. To strengthen employee engagement, the Group provides a fair workplace together with competitive remuneration and a range of opportunities for career advancement to ensure its employees are rewarded on performance-related basis.

With a view to strengthen business growth and profitability in the long run, the Group is dedicated to build long lasting relationship with its customers by addressing their needs and concern in a timely manner through a well-established mechanism on customer support and complaints.

The Group also establishes long-term relationship with its professional service providers and appreciates the expertise and strengths offered in the past which enable the Group to consistently maintain quality standards.

The Group recognises the importance in building up and maintaining good relationship with its creditors. The Group continues to place its efforts on restructuring the Group’s outstanding debts and improving the financial position of the Group.

# DIRECTORS' REPORT

The Directors present herewith their annual report together with the audited consolidated financial statements for the year ended 31 March 2020.

## PRINCIPAL PLACE OF BUSINESS

The Company is an exempted Company incorporated in the Cayman Islands with limited liability. The address of its registered office is the office of Sterling Trust (Cayman) Limited, Whitehall House, 238 North Church Street, P.O. Box 1043, George Town, Grand Cayman, KY1-1102, Cayman Islands. Its principal place of business is located at Unit Nos. 11-12, Level 10, Tower 1, Millennium City 1, No. 388 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong.

## PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

During the year under review, the Company is principally engaged in investment holding.

The activities of the Company's subsidiaries as at 31 March 2020 are set out in Note 23 to the consolidated financial statements. During the year under review, the Group was principally engaged in expressway operations, CNG gas stations operations, growing and sales of forage and agricultural products and timber operations.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, are set out on pages 4 to 19 of this annual report. This discussion forms part of the Directors' report.

## SEGMENT INFORMATION

Details of the segment information are set out in Note 5 to the consolidated financial statements.

## MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2020, the aggregate amount of purchases attributable to the Group's five largest suppliers amounted to less than 30% of the total purchase of the Group.

The aggregate amount of revenue attributable to the Group's five largest customers amounted to less than 30% of the total revenue of the Group during the year.

Accordingly, a corresponding analysis of major customers and suppliers is not presented.

At no time during the year have the Directors, their associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company (the "Shares")) had any interest in those major customers and suppliers.

## RESULTS AND DIVIDENDS

The results of the Group are set out in the consolidated statement of profit or loss on page 55 of this annual report and in the accompanying notes to the consolidated financial statements.

The Directors do not recommend any payment of final dividend for the year ended 31 March 2020 (2019: Nil).

## DIRECTORS' REPORT

### DIVIDEND POLICY

The Group's dividend policy (the "Dividend Policy") does not have any pre-determined dividend distribution ratio. The Board has the discretion to declare and distribute dividends to the Shareholders in accordance with the Company's Memorandum and Articles of the Association, the Companies Law of the Cayman Islands and all applicable laws, rules and regulations. In considering whether to propose a dividend and in determining the dividend amount, the Board will take into account factors such as the Group's general financial condition, profitability, business performance, debt level and liquidity position for the financial year, the Group's expected working capital requirements and future expansion plans, any restrictions on dividend distribution that may be imposed by the Group's creditors, the general economic conditions and any other factors which the Board considers appropriate. The Board will review the Dividend Policy from time to time and there can be no assurance that a dividend will be distributed in any particular form or amount for any given period.

### SHARE PREMIUM AND RESERVES

Movements in the share premium and reserves of the Group and the Company during the year are set out on page 59 of this annual report and Note 38 to the consolidated financial statements respectively.

Under the Cayman Islands Companies Law, the funds in share premium account are distributable to Shareholders, subject to the condition that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business. As at 31 March 2020, the Company had no reserves available for distribution to Shareholders (2019: Nil).

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 15 to the consolidated financial statements.

### SUBSIDIARIES

Particulars of the principal subsidiaries of the Group as at 31 March 2020 are set out in Note 23 to the consolidated financial statements.

### CHARGES ON ASSETS

As at 31 March 2020, the Group has pledged the equity interests in (i) Inner Mongolia Berun New Energy Company Limited\* (內蒙古博源新型能源有限公司); (ii) Inner Mongolia Zhunxing Expressway Service Areas Management Company Limited\* (內蒙古准興高速服務區管理有限責任公司); and (iii) Zhunxing to secure part of the Group's borrowings.

### BORROWINGS

Particulars of borrowings of the Group as at 31 March 2020 are set out in Note 31 to the consolidated financial statements.

### CONTINGENT LIABILITIES

Save as disclosed in Note 47 to the consolidated financial statements, the Group had no material contingent liabilities as at 31 March 2020.

### SHARE CAPITAL

Details of the Company's share capital are set out in Note 35 to the consolidated financial statements. There were no movements in the share capital of the Company during the year ended 31 March 2020.

## DIRECTORS' REPORT

### NON-CONVERTIBLE BONDS

As at 31 March 2020, the outstanding principal amounts of the non-convertible bonds of the Company amounted to HK\$4,032.00 million. Details of the non-convertible bonds of the Company are set out in the "Material Events" section on page 13 of this annual report and Note 33 to the consolidated financial statements.

### PROMISSORY NOTES

As at 31 March 2020, the outstanding principal amounts of the promissory notes of the Company amounted to approximately HK\$683.35 million. Details of the promissory notes of the Company are set out in Note 30 of the consolidated financial statements.

### FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the past five financial years, as extracted from the audited consolidated financial statements and reclassified as appropriate, is set out on page 144 of this annual report. The summary does not form part of the consolidated financial statements.

### RELATED PARTY TRANSACTIONS

The related party transactions in Note 42 to the consolidated financial statements have been disclosed in accordance with the Hong Kong Accounting Standard 24 "Related Party Disclosures" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and did not constitute connected transactions nor continuing connected transactions under the definition of Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

There were no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries during the year ended 31 March 2020.

### DIRECTORS

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

#### Executive Directors:

Mr. Cao Zhong  
Mr. Fung Tsun Pong  
Mr. Gao Zhiping  
Mr. Tsang Kam Ching, David  
Mr. Jiang Tao  
Mr. Duan Jingquan

#### Non-executive Director:

Mr. Suo Suo Stephen (*resigned on 21 May 2020*)

#### Independent Non-executive Directors:

Ms. Chan Chu Hoi (*appointed on 21 November 2019*)  
Mr. Jing Baoli  
Mr. Bao Liang Ming  
Mr. Xue Baozhong  
Mr. Yip Tak On (*resigned on 21 November 2019*)

## DIRECTORS' REPORT

In accordance with Article 117 of the Company's Articles of Association, the Directors are subject to retirement by rotation and, being eligible, may offer themselves for re-election. In addition, Article 100 of the Articles of Association provides that any Director appointed by the Board shall hold office only until the following general meeting of the Company and shall be eligible for re-election at that meeting. Accordingly, Messrs Cao Zhong, Fung Tsun Pong, Jing Baoli and Ms. Chan Chu Hoi shall retire at the forthcoming annual general meeting, and being eligible, shall offer themselves for re-election. Moreover, Mr. Jing Baoli has served the Company as an independent non-executive Director ("INED") for more than 9 years, thus the Company is seeking approval from Shareholders for his reappointment.

### CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmation from each of the INED as regards to their independence to the Company and considered that each of them is independent to the Company.

### BIOGRAPHICAL DETAILS OF DIRECTORS

The biographical details of the Directors up to the date of this annual report are set out as follows:

#### Executive Directors

**Mr. Cao Zhong**, aged 60, has been appointed as an executive Director and the chairman of the Board of the Company since 19 November 2010. Mr. Cao was graduated from Zhejiang University with a bachelor degree in engineering in July 1982 and the Graduate School of the Chinese Academy of Social Sciences with a master degree in economics in July 1988. Since 1988, Mr. Cao had served various institutions such as the National Development and Reform Commission of China, Guangdong Province Huizhou Municipal People's Government and Shougang Holding (Hong Kong) Limited.

From March 2014 to August 2020, Mr. Cao had served various positions including the chairman, executive director, non-executive director and chief executive officer of FDG Electric Vehicles Limited (Stock Code: 729). Currently, Mr. Cao is an executive director (suspended) of FDG Kinetic Limited (Stock Code: 378). The shares of both companies are listed on the Stock Exchange.

**Mr. Fung Tsun Pong**, aged 60, has been appointed as an executive Director since 22 September 2004. Mr. Fung has over 30 years of experience in property development, logistics, investment banking and company management. Mr. Fung has held senior management positions in various companies incorporated in Hong Kong, British Virgin Islands and Samoa.

**Mr. Gao Zhiping**, aged 58, has been appointed as an executive Director since 17 June 2013 and the chief executive officer of the Company since 13 December 2019. Mr. Gao graduated from China Europe International Business School (中歐國際工商學院) with a Master of Business Administration in November 2004 and was accredited as a senior economist by the Technology Committee of Henan Province (河南省科委) in December 1998 and by the State Grid Corporation of China (國家電網公司) in December 2005. He has received the awards of Distinctive Young Enterprise Management Personnel (河南省優秀青年企業經營管理者) from Henan Provincial Young Entrepreneurs Association (河南省青年企業家協會) in April 1999, Distinctive Pilot Project Construction Personnel of Henan Province (河南省重點項目建設先進工作者) and Model Worker of Henan Province (河南省勞動模範) from the People's Government of Henan Province (河南省人民政府) in February 2008 and April 2009, respectively.

From October 1980 to December 1994, he served various departments in government, and took up various positions in local administrative office of Nanyang Prefecture in Henan Province (河南省南陽地區行政公署) and Nanyang City People's Government (南陽市人民政府) as the government office clerk, secretary and chief officer.

## DIRECTORS' REPORT

From December 1994 to 2007, he was positioned as the deputy general manager, the secretary general of disciplinary committee, president of labour union of Nanyang Yahekou Electricity Company Limited (南陽鴨河口發電有限責任公司) and the vice general manager of Nanyang Tianyi Power Generation Co., Ltd. (南陽天益發電有限責任公司), both being subsidiaries of Henan Construction Investment Group (河南省建設投資集團公司). He was the deputy general manager from September 2008 to April 2010 and the secretary of party committee from October 2008 to March 2010 of Nanyang Yahekou Electricity Company Limited (南陽鴨河口發電有限責任公司).

From October 2010 to February 2014, he has been appointed as the general manager of Inner Mongolia Zhunxing Heavy Haul Expressway Company Limited (內蒙古准興重載高速公路有限責任公司) ("Zhunxing"), an indirect subsidiary of the Company. Since February 2014, he has served as the chairman of the board of directors of Zhunxing, and has made great contribution to the management of Zhunxing and construction of the expressway of Zhunxing.

**Mr. Tsang Kam Ching, David**, aged 63, has been appointed as an executive Director since 17 February 2004. Mr. Tsang has extensive financial management experience over the past 30 years which covers merchant banking, stock broking and corporate finance field. Mr. Tsang is also a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

**Mr. Jiang Tao**, aged 40, has been appointed as an executive Director since 12 August 2016. Mr. Jiang graduated from the University of International Business and Economics (對外經濟貿易大學) in the PRC with a bachelor degree in economics. Prior to joining the Company, Mr. Jiang has over ten years' experience in the banking industry and was the president of a fund management company in the PRC.

**Mr. Duan Jingquan**, aged 64, has been appointed as an executive Director since 7 November 2011. He was the managing director of the Accounting Society of China, a member of the Specialist Advisory Committee of the China Association of Actuaries, an adjunct professor of The Peking University HSBC Business School and a member of the Steering and Consultation Committee for Innovative Development of Shenzhen Insurance Industry. Mr. Duan graduated from Dongbei University of Finance and Economics (formerly known as Liaoning Institute of Finance and Economics) in 1982. He served the Ministry of Finance for around 20 years and assumed different positions, including as the chief officer of the Commerce Bureau of the Finance Department, the deputy head and the head of the Central Planning Office from 1982 to 1994, the deputy head of the Supervision Department from 1994 to 1998, the head of the Finance Supervision Department and the Supervision and Inspection Department from 1998 to 2002. Between 2002 and 2005, he was positioned as the deputy general manager of China Export and Credit Insurance Corporation.

From 2005 to 2009, he was appointed as the secretary of the party committees, general manager and director of Mingsheng Life Insurance Company Limited. In August 2009, Mr. Duan joined Sino Life Insurance Company Limited ("Sino Life") and served as its general manager and director and he was then appointed as the vice chairman of Sino Life in October 2010. From October 2011 to April 2013, he took up the role as the chairman of the Supervisory Committee of Sino Life. Mr. Duan was the major author of "Introduction to Financial and Political Supervision" 《財政監督學概論》, his first treatise on finance and politic. He has been selected by China Insurance Journal as one of the "Top Ten Persons of 2009 in the Insurance Industry". Mr. Duan has over 20 years' experience in management of state agencies and enterprises. While he was with the Ministry of Finance, he developed and implemented various state finance management mechanisms which still exert significant influences nowadays. During his years with commercial enterprises, he pushed forward various reform programs, exercised assiduity at company management and operation, thus remarkably enhanced the performance of the enterprises.

## DIRECTORS' REPORT

### Independent Non-executive Directors

**Ms. Chan Chu Hoi**, aged 59, has been appointed as an INED since 21 November 2019. Ms. Chan is a member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and she has over 20 years of experience in financial management, accounting, internal control and auditing. From August 1999 to December 2010, Ms. Chan worked as the accounting and administrative manager of a subsidiary of Exide Technologies, a company listed on NASDAQ (stock code: XIDE). From February 2011 to February 2014, Ms. Chan was appointed as a manager by an accountant firm in Hong Kong. In addition to audit assurance experience, she also worked on the development and implementation of the company's internal quality control policy to comply with the guidelines of the HKICPA. From March 2014 to May 2015, Ms. Chan worked as a senior accounting manager at a property investment company in Hong Kong. From June 2015 to April 2017, she was the senior manager of the investment division and investment analyst of the Securities Division of a subsidiary of Ceneric (Holdings) Limited, a company listed on the Stock Exchange (Stock Code: 0542). At present, Ms. Chan is working for a private company as a senior financial advisor.

**Mr. Jing Baoli**, aged 55, has been appointed as an INED since 28 February 2006. Mr. Jing has accumulated over 30 years of experience in the legal field. Mr. Jing was graduated from Beijing University Law School with a Bachelor's degree in Laws in July 1987 and acquired a Master's degree in Laws from Lanzhou University in December 1997. After graduation from Beijing University, he was assigned to the High Court of Gansu Province since July 1987 and worked in various positions till July 1997. In July 1997, Mr. Jing joined Gansu Tianhe Law Firm as a partner and in July 1999, he joined Beijing Shuang Cheng Law Firm as an attorney-at-laws. In August 2007, Mr. Jing worked as an attorney in China Commercial Law Company, Guangdong.

**Mr. Bao Liang Ming**, aged 64, has been appointed as an INED since 1 February 2007. Mr. Bao has vast executive and management experience. He has held various directorships in state owned enterprises in Tianjin and Beijing of the PRC.

**Mr. Xue Baozhong**, aged 65, has been appointed as an INED since 12 August 2016. Mr. Xue graduated from Lan Zhou Commerce School (蘭州商學院) in the PRC, majoring in corporate management. Mr. Xue was the chairman and general manager of Gansu Province Zhongbao Economic and Trade Co., Ltd. (甘肅省中寶經貿有限公司) and Shanghai Wanye Economic and Trade Co., Ltd. (上海萬野經貿有限公司) for the periods from 1996 to 1998 and from 1999 to 2012, respectively. During the period from 2013 to June 2016, he was the vice president of Copower Enterprise Group Limited (長和實業集團有限公司).

### DIRECTORS' SERVICE CONTRACTS

None of the existing Directors has a service contract with the Company which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' EMOLUMENT, THE FIVE HIGHEST PAID EMPLOYEES AND THE GROUP'S EMOLUMENT POLICY

Details of the Directors' emolument and of the five highest paid employees in the Group are set out in Note 11 to the consolidated financial statements. The Group ensures that pay scales of its employees are rewarded on performance-related basis within the general framework of the Group's remuneration strategy. The Directors' remuneration is determined by the Company with reference to their responsibilities to undertake the Company's performance and profitability, remuneration benchmark, prevailing market conditions and recommendation of the remuneration committee of the Company.



## DIRECTORS' REPORT

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES, AND DEBENTURES

Save as disclosed below, as at 31 March 2020, according to the register of interest kept by the Company under Section 336 of the Securities and Futures Ordinance (the "SFO") and so far as was known to the Directors, none of the Directors and chief executive of the Company held any interest or short positions on the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have taken under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Listing Rules, to be notified to the Company and Stock Exchange.

#### Long positions in issued Shares and underlying Shares of the Company

Name of Directors	Capacity	As at 31 March 2020	
		Number of Shares and/or underlying Shares	Approximate % of total issued Shares (Note 3)
Cao Zhong ("Mr. Cao")	Beneficial owner	22,785,000	0.30
	Interest in controlled corporation	348,325,000 (Note 1)	4.68
Fung Tsun Pong ("Mr. Fung")	Beneficial owner	55,468,122	0.74
	Interest in controlled corporation	72,980,000 (Note 2)	0.98
Tsang Kam Ching, David	Beneficial owner	7,581,224	0.10

#### Notes:

1. Champion Rise International Limited being wholly-owned by Mr. Cao was interested in 348,325,000 Shares, representing approximately 4.68% in the issued Shares.
2. Ocean Gain Limited being wholly-owned by Mr. Fung was interested in 72,980,000 Shares, representing approximately 0.98% in the issued Shares.
3. Based on 7,442,395,970 Shares of HK\$0.20 each in issue as at 31 March 2020.

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

No transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## DIRECTORS' REPORT

### DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed under the paragraphs headed "Directors' Interests and Short Positions in Shares, Underlying Shares, and Debentures" above, at no time during the year were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### SUBSTANTIAL SHAREHOLDERS

Save as disclosed below, as at 31 March 2020, according to the register of interest kept by the Company, under section 336 of the SFO and so far as was known to the Directors, no other person or entities had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of part XV of the SFO, or who were, directly or indirectly, interested in 5% or more of the issued voting shares to vote in all circumstances at general meeting of any other members of the Group.

#### Long Position in issued Shares and underlying Shares of the Company

Name of substantial Shareholders	Capacity	As at 31 March 2020	
		Number of Shares and/or underlying Shares	Approximate % of total issued Shares (Note 4)
Mak Siu Hang Viola (Notes 1 and 2)	Interest in controlled corporation	1,816,330,000	24.41
VMS Investment Group Limited (Note 1)	Interest in controlled corporation	974,215,000	13.09
Focal Sunshine Limited (Note 1)	Beneficial owner	242,115,000	3.25
	Beneficial owner	600,000,000	8.06
VMS Finance Group Limited (Note 2)	Person having a security interest in shares	374,215,000	5.03
	Interest in controlled corporation	600,000,000	8.06
Keyword Group Limited (Note 2)	Beneficial owner	600,000,000	8.06
Turbo View Investment Limited (Note 3)	Beneficial owner	375,000,000	5.04
Gao Xiao Rui (Note 3)	Interest in controlled corporation	375,000,000	5.04

#### Notes:

- Each of Ms. Mak Siu Hang Viola and VMS Investment Group Limited is interested in the 974,215,000 Shares held by Focal Sunshine Limited by reason of interests of controlled corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of The Laws of Hong Kong).
- Each of Ms. Mak Siu Hang Viola and VMS Finance Group Limited is interested in 600,000,000 Shares held by Keyword Group Limited by reason of interests of controlled corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of The Laws of Hong Kong).
- Turbo View Investment Limited is wholly-owned by Mr. Gao Xiao Rui.
- Based on 7,442,395,970 Shares of HK\$0.20 each in issue as at 31 March 2020.

## DIRECTORS' REPORT

### SHARE OPTION SCHEME

A new share option scheme of the Company was adopted on 28 August 2014 (the "Scheme"). Directors of the Company are authorized, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options to subscribe for a maximum number of 135,249,419 Shares of HK\$0.20 each of the Company, which represents 10% of the issued shares of the Company as at the date of adoption after taking into account the effect of share consolidation implemented on 5 November 2015. The purpose of the Scheme is to provide the Company with a flexible means of giving incentives and rewards to eligible participants to encourage them to work towards enhancing the value of the Company and its shares for the benefit of the Company and its Shareholders as a whole. The Scheme shall be valid and effective for a period of 10 years ending on 27 August 2024, unless otherwise terminated or amended.

The subscription price in respect of each share issued pursuant to the exercise of options granted is at least the highest of (a) the nominal value of a share, (b) the closing price of the shares on Stock Exchange on the date of grant and (c) the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of grant.

After accounting for the implementation of share consolidation on 5 November 2015 and the completion of rights issue on 9 December 2015, the maximum number of securities of the Company available for issue under the Scheme as at 31 March 2020 was 135,249,419 Shares which represented 1.81% of the ordinary shares of the Company in issue at 31 March 2020. The total number of Shares issued and to be issued upon exercise of the options granted to each participant in any 12-month period shall not exceed 1% of the Company's total ordinary shares in issue. During the year ended 31 March 2020, no option was issued and outstanding under the Scheme.

As at 31 March 2020, no share option has been granted, exercised, cancelled or lapsed under the Scheme.

Particulars of the above share options offered are set out in Note 36 to the consolidated financial statements.

### EMPLOYEES AND RETIREMENT BENEFIT SCHEMES

The Group had approximately 479 employees in Hong Kong and PRC as at 31 March 2020. The Group implements remuneration policy, bonus and share options scheme to ensure that pay scales of its employees are rewarded on performance-related basis within the general framework of the Group's remuneration policy.

The employees of the Company's subsidiaries in the PRC participate in defined contribution schemes operated by the local government authorities in the PRC. The Company's subsidiaries are required to make contributions to the schemes at a certain percentage of the basic salaries of their PRC employees and have no further obligation for post-retirement benefits.

The employees of the Company in Hong Kong are enrolled in a Mandatory Provident Fund ("MPF") scheme in accordance with the requirements of the Mandatory Provident Fund Scheme Ordinance (Chapter 485) and the Mandatory Provident Fund Schemes (General) Regulation (Chapter 485A). Contributions are made based on a percentage of the employee's basic salaries.

### 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' REPORT

### **PUBLIC FLOAT OF THE LISTED SECURITIES**

Based on the publicly available information to the Company and within the knowledge of the Board, none of the Directors, up to the date of this annual report, is aware of any information which would indicate the Company has not maintained sufficient public float of its Shares in the open market.

### **AUDITOR**

The Group's consolidated financial statements for the year ended 31 March 2020 have been audited by Crowe (HK) CPA Limited which shall retire and a resolution for its re-appointment will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board

**Mr. Cao Zhong**

*Chairman*

Hong Kong, 21 September 2020

# CORPORATE GOVERNANCE REPORT

The Board hereby presents to the Shareholders the Corporate Governance Report of the Group for the year ended 31 March 2020.

## CORPORATE GOVERNANCE PRACTICES

The Board is committed to uphold good corporate governance practices with emphasis on enhancing accountability and transparency of the management of the Company to safeguard the long-term interest of the Shareholders as a whole. The Company's corporate governance practices are based on the principles of good corporate governance set out in the Corporate Governance Codes and Corporate Governance Report in Appendix 14 of the Listing Rules (the "CG Code").

The Board is of the view that throughout the year ended 31 March 2020, the Company has complied with all the code provisions prescribed in the CG Code except for the deviations from (i) code provision A.1.1, A.6.7 and E.1.2 of the CG Code as detailed in the paragraphs headed "Attendance Record of Directors" and (ii) code provision A.1.8 of the CG Code as detailed in the paragraph headed "Directors and Officers Liability Insurance" of this report.

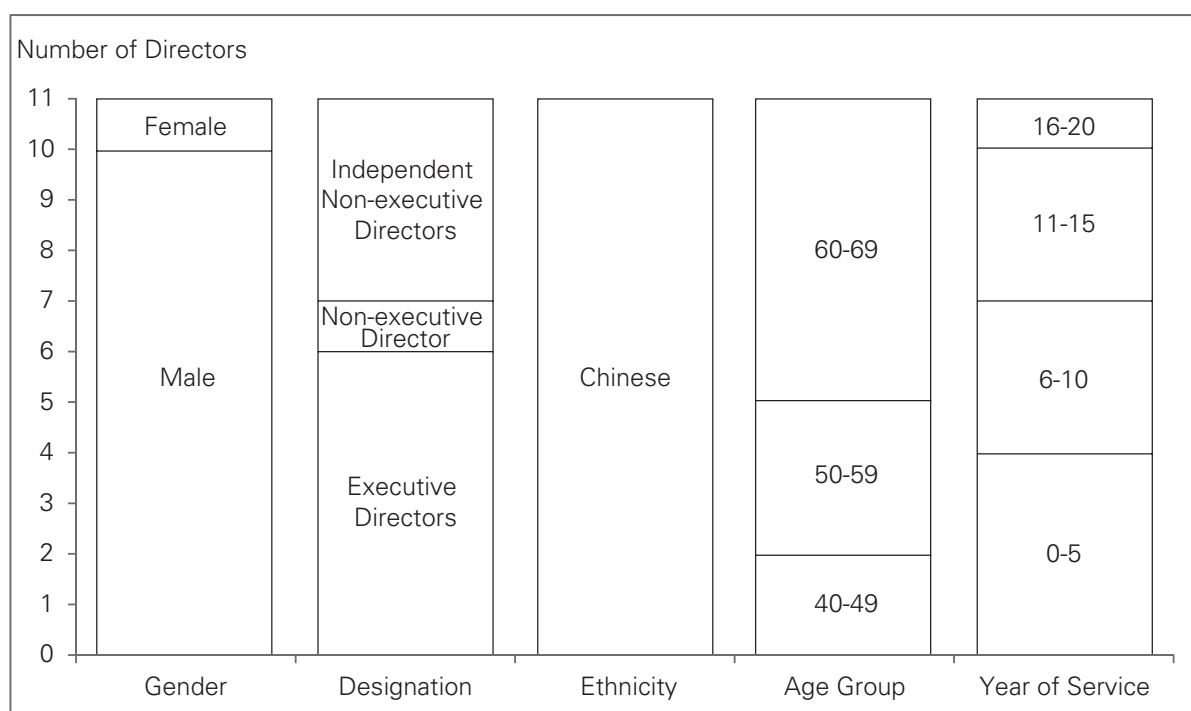
## THE BOARD OF DIRECTORS

The Company is headed by an effective Board which assumes responsibility for setting strategic objectives with appropriate focus on value creation and risk management, leading, directing, and supervising the Company's affairs to enable long term success of the Company and enhancing return for Shareholders by seizing opportunities and overcoming market challenge. Directors, as members of the Board, collectively share responsibility for the proper direction and management of the Group in the best interest of the Shareholders.

### Board Composition

As at 31 March 2020, the Board comprised six executive Directors, one non-executive Director and four INEDs. INEDs represent more than 1/3 of the Board. The non-executive Director, Mr. Suo Suo Stephen, resigned from the position with effect on 21 May 2020. The names and brief biographies of the Directors up to the date of this annual report are set out on pages 23 to 25. A list setting out the names of the Directors and their roles and functions is updated on the websites of the Company and the Stock Exchange from time to time.

The Board's composition under major diversified perspectives as at 31 March 2020 is summarized as follows:



# CORPORATE GOVERNANCE REPORT

## **THE BOARD OF DIRECTORS** *(Continued)*

### **Board Composition** *(Continued)*

Each new Director appointed by the Board during the year shall hold office until the next following general meeting and thereafter the same Director, if re-elected, shall be subject to retirement by rotation. There exists no relationship among Board members, including financial, operational, family or other relevant material relations.

### **The Roles of the Chairman and the Board**

The chairman of the Board ("Chairman"), Mr. Cao Zhong ("Mr. Cao"), is responsible for providing leadership and governance of the Board to ensure that the Board acts in the best interests of the Group and handles all key and appropriate issues in a timely manner. During the year, the role of the Chairman is segregated from the chief executive officer ("CEO") and performed by different individual to ensure balance of power and authority.

The Board is responsible for the formulating the long term strategy and overall development direction, assessing major financial and capital projects, and reviewing internal control and risks of the Group. Matters reserved for the Board are those affecting the Group's overall strategic direction, management, finance, corporate governance and shareholders rights. These include, but not limited to, deliberation of investment plans, staff management, annual budgets, financing arrangements, internal controls, risk management, material contracts, dividend policy, financial reports, environmental policies, corporate governance practices and other major corporate transactions. Clear directions have been given to the management on the matters that must be approved by the Board and the Board reviews the arrangement periodically.

The Board regularly reviews its composition and structure to ensure its expertise and independence align with the requirements of the Group's business. With the support of the Company's secretarial staffs, the Board ensures that all Board members receive sufficient, complete and reliable information and are properly briefed on issues to be discussed at Board meetings by dispatching materials to the Directors in advance, such that the Directors could work effectively and discharge their responsibilities.

The Board performed the following functions during regular Board meetings:

- discussed and reviewed the Group's overall development direction and plans;
- reviewed and monitored the Group's policies and practices on compliance with the CG Code, legal and regulatory requirements;
- reviewed and monitored the Group's policies on risk management and internal control;
- reviewed and monitored the Group's environmental risks and applicable protection measures, and approved the Group's environmental, social and governance report;
- reviewed and approved the revised terms of reference of the audit committee of the Board (the "Audit Committee");
- reviewed the necessity for the Group to set up an internal audit function;
- monitored the Company's status on arranging an appropriate directors and officers ("D&O") liability insurance policy;
- reviewed and monitored the training and continuous professional development of Directors and senior management of the Company; and
- reviewed the code of conduct applicable to the Directors and employees of the Company.

## CORPORATE GOVERNANCE REPORT

### **THE BOARD OF DIRECTORS** *(Continued)*

#### **The Roles of the Chairman and the Board** *(Continued)*

All Directors are provided upon reasonable request made to the Board with means, at the Company's expense, to take independent professional advice in furtherance of their duties if necessary.

The Company also engages external service provider as its company secretary to assist the Board and the primary contact person of the Company is its finance Director, Mr. Tsang Kam Ching, David.

#### **The Roles of the Chief Executive Officer and its Management Team**

With effect from 13 December 2019, Mr. Gao Zhiping was appointed as the CEO following the resignation of Mr. Jiang Tao ("Mr. Jiang") from the position. Mr. Jiang remains as an executive Director.

The CEO was primarily responsible for overseeing the day-to-day management, administration and operations of the Group and the implementation of policies decided by the Board during the year under review. The functions and tasks delegated to the CEO were supervised and periodically reviewed by the Board to ensure efficiency of management.

The management, under the leadership of the CEO, is responsible for implementing the strategies and policies established by the Board and reporting on the Group's operations to the Board with timely information to ensure effective discharge of the Board's responsibilities.

#### **The independent non-executive Directors**

The INEDs are professions or executive of high caliber with diversified industry expertise and bring a wide range of skills, knowledge and experience to the Group. They provide the Company with independent judgment on issues of business strategy, performance, key appointments, environmental protection, risk management and internal control through their contribution at Board meetings, thus safeguarding the interests of Shareholders and the Company as a whole. Pursuant to Rule 3.10(2) of the Listing Rules, the Company has appointed Ms. Chan Chu Hoi whom has appropriate professional qualifications or accounting or related financial management expertise, following the resignation of Mr. Yip Tak On on 21 November 2019.

The Company has received, from each of the INEDs, an annual confirmation of his/her independence and the Board considers that all INEDs are independent in character and judgment and they also meet the independence criteria set out in Rule 3.13 of the Listing Rules. All the INEDs are appointed for a term of two years and all Directors are subject to re-election at least once every three years under the Company's Articles of Association. In view of the fact that Mr. Jing Baoli has served more than nine years in the Company, his further appointment will be subject to Shareholders' approval at the forthcoming annual general meeting of the Company as required under the code provision A.4.3 of the CG Code.

In addition, the Chairman is a member and the chairman of the Remuneration Committee and Nomination Committee respectively, as such, the Chairman is well positioned to meet with the INEDs regularly without the presence of the executive Directors and non-executive Director to encourage active discussion and effective contribution of the INEDs.

## CORPORATE GOVERNANCE REPORT

### THE BOARD OF DIRECTORS *(Continued)*

#### Attendance Record of Directors

The attendance record of each Director at the Board meetings and general meeting of the Company held during the financial year ended 31 March 2020 is set forth below:

Name of Directors	Attendance/Number of Meetings	
	Board Meeting	Annual General Meeting
<b>Executive Directors</b>		
Cao Zhong	3/3	0/1
Fung Tsun Pong	3/3	0/1
Gao Zhiping	3/3	1/1
Tsang Kam Ching, David	3/3	0/1
Jiang Tao	3/3	0/1
Duan Jingquan	2/3	0/1
<b>Non-executive Director</b>		
Suo Suo Stephen	1/3	1/1
<b>Independent non-executive Directors</b>		
Yip Tak On <i>(resigned on 21 November 2019)</i>	0/1	1/1
Jing Baoli	3/3	1/1
Bao Liang Ming	3/3	1/1
Xue Baozhong	2/3	0/1
Chan Chu Hoi <i>(appointed on 21 November 2019)</i>	2/2	0/0

*Note:*

The annual general meeting of the Company was held on 26 September 2019 (the "AGM"). Pursuant to the code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting. Mr. Cao was unable to attend the AGM due to other business engagement. Mr. Gao Zhiping, an executive Director, took chair of the AGM. Pursuant to code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders. An INED and certain executive Directors were unable to attend the AGM due to other business engagement. The Board members who attended the AGM were of sufficient caliber and number for answering questions raised by the Shareholders.

The procedures for convening all Board meetings were in compliance with the Company's Articles of Association. Amongst the Board meetings held during the financial year, two were regular Board meetings with written notice of the meeting dispatched to all Directors at least fourteen days before the meeting and an agenda with all supporting documents at least three days in advance of the meeting. The regular Board meetings have achieved active participation of the Directors. The Directors note that the code provision A.1.1 of the CG Code requires the Board to hold at least four regular meetings per year at approximately quarterly intervals. However, in view of the fact that two regular meetings were convened during the year and ad hoc matters were effectively dealt with by way of ad hoc meetings or written resolutions, the Directors considered holding four regular meetings at quarterly intervals to be unnecessary.

The Directors have access to the advice and services of the Company's secretarial team and all applicable rules and regulations in respect of the Board meetings are followed. Drafts with sufficient details and final versions of the minutes of Board and the various committees were circulated to the Directors for their comment and record respectively. Originals of such minutes, being kept by the Company Secretary, are open for inspection at office hours on reasonable notice by any Director.



## CORPORATE GOVERNANCE REPORT

### **THE BOARD OF DIRECTORS** *(Continued)*

#### **Directors' Training and Professional Development**

On appointment as an INED in November 2019, Ms. Chan Chu Hoi has been given a comprehensive, formal and tailored induction including the duties and responsibilities of being a Director under the Listing Rules, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest and the business and governance policies of the Group.

During this financial year, the Company has provided training materials to all Directors covering regulatory updates including but not limited to the Stock Exchange's guidance on the application of the reverse takeover rules, large scale issues of securities by listed issuers and the requirements of the sufficiency of operations on listed issuers. The Company has received confirmation from all Directors upon their completion of the training. In addition, Mr. Tsang Kam Ching, David and Ms. Chan Chu Hoi attended other external seminars or briefings and read relevant materials on regulatory updates.

#### **Directors and Officers Liability Insurance**

The Directors note that the code provision A.1.8 of the CG Code stipulates that an issuer should arrange appropriate insurance cover in respect of legal action against its directors. However, the Company was unable to obtain a favorable quotation on the D&O liability insurance policy from insurers in light of the financial condition of the Company. The Board will consider the terms and conditions of any new D&O liability insurance cover that are available from time to time.

### **BOARD COMMITTEES**

The Board has established the following committees: the Audit Committee, the Remuneration Committee and the Nomination Committee, with the participation of all the INEDs. The written terms of reference of the Board committees, which have been reviewed from time to time by the Board to keep them in line with the most up-to-date requirements, are available on the websites of the Company and the Stock Exchange.

#### **Audit Committee**

The terms of reference of the Audit Committee was revised on 28 November 2011, 30 June 2016 and 28 June 2019 to bring them in line with the revised CG Code. The Audit Committee is accountable to the Board and consists of all the four INEDs namely Ms. Chan Chu Hoi (the chairlady), Mr. Jing Baoli, Mr. Bao Liang Ming and Mr. Xue Baozhong. Ms. Chan Chu Hoi was appointed as the chairlady of the Audit Committee with effect from 21 November 2019 following the resignation of Mr. Yip Tak On as the chairman of the Audit Committee.

The primary responsibilities of the Audit Committee are set out below:

- oversee the Company's relationship with the external auditor including but not limited to making recommendations to the Board on their appointment, re-appointment and removal, the approval of their remuneration and their terms of engagement, and assessing their independence and objectivity;
- review the Group's financial reports and accounts, and provide assurance to the Board that the reviewed documents comply with the respective accounting policies, the standards and practices, the Stock Exchange and legal requirements; and
- maintain oversight of the Group's financial reporting system, risk management and internal control systems.

The Audit Committee held 2 meetings during the financial year, the attendances of which were as follows: Ms. Chan Chu Hoi (1/1), Mr. Jing Baoli (2/2), Mr. Bao Liang Ming (1/2), Mr. Xue Baozhong (1/2) and Mr. Yip Tak On (1/1).

## CORPORATE GOVERNANCE REPORT

### **BOARD COMMITTEES** *(Continued)*

#### **Audit Committee** *(Continued)*

The scope of the work performed by the Audit Committee for the financial year ended 31 March 2020 is set out below:

- recommended to the Board on the re-appointment of the external auditor, its remuneration and terms of engagement on audit services; and reviewed the independence, objectivity and effectiveness of the audit process;
- reviewed with the Finance Director and the external auditors the financial and accounting policies and practices including major judgmental areas adopted by the Group, the accuracy and fairness of the annual and interim financial statements before submission to the Board;
- reviewed the external audit findings and audit plan;
- reviewed the effectiveness of the financial control, internal control and risk management functions of the Group; and
- reviewed the revised terms of reference of the Audit Committee.

The Group's annual results for the year ended 31 March 2020 have been reviewed by the Audit Committee.

Special attention of the Audit Committee was drawn to Note 3(c) to the consolidated financial statements that the Group suffered a net loss of approximately HK\$3,590.22 million during the year, and as at 31 March 2020, the Group had net current liabilities of approximately HK\$19,462.57 million and net liabilities of approximately HK\$7,514.70 million. As at 31 March 2020, the Group was due to repay all outstanding non-convertible bonds and outstanding borrowings together with the accrued default interests which are immediately repayable totaling approximately HK\$17,252.61 million. These conditions indicate the existence of multiple material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realize its assets and discharge its liabilities in the normal course of business. The management's discussions in relation to the Group's going concern and the Audit Qualification are set out on pages 10, 11, 16 and 17 of this annual report.

In addition to the judgement that the financial statements shall be prepared on a going concern basis as discussed above, other major judgmental areas in relation to the preparation of the financial statements include the application of the Group's accounting policies on (i) the impairment assessment of the Group's concession intangible asset and related property, plant and equipment allocated to expressway operations; (ii) the estimates of construction costs for concession intangible asset; (iii) the impairment assessment of trade and other receivables; and (iv) the fair value hierarchy measurement. Details of major judgmental areas are set out in Note 4 to the consolidated financial statements.

The Auditor has not expressed disagreement over the abovementioned judgmental areas, whereas the Audit Committee has reviewed and agreed with the management's position on these judgmental areas.

## CORPORATE GOVERNANCE REPORT

### **BOARD COMMITTEES** *(Continued)*

#### **Audit Committee's view on the Audit Qualification**

The Audit Committee has reviewed and agreed with the views and concerns of the Auditor with respect to the Audit Qualification issued in relation to the consolidated financial statements of the Group for the year ended 31 March 2020. The Audit Committee noted that the Board has undertaken or in the progress of implementing the Measures to improve the Group's liquidity position. As at the date of this report, the Board was not aware of any indication that any of the Measures cannot be completed. With reference to the cash flow forecast of the Group which is prepared upon the assumption that the Measures will be successfully implemented, the Board is of the view that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the next twelve months from the Approval Date. Accordingly the consolidated financial statements have been prepared on a going concern basis.

The Audit Committee has reviewed and agreed with the management's position and is of the view that the Board should continue its efforts in implementing necessary measures for enhancing the Group's liquidity position and removing the Audit Qualification in the next financial year.

#### **Remuneration Committee**

The terms of reference of the Remuneration Committee was revised on 28 November 2011 to bring them in line with the revised CG Code. The Remuneration Committee comprises all the four INEDs and Mr. Cao Zhong, i.e. a majority of the members are independent non-executive Directors. Ms. Chan Chu Hoi was appointed as a member of the Remuneration Committee with effect from 21 November 2019 following the resignation of Mr. Yip Tak On from the position. Mr. Jing Baoli was appointed as the chairman of the Remuneration Committee with effect from 21 November 2019.

The primary objectives of the Remuneration Committee are to make recommendations to the Board on the Company's remuneration policy and structure for all Directors and senior management, assess performance of executive directors and approve the terms of their service contracts, review and determine management's remuneration proposals, and to ensure that no Director or any of his associates is involved in determining his own remuneration.

The Remuneration Committee held 1 meeting during this financial year, the attendance of which is as follows: the Chairman, Mr. Jing Baoli (1/1), Mr. Cao Zhong (1/1), Mr. Bao Liang Ming (1/1), Mr. Xue Baozhong (0/1), Ms. Chan Chu Hoi (0/0) and Mr. Yip Tak On (0/1).

During the year, the Remuneration Committee was responsible for, among others, making recommendations to the Board on the remuneration packages of all Directors and senior management, assessing their performance and reviewing individual remuneration package including bonuses, incentive payments and share options within the terms of reference.

In order to be able to attract and retain staff of suitable calibre, the Company provides a competitive remuneration package. This comprises salary, provident fund, share options, leave passage and discretionary bonus. The remuneration policy has contributed considerably to the maintenance of a stable, motivated and high-calibre management team in the Company.

No Director has taken part in any discussion about his own remuneration. The remuneration of INEDs is determined by the Board in consideration of their responsibilities involved. Each of the INEDs is entitled to an annual director's fee of HK\$120,000.

# CORPORATE GOVERNANCE REPORT

## **BOARD COMMITTEES** *(Continued)*

### **Nomination Committee**

The terms of reference of the Nomination Committee was revised on 29 November 2013 to bring them in line with the revised CG Code. The Nomination Committee is chaired by the Chairman of the Board, Mr. Cao Zhong, with all the four INEDs as members, i.e. a majority of the members are INEDs. Ms. Chan Chu Hoi was appointed as a member of the Nomination Committee with effect from 21 November 2019 following the resignation of Mr. Yip Tak On from the position.

The primary function of the Nomination Committee is to determine the policy for the nomination of new directors, conduct interviews with qualified candidates, make recommendations to the Board on appointment of new Directors and advise the Board on the independency of INEDs.

The Nomination Committee held 1 meeting during this financial year, the attendance of which is as follows: the Chairman, Mr. Cao Zhong (1/1), Mr. Jing Baoli (1/1), Mr. Bao Liang Ming (1/1), Mr. Xue Baozhong (0/1), Ms. Chan Chu Hoi (0/0) and Mr. Yip Tak On (0/1).

A summary of the work performed by the Nomination Committee for the financial year ended 31 March 2020 is set out below:

- reviewed the size, composition and diversity policy of the Board;
- made recommendations on the appointment of Ms. Chan Chu Hoi as an INED, the chairlady of the Audit Committee and a member of the Remuneration Committee and Nomination Committee;
- advised on the re-appointment of Directors;
- assessed the independence of INEDs; and
- ensured that all nominations were fair and transparent.

### **Nomination Policy**

The nomination policy of the Company (the "Nomination Policy") sets out the key selection criteria and procedure for the appointment of any proposed candidate to the Board or re-appointment of any existing member of the Board.

#### **Key selection criteria**

The Nomination Committee shall consider the following factors when assessing the suitability of a proposed candidate:

- (i) character and integrity;
- (ii) professional qualifications, skills, knowledge and relevant experience or accomplishment appropriate to the nature of the Company's business;
- (iii) commitment in respect of available time, interest and attention to the Company's business;
- (iv) diversity perspectives, including but not limited to educational background, professional experience, industry expertise, knowledge and skills;
- (v) compliance with the criteria of independence under Rule 3.13 of the Listing Rules, where the candidate is proposed to be appointed as an INED; and
- (vi) any relevant factors deemed appropriate by the Nomination Committee from time to time.

## CORPORATE GOVERNANCE REPORT

### **BOARD COMMITTEES** *(Continued)*

#### **Nomination Policy** *(Continued)*

##### ***Nomination procedures***

The procedure of appointing and re-appointing a Director is summarized as below:

- The Nomination Committee shall invite nominations of suitable candidate(s) by any member of the Nomination Committee or the Board, for consideration by the Nomination Committee.
- For the appointment of any proposed candidate to the Board, the Nomination Committee shall evaluate the proposed candidate(s) based on the selection criteria of this policy and undertake adequate due diligence in respect of such proposed candidate(s), and make recommendation for the Board's consideration and approval.
- For the re-appointment of retiring Directors, the Nomination Committee shall review the Director's overall contribution and performance and consider the selection criteria of this policy, and make recommendation to the Board and/or the Shareholders for their consideration in connection with the re-election of retiring Directors at general meetings.
- The Board will convene a meeting to consider the appointment or re-appointment of the proposed candidates as a director.

The Nomination Committee shall review the Nomination Policy and assess its effectiveness on a regular basis or as required.

#### **Board Diversity Policy**

The Company recognises and embraces the benefits of a Board that possesses a balance of skills, experience and diversity of perspectives appropriate to the business nature of the Company. The Board has adopted a board diversity policy since November 2013. Selection of candidates of board members will be based on a range of diversity perspectives, including but not limited to educational background, professional experience, industry expertise, knowledge and skills. The ultimate decision will be based on merit as well as complementing and expanding the skills, knowledge and experience of the Board as a whole. The Board will review and monitor from time to time the implementation of this policy to ensure its effectiveness and will set measurable objectives for achieving board diversity when appropriate.

The Nomination Committee is of the view that the educational background, expertise and experience of the current Board members are well diversified to serve the requirements of the Company's business and safeguard the interests of the Shareholders.

#### **RISK MANAGEMENT AND INTERNAL CONTROL**

The Board acknowledges its overall responsibility for overseeing the risk management and internal control systems of the Group on an ongoing basis and reviewing their effectiveness. The management has been delegated the responsibility of identifying and evaluating the risks faced by the Group and of designing, operating and monitoring an effective internal control system on material issues covering financial, operational, and compliance controls and risk management functions.

The Group's system of risk management and internal control includes a defined management structure with limits of authority, and is designed to safeguard the Group's assets against unauthorised use or misappropriation, ensure the maintenance of proper accounts, and ensure compliance with applicable laws and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate the risk of failure to achieve the Group's business objectives.

## CORPORATE GOVERNANCE REPORT

### **RISK MANAGEMENT AND INTERNAL CONTROL** *(Continued)*

The Company has a risk management process in place to identify, evaluate and manage significant risks and to resolve material internal control defects, if any. Risks are compiled, rated and mitigation plans are proposed and documented in a risk template by the responsible managers of the Company and its subsidiaries. The risk assessment is reviewed and evaluated by the management of the Company. The identified risks are managed by the Company through (i) implementing controls that eliminate the risk entirely, (ii) implementing mitigation plans to reduce the severity of the risk to an acceptable level, or (iii) taking no action if the risk is acceptable for the Company (as the case may be). The risk assessments are presented to the Audit Committee and the Board for their review semi-annually.

During this financial year, the Board have conducted two reviews on the effectiveness of the risk management and internal control systems of the Group, and considered such systems are effective and adequate to safeguard the interests of the stakeholders.

The Company does not have an internal audit function for the year ended 31 March 2020. The Board has discussed and reviewed the need for an internal audit function and is of the view that in light of the Group's internal resources and the costs required for setting up an in-house internal audit team or engaging an external service provider, the Board considers that there is no immediate need to set up an internal audit function as the existing supervision of the management could provide adequate risk management and internal control for the Group. However, the Board will regularly review the necessity to set up an internal audit function or engage an external service provider to review the Group's internal control and risk management system.

The Company has a policy on the principles and procedures for handling and disseminating the Company's inside information in compliance with the inside information provisions under Part XIVA of the SFO (Chapter 571, Laws of Hong Kong) and the Listing Rules. The Company's company secretarial department works closely with the management, Directors and/or external professional advisors in identifying potential inside information and assess the materiality thereof, and where appropriate, to escalate such information to the Board for further actions complying with the applicable laws and regulations.

The Company has applied reasonable measures from time to time to ensure all inside information is kept strictly confidential before it is fully disseminated to the general public:

- strictly prohibit unauthorised use of confidential or inside information;
- restrict access to inside information to designated employees within the Group;
- designate specific employees as the major representatives to respond to external enquiries about the Group's affairs; and
- ensure appropriate non-disclosure agreements in place before entering into any significant discussion with third parties.

# CORPORATE GOVERNANCE REPORT

## SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding the securities transactions by directors (the “Securities Code”) on terms no less than the required standard set out in the Model Code in Appendix 10 of the Listing Rules. A copy of the Securities Code has been sent to each Director first on his appointment and thereafter reminders were sent to the Directors twice annually, with a notice that the Directors cannot deal in the securities and derivatives of the Company until after the results announcement has been published. The Company has made specific enquiries on Directors’ dealings in the securities of the Company and all Directors have confirmed that they have complied with the required standard set out in the Securities Code throughout the year ended 31 March 2020.

Under the Securities Code, Directors are required to notify the Chairman and receive a dated written acknowledgement before dealing in any securities of the Company and, in the case of the Chairman himself, he must notify the Board at a Board meeting or alternatively, another executive Director and receive a dated written acknowledgement before any dealing. Directors’ interests as at 31 March 2020 in the shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) are set out on page 26 of this annual report.

The disposals of Shares by Mr. Fung Tsun Pong, the vice chairman and executive Director of the Company, during the black-out periods between 29 April 2019 to 28 June 2019 and 21 November 2019 to 29 November 2019 were disclosed on page 29 of the Company’s annual report for the year ended 31 March 2019 and page 70 of the Company’s interim report for the six months ended 30 September 2019, respectively.

## EXTERNAL AUDITOR

The external auditor is primarily responsible for auditing and reporting on the annual financial statements. Nevertheless, the Directors acknowledged that they have the primary duties on preparing the accounts of the Company. In this financial year, the external auditor’s total remuneration was approximately HK\$2.30 million for audit service.

## INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company continues to enhance relationships and communication with its investors and Shareholders. Corporate communications providing extensive information about the Company’s performance and activities are published on the website of the Company in a timely manner. Information on financial statements, transactions or activities of the Company which are required to be disclosed under the Listing Rules are also published on the website of the Stock Exchange and if necessary, delivered to Shareholders.

## Amendments to the Memorandum and Articles of Association

No change on the constitution documents has been made by the Company during the financial year.

## Procedures for sending enquiries to the Board

In order to maintain an on-going dialogue with Shareholders, all Shareholders are encouraged to attend the general meetings of the Company to discuss matters relating to the Company. Shareholders may at any time send their enquiries and concerns to the Board by addressing them to its principal place of business in Hong Kong by post, email or facsimile. The details of contact are as follows:

Company Secretarial Department of China Resources and Transportation Group Limited  
Address: Unit Nos. 11-12, Level 10, Tower 1, Millennium City 1,  
No. 388 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong  
Fax: (852) 3176-7122  
Email: info@crtg.com.hk

## CORPORATE GOVERNANCE REPORT

### **INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS** *(Continued)*

#### **Procedures for shareholders to convene an extraordinary general meeting**

Shareholders may request an extraordinary general meeting to be convened in accordance with Article 73 of the Articles of Association of the Company, which provides that members holding at the date of deposit of the requisition not less than one-twentieth of the paid up capital of the Company carrying the right of voting at general meetings shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be convened by the Board for the transaction of any business specified in such requisition.

If the Directors do not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionists themselves may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors shall be reimbursed to them by the Company. The procedure for shareholders to convene an extraordinary general meeting is also posted on the official website of the Company.

#### **Procedures for shareholders to put forward proposals at shareholders' meeting**

There are no provisions allowing Shareholders to propose new resolutions at general meetings under the Cayman Islands Companies Law. However, Shareholders who wish to propose a resolution may request to convene an extraordinary general meeting following the procedures set out above.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## CHAPTER 1 ABOUT THIS REPORT

### 1.1 Introduction

To live up to its corporate social responsibility (CSR), China Resources and Transportation Group Limited (the “Company”, together with its subsidiaries, collectively the “Group” or “we”) puts efforts in sustainable development, monitors the economic, environmental and social impacts of its business operations, and establishes positive relationships with all stakeholders to jointly build a sustainable future.

As a major service provider in expressway operations, compressed natural gas (“CNG”) gas stations operations, growing and sales of forage and agricultural products and timber operations, the Group has a continuous mission to protect the environment and social interests. The Group has developed action plans in the fields of environmental management, labor practices, product and service quality, corporate integrity and community engagement to carry out the objectives of corporate social responsibilities.

This report summarizes the Group’s efforts in carrying out corporate social responsibilities for the year ended 31 March 2020 and demonstrates its ongoing commitment to creating a better future.

### 1.2 ESG Strategy and Report Preparation Basis

The Board of Directors of the Company (the “Board”) has overall responsibility for the Group’s Environmental, Social and Governance (ESG) strategy and reporting. The Board is responsible for evaluating and determining the Group’s ESG-related risks and ensuring that appropriate and effective ESG risk management and internal control systems are in place.

This report is prepared with reference to the ESG Reporting Guide set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The information disclosed in this report is derived from the Group’s internal statistical results and the analysis of its internal management system.

### 1.3 Scope of Reporting

This is our fourth annual ESG report, which sets out the Group’s ESG aspects and how they are implemented. The reporting period is from 1 April 2019 to 31 March 2020 (the “Reporting Period”).

Unless otherwise indicated, this ESG report covers the Group’s principal places of business include the Hong Kong office and the Inner Mongolia and the Shenzhen operating units in the People’s Republic of China (the “PRC”). The scope in this report is consistent with those included in the previous ESG reports published by the Group.

Unless otherwise stated, all numbers herein are absolute. Personnel from contractors are not considered as employees of the Group.

Other ESG information, including financial data and corporate governance information, is published in the Group’s annual report. For the convenience of comparison, some data are cited from the ESG report for the previous year where the reporting period is from 1 April 2018 to 31 March 2019.

### 1.4 Stakeholder Engagement

In order to identify the Group’s material ESG issues for the Group’s ESG reports, our senior management and employees, who have in-depth knowledge on the Group’s operations and maintain close relationship with customers and suppliers, were involved in discussion sessions to collect views and review areas of attention which will help the Group to be prepared for future challenges.

### 1.5 Materiality

The opinions collected during the stakeholder engagement process were assessed and summarized to formulate the content and scope of our material ESG aspects as set out in Chapter 2 of this report.

### 1.6 Endorsement and Approval

This report is approved by the Board.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## CHAPTER 2 OVERVIEW OF MATERIAL ESG ASPECTS

The material ESG aspects of the Group for the year ended 31 March 2020 and their respective relevance to our business operations are set out as follows:

Category	Aspect	Relevance To Our Business Operations
Environmental	Emissions	The Group complies with the environmental laws and regulations in Hong Kong and the PRC to monitor the level of air emissions and greenhouse gas emissions, discharges into waters and lands and wastes arising from our business operations.
	Use of Resources	The main types of energy essential to our business operations include electricity, town gas and gasoline.
	Environment and Natural Resources	Paper usage during operations is identified as one activity that has significant environmental impact.
Social – Employment and Labour Practices	Employment and Labour Standards	Employees are recognised as valuable assets of the Group and are foundation to our success. The Group fully protects and respects employees' rights and commits to create a favorable workplace for our employees.
	Health and Safety	Occupational safety is a key concern to our business operations.
	Development and Training	Career development and training programs are provided to employees to maintain the standards of our employees and sustainable development of the Group.
Social – Operating Practices	Supply Chain Management	The Group has established long-term and stable business relations with the major suppliers and maintained collaboration with them to manage the ESG risks of the supply chain.
	Product Responsibility	The ability to consistently deliver high-quality expressway management services and products to our customers is crucial for our business growth.
	Anti-corruption	The Group is committed to ensure that our business processes are in compliance with major local and international laws and regulations relating to the prevention of bribery, extortion, fraud and money laundering.
Social – Community	Community Investment	Committed to be a supportive member of the community, we encourage our employees to make positive contribution to the sustainable development in the local communities.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## CHAPTER 3 ENVIRONMENTAL

### 3.1 Emission Control

Climate change is one of the most pressing global challenges. Under the global trend of advocating green and low-carbon development to mitigate climate change, we believe that environmental protection is of great importance to the sustainable business development of the Group. As such, we consider environmental factors from various aspects in making operational decisions. From planning, procurement to operation, we combine the efforts of various departments, organizations and business partners to implement a series of measures for reducing environmental impacts, including curbing exhaust gas and greenhouse gas emissions and discharges of pollutants into waters and land, and reducing the generation of hazardous and non-hazardous waste, transforming the environmental protection policy into actions.

We adopt the following emission control and management methods for the operation of our offices:

- strengthen waste reduction and clean recycling;
- discourage the use of disposable plastic products;
- improve indoor air quality;
- minimize energy consumption; and
- organize trainings to enhance employees' environmental awareness.

In daily operations, employees and visitors are encouraged to share reusable utensils at the office pantries to minimize the use of disposable plastic cutleries and products. Smoke-free workplaces with indoor plants and regularly maintained air purifiers are set up to improve indoor air quality. We adopt teleconferences or video conferences to avoid holding meetings requiring long-distance business trips or road travels to cut down carbon emissions generated from transportation. During the Reporting Period, the sulphur oxide emission from vehicles was reduced by approximately 9.7%. The total greenhouse gas emissions during the Reporting Period was increased by approximately 4.0% as the emission from heat supply of the Inner Mongolia operating unit was increased due to the cold weather in the past winter.

Table 3.1 – Annual vehicle emissions

<b>Year</b>	<b>Sulphur oxide (SOx) (g)</b>
2020	2,672
2019	2,959

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## CHAPTER 3 ENVIRONMENTAL *(Continued)*

### 3.1 Emission Control *(Continued)*

Table 3.2 – Total greenhouse gas emissions (unit: tonnes of carbon dioxide equivalent)

Year	Scope 1	Scope 2	Total	Intensity (tonnes per employee)
2020	416.34	2,319.59	2,735.93	5.71
2019	461.73	2,168.21	2,629.94	5.74

*Notes:* Scope 1 includes emissions from mobile combustion sources; Scope 2 includes energy-related indirect emissions; Scope 3 includes emissions arising from the use of electricity for sewage treatment and business air travel of employees. Such emissions are insignificant and can be ignored in the calculation.

To handle the wastes arising from the Inner Mongolia operating unit, we first classify the wastes by type and recycle any glasses and cans. We separate hazardous waste from non-hazardous ones, group the waste in different garbage bags and affix labels thereto to identify whether they are hazardous or non-hazardous. Lastly, we would arrange the collection of hazardous waste and non-hazardous waste. Any re-usable non-hazardous wastes are donated to charitable organizations. The amount of non-hazardous waste generated during the Reporting Period was reduced by approximately 71.9% as compared to the previous year.

Table 3.3 – Total waste generated

Type of waste Year	Hazardous waste		Non-hazardous waste	
	2020	2019	2020	2019
Tonnes	0	0	23	82
Intensity (tonnes per employee)	0	0	0.06	0.23

*Note:* The data is derived from the Inner Mongolia operating unit.

During the Reporting Period, the Group has not identified any material non-compliance of environmental laws and regulations in Hong Kong and the PRC in relation to air and greenhouse gas emissions, discharges of pollutants into waters and land, and the generation of hazardous and non-hazardous waste that have a significant impact to the Group. Such environmental laws and regulation include but not limited to the Hong Kong Air Pollution Control Ordinance, the Hong Kong Waste Disposal Ordinance and the Environmental Protection Law of the PRC.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## CHAPTER 3 ENVIRONMENTAL *(Continued)*

### 3.2 Efficient Use of Resources

The Group has proactive policies in place for the use of resources to monitor the conservation of energy, water and raw materials, in order to improve the efficiency of resource, reduce waste and promote recycling.

In terms of energy conservation, we have reduced our office spaces in Hong Kong and Shenzhen and used high energy-efficiency products to cut down energy consumption in order to meet the Group's energy-saving targets. In terms of water consumption, we have encouraged our employees and visitors to develop good habits of water saving and avoid waste of water in daily operations by displaying water reserve messages close to water sources.

In addition, our green office policy advocates paper conservation. To this end, we have adopted computer filing and double-sided printing, and reused one-sided printed waste paper; reused ink cartridges by replenishing powdered ink thereto; and provided office supplies for various departments on an old-for-new basis to promote recycling of used supplies.

We continue to encourage various departments to implement our advised energy-saving measures for the use of air-conditioning, lighting, computers, photocopiers, printers and electricity as below:

- maintain the indoor air conditioning temperature between 24-26°C;
- use energy-saving light bulbs;
- clean light bulbs more frequently to increase the luminous efficiency;
- turn off the computers after work or when leaving the workplace or set the computers in energy-saving mode;
- choose electrical appliances with high energy-efficiency label;
- carry out regular maintenance on equipment for optimal energy efficiency performance; and
- distribute tips for energy saving internally through displays.

Table 3.4 – Total energy consumption

<b>Year</b>	<b>Electricity (‘000 KWh)</b>	<b>Towngas (‘000 KWh)</b>	<b>Total (‘000 KWh)</b>	<b>Intensity (‘000 KWh per employee)</b>
2020	2,265.88	196.58	2,462.46	6.49
2019	2,090.68	216.62	2,307.30	6.55

*Note:* The data is derived from the Inner Mongolia operating unit.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## CHAPTER 3 ENVIRONMENTAL *(Continued)*

### 3.2 Efficient Use of Resources *(Continued)*

The total energy consumption of the Inner Mongolia operating unit during the Reporting Period was increased by approximately 6.7% as there was higher demand in heat supply of the Inner Mongolia operating unit due to the cold weather in the past winter.

During the Reporting Period, as water consumed in the Inner Mongolia operating unit was primarily sourced from pumping wells available in the areas of operation, the total water consumption was not measured, thus it is not included in this report.

Nonetheless, we continue to prioritize effective management of water resources for office and domestic use, and adopt various measures to ensure water is effectively utilized and recycled. Such measures include:

- display water conservation labels in washrooms, staff canteens and dormitories;
- replace bottled water with reusable water containers during meetings to reduce water waste;
- flush toilets with collected waste water; and
- develop a rainwater collection system to collect rainwater for irrigation purposes.

The total consumption of packaging materials used for finished products of the Group is not included in this report as it is not considered material in the Group's use of resources as the Group's principal business is expressway operations in Inner Mongolia, which is primarily service oriented.

### 3.3 Environment and Natural Resources

In order to mitigate the impact of our daily operations on the environment and natural resources, the Group identifies the sources of emissions and waste generation in the operation process and the environmental impact of its use of resources, and introduces specific measures to reduce the environmental impact. Meanwhile, the Group's energy policy reveals that the Group implements energy conservation and supports the purchase of energy-saving equipment, which would further reduce greenhouse gas emissions caused by energy consumption.

Paper usage during operations is identified as an activity with significant environmental impact. We have taken measures to reduce paper consumption and protect forests, including disseminating information by electronic means as far as possible, using environmental-friendly paper, setting duplex printing as the default mode for network printers, employing electronic archive system to process internal and external documents, collecting single-sided paper for reuse and used paper for recycling, encouraging staffs to reuse envelopes and encouraging toll road customers to use electronic payment methods via the electronic toll collection (ETC) system.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## CHAPTER 4 EMPLOYMENT

### 4.1 Respect for Labour Rights

Employees are valuable assets of the Group and are essential to the Group's success. We have established human resource policies in accordance with the relevant local laws and regulations of the operating units in respect of employees' compensation and dismissal, recruitment and promotion, working hours, holidays, equal opportunities, diversity, anti-discrimination, benefits and welfare, so as to fully protect and respect employees' rights and create a favorable workplace for employees.

We value the principles of fairness, impartiality and openness to recruit and promote the right employees and never discriminate against job applicants on the grounds of race, colour, social status, place of birth, nationality, religion, disability, gender, sexual orientation, labour union membership, political position or age.

Our corporate culture embraces the importance of attracting talents regardless of backgrounds. We treat all employees equally in employment, remuneration, training opportunities and work arrangements, and ensure our workplace is free of any discrimination. We provide employees with competitive salary, benefits and welfare. The salary package of our employees mainly includes salary, discretionary bonus and share option scheme, in which the combination is based on their respective qualifications, experience, job position and performance. In the Inner Mongolia and Shenzhen operating units, we make contributions to social welfare plans for our employees based on their actual salaries in accordance with applicable laws and regulations in the PRC. The plans provide our employees with pension insurance, medical insurance, work injury insurance, maternity insurance and unemployment insurance. In the Hong Kong office, our human resources policies are established in accordance with Employment Ordinance (Chapter 57), Employee's Compensation Ordinance (Chapter 282), Personal Data (Privacy) Ordinance (Chapter 486), Sex Discrimination Ordinance (Chapter 480) and Disability Discrimination Ordinance (Chapter 487), and the employees can enjoy the benefits of the Company's medical plan. Our employees are entitled to take the holidays stipulated in their employment contracts, and each of the employees may resign by giving a reasonable period's notice.

We strictly prohibit child labour and forced labour and are firmly against imposing any illegal or inhuman penalties on our employees. We have implemented comprehensive measures to review employment practices including those regarding child labour and forced labour and to eliminate any flawed practices once identified.

During the Reporting Period, the Group has not identified any material non-compliance with applicable laws and regulations in Hong Kong and the PRC relating to employment that would have a significant impact on the Group. Such laws and regulations include but not limited to the Hong Kong Employment Ordinance, the Hong Kong Employee's Compensation Ordinance, the Hong Kong Minimum Wage Ordinance, the Labour Law of the PRC, the Labour Contract Law of the PRC, the Social Insurance Law of the PRC and the Protection of Minors Law of the PRC.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## CHAPTER 4 EMPLOYMENT *(Continued)*

### 4.1 Respect for Labour Rights *(Continued)*

Table 4.1 – Total number of employees in the Group

Year	Place of business						Total	
	Hong Kong		Inner Mongolia		Shenzhen		2020	2019
	2020	2019	2020	2019	2020	2019	2020	2019
<b>By gender</b>								
Male	14	15	213	181	37	49	264	245
Female	7	8	166	171	42	34	215	213
<b>By employment type</b>								
Full time	21	23	379	352	79	83	479	458
Part time	0	0	0	0	0	0	0	0
<b>By age group</b>								
18 – 30	0	0	163	200	11	18	174	218
31 – 45	12	12	175	115	56	59	243	186
46 – 60	5	7	37	34	12	5	54	46
=61/>61	4	4	4	3	0	1	8	8

### 4.2 Health and Safety

The Group is committed to provide a safe and healthy work environment and develop its management policies in accordance to the related laws and regulations on labour, safety and working incident. It is in the best interest of all parties within the Group to consider health and safety in every activity. To protect the safety of employees, the Inner Mongolia operating unit distributes protective equipment and arrange training on health and safety to raise employees' awareness on the relevant high-risk areas in the workplace, and become familiar with the internal procedures and policies for health and safety, in an effort to achieve zero work-related accident.

The Hong Kong office assigns its employees to take part in regular health and safety meetings for discussion of safety and health issues, so as to build a culture of occupational health and safety in the workplace. Safety inspection is held every six months by the administrative manager to identify potential hazards within the workplace as well as establish improvement actions.

Table 4.2 – Statistics on work-related injuries

Year	2020	2019
<b>Work-related fatality</b>		
No. of people	0	0
Percentage (%)	0	0
<b>Work-related injuries</b>		
Lost days due to work injury	157	0

*Note:* The data is derived from the Inner Mongolia operating unit.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## **CHAPTER 4 EMPLOYMENT** *(Continued)*

### **4.2 Health and Safety** *(Continued)*

During the Reporting Period, the Group has not identified any material non-compliance with the regulatory requirements for workplace safety in Hong Kong and the PRC that would have a significant impact on the Group. Such law and regulations include but not limited to the Hong Kong Occupational Safety and Health Ordinance, the Labour Law of the PRC, the Work Safety Law of the PRC and the Prevention and Control of Occupational Diseases Law of the PRC.

### **4.3 Education, Training and Career Development**

To ensure the quality of our employees and prepare future management personnel, the Group has a comprehensive career development and training program in place to expand our employees' knowledge of operational and safety standards, and provides on-the-job training for them based on specific job requirements. Senior management staff and personnel with professional qualifications are further arranged to participate in training sessions organized by professional organizations to update any professional knowledge relevant to their positions.

We are committed to provide adequate career development opportunities. To this end, we review the work capability and performance of any employees meeting the conditions for promotion or job transfer, and subsequently make reasonable allocations aligning the Group's latest business development and the employees' personal interest, so as to support our employees' career development.

## **CHAPTER 5 OPERATING PRACTICES**

### **5.1 Product Responsibility**

Our ability to consistently deliver high-quality expressway management services and products to our customers is essential for our business. As such, we always place top priority on quality and safety control and adopt stringent quality and safety standards to eliminate any possibility of physical injuries or property losses caused by road defect to public consumers, so as to keep our management services and products up to the standards prescribed in the laws and regulations of the PRC. To ensure reliable management services as well as product quality and safety, our operating team closely monitors all critical phases of our operations, from the selection of suppliers, the inspection of road safety to the provision of customer services.

The road administration department and the maintenance department of the Inner Mongolia operating unit are responsible for regularly inspecting road surface conditions, clearing up snow and waste on the road surface, and arranging maintenance and repair. We have established a four-staged process composed of security surveillance, construction, work completion verification and implementation to ensure that road conditions meet the standards for safe driving, so as to protect the safety of road users. In addition, the relevant departments regularly inspect the appearance, service language and job responsibilities of the staff of toll stations to ensure premium service quality. We also set up a customer service hotline for customers to voice their opinions. Whenever a complaint is received, the customer service department shall give the customer a proper reply within 24 hours. We would not use any customer information collected in the process for other purposes without the customer's consent. The marketing department has regularly supervised the use of customer information.

With regard to intellectual property rights, we promise not to purchase any pirated software. All our office softwares were provided by copyright holders. The information technology department regularly supervises the operation of software.

During the Reporting Period, the Group has not identified any material non-compliance with all applicable local laws and regulations relating to health and safety, advertising and privacy matters relating to products and services provided that would have a significant impact on the Group. Such law and regulations include but not limited to the Implementation Regulations of the Road Traffic Safety Law of the PRC.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## CHAPTER 5 OPERATING PRACTICES *(Continued)*

### 5.2 Supply Chain Management

We have established long-term and stable business relations with our major suppliers, and maintained close communication and collaboration with them to strengthen the management of environmental and social risks of the supply chain. We believe that maintaining long-term and stable business relations with suppliers can help strengthen our business cooperation with customers and maintain our competitive edge.

We have well-established procedures for supplier evaluation and selection. Before adding potential suppliers to our list of approved suppliers, our procurement team would usually conduct a comprehensive background check on each of the potential supplier, covering their business scale, quality control, delivery time and reputation in the industry. Our procurement policy is that we only purchase products and services from approved suppliers to ensure the quality and safety of products and services, with a view to minimizing the environmental and social risks of the supply chain. We would also carry out assessments of our existing suppliers from time to time, and require them to understand our suppliers code of conduct. Suppliers that fail to meet our requirements will be removed from our list of approved suppliers. When a project is launched, we would ensure suppliers understand our expectations through meetings, and maintain close communication with the suppliers during the project. We would monitor the progress of the project through regular meetings in order to make timely adjustments when needed. Currently, we follow the above-mentioned practices for our cooperation with suppliers.

During the Reporting Period, we did not have any major disputes with our suppliers, nor did we experience any interruption, shortage or delay in our service and product supply that might have a significant adverse impact on our operations.

The Group fully considers the environmental and social risks of its supply chain. We believe that the existing measures for environmental and social risk control are adequate. During the Reporting Period, we did not involve in any accident associated with major environmental and social risk in our supply chain management.

### 5.3 Ethics and Anti-corruption

The Group is committed to ensuring that its business processes are in compliance with local and international laws and regulations relating to the prevention of bribery, extortion, fraud and money laundering. To this end, we regularly review operational procedures and guidelines to enhance internal control and compliance audit.

Our employees are prohibited from seeking or accepting any benefit or bribe from suppliers. Our corporate governance policy stipulates that all senior management personnel are prohibited from engaging in any act of bribery and corruption. We constantly require employees to declare any conflicts of interest and avoid any potential conflicts of interest when doing business. We also have a code of business conduct that is binding on all employees for the prevention of misconduct. All our employees must abide by all local anti-bribery laws and regulations when handling business or corporate affairs of the Group.

As far as whistle-blowing procedures are concerned, according to our code of conduct, any complaints about possible violations of the code of conduct can be made to the Board by confidential fax or letter and will be handled promptly and fairly. In the case of any suspected corruption or any other criminal offense, it should be reported to the competent local authority.

During the Reporting Period, the Group was not aware of any material non-compliance with the relevant laws and regulations on the prevention of bribery, extortion, fraud and money laundering in the places that we operate that would have a significant impact on the Group. Such laws and regulations include but not limited to the Hong Kong Prevention of Bribery Ordinance and the Criminal Law of the PRC.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## CHAPTER 6 COMMUNITY ENGAGEMENT

As a good corporate citizen, we support various charitable activities through participation in volunteer services. We strongly encourage our employees to pursue their personal passions and dedicate their time and skills to supporting local communities. During the Reporting Period, our community participation continues to focus on health. There is a constant need for regular blood supply from healthy people in our community as blood can only be stored for a limited time before use. The Hong Kong office supported local blood donation activities in which employees and their family members participated to raise their awareness on the importance in maintaining their own well-being while helping those in need.

The administrative department of the Company obtains feedback from community groups through emails, the Company's website and annual reports to learn about our community concerns and subsequently review the Group's sustainability goals.

### **Please share your feedback with us!**

We value your feedback on this Environmental, Social and Governance Report 2020. Your comments will help us achieve our vision of a sustainable future. We invite you to share your comments through the following channels:

### **China Resources and Transportation Group Limited**

#### **Principal place of business**

Units Nos. 11-12,  
Level 10, Tower 1,  
Millennium City 1,  
No. 388 Kwun Tong Road,  
Kwun Tong, Kowloon,  
Hong Kong

#### **Website**

<http://www.crtg.com.hk>

#### **Email**

[info@crtg.com.hk](mailto:info@crtg.com.hk)

# INDEPENDENT AUDITOR'S REPORT



國富浩華(香港)會計師事務所有限公司  
**Crowe (HK) CPA Limited**  
Member Crowe Horwath International

9/F Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

**TO THE SHAREHOLDERS OF  
CHINA RESOURCES AND TRANSPORTATION GROUP LIMITED**  
(中國資源交通集團有限公司)

*(Incorporated in the Cayman Islands with limited liability)*

## **DISCLAIMER OF OPINION**

We were engaged to audit the consolidated financial statements of China Resources and Transportation Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 55 to 143, which comprise the consolidated statement of financial position as at 31 March 2020, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the potential interaction of the multiple uncertainties relating to going concern and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## **BASIS FOR DISCLAIMER OF OPINION**

### **Multiple uncertainties relating to going concern**

As described in Note 3(c) to the consolidated financial statements, the Group incurred a net loss of approximately HK\$3,590,216,000 during the year ended 31 March 2020 and as at that date, the Group had net current liabilities and net liabilities of approximately HK\$19,462,568,000 and HK\$7,514,701,000, respectively. The Company was in default in the repayment of the bank borrowings of approximately HK\$10,532,636,000 (Note 31) and other borrowings of approximately HK\$438,310,000 (Note 31) and non-convertible bonds with aggregate carrying amount of approximately HK\$4,395,648,000 (Note 33). These debts, together with the outstanding default interests accrued thereon of approximately HK\$1,886,013,000 (Note 29), totaling approximately HK\$17,252,607,000 have become immediately repayable and are classified under current liabilities at 31 March 2020. At 31 March 2020, several lenders have demanded repayment of the overdue principals and default interests through commencing legal proceedings. All these conditions indicate the existence of multiple uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, to meet its liabilities as and when they fall due, which are set out in Note 3(c) to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to multiple uncertainties, including (i) successfully negotiating a debt restructuring and/or standstill of debt repayment with the PRC banks and other financial institutions; (ii) successfully negotiating with the Group's other lenders and non-convertible bond holders for the renewal of or extension of repayment of outstanding borrowings, including those with overdue principals and interests in default; and (iii) successfully raising new funds for financing the working capital of the Group as and when needed.

## INDEPENDENT AUDITOR'S REPORT

### **BASIS FOR DISCLAIMER OF OPINION** *(Continued)*

#### **Multiple uncertainties relating to going concern** *(Continued)*

Up to the date of approval of the consolidated financial statements, the Group's measures described above have not yet been completed. There were material uncertainties on the Group's ability to obtain adequate working capital to meet its debts as and when they fall due in the foreseeable future. In view of the significance of the extent of the uncertainty relating to the ongoing availability of finance to the Group, we disclaim our opinion in respect of year ended 31 March 2020.

Should the Group fail to achieve all of the above-mentioned measures on a timely basis, it may not be able to continue as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities to current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

### **RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

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

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

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

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA and to issue an auditor's report. The report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

#### **Crowe (HK) CPA Limited**

*Certified Public Accountants*

Hong Kong, 21 September 2020

#### **Liu Mok Lan, Cliny**

Practising Certificate Number P07270

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 March 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Revenue	6	567,562	867,377
Cost of sales and direct operating costs	9(e)	(762,811)	(769,077)
Gross (loss)/profit		(195,249)	98,300
Other income and other gains or losses	7	(34,175)	49,608
Impairment loss of concession intangible asset	14	(1,562,110)	–
Impairment loss of property, plant and equipment	15	(212,638)	(15,612)
Impairment loss of right-of-use assets	16	(55,791)	–
Impairment loss of goodwill	18	(45,592)	–
Impairment loss of trade receivables, net	25	(6,453)	(24,383)
Impairment loss of prepayments, deposits and other receivables, net	26	(87,150)	(50,000)
Impairment loss of long-term deposits and prepayments		–	(34,958)
Loss on change in fair value of investment properties	21	–	(1,807)
Gain on change in fair value less costs to sell of biological assets	19	6,389	4,456
Selling and administrative expenses	9(f)	(168,783)	(121,267)
Finance costs	8	(1,229,638)	(1,094,988)
Loss before taxation	9	(3,591,190)	(1,190,651)
Income tax credit	10	974	85
<b>Loss for the year</b>		<b>(3,590,216)</b>	<b>(1,190,566)</b>
Loss for the year attributable to:			
Owners of the Company		(3,154,695)	(1,072,414)
Non-controlling interests		(435,521)	(118,152)
		<b>(3,590,216)</b>	<b>(1,190,566)</b>
		HK\$	HK\$
<b>Loss per share attributable to owners of the Company</b>			
– Basic	13	(0.42)	(0.14)
– Diluted	13	N/A	N/A

The notes on pages 62 to 143 form part of these financial statements.

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2020

	2020 HK\$'000	2019 HK\$'000
<b>Loss for the year</b>	<b>(3,590,216)</b>	(1,190,566)
<b>Other comprehensive loss:</b>		
<i>Items that may be reclassified subsequently to profit or loss:</i>		
– Exchange differences on translation of financial statements of foreign operations	<b>(11,658)</b>	(137,535)
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>	<b>(3,601,874)</b>	(1,328,101)
Total comprehensive loss attributable to:		
– Owners of the Company	<b>(3,164,009)</b>	(1,204,090)
– Non-controlling interests	<b>(437,865)</b>	(124,011)
	<b>(3,601,874)</b>	(1,328,101)

The notes on pages 62 to 143 form part of these financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2020

	Notes	2020 HK\$'000	2019 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Concession intangible asset	14	11,936,494	14,994,668
Property, plant and equipment	15	513,780	837,681
Right-of-use assets	16	97,297	–
Prepaid lease payments	17	–	161,584
Goodwill	18	–	48,815
Biological assets	19	63,342	62,914
Forest concession rights	20	–	–
Investment properties	21	–	25,620
Financial assets at fair value through profit or loss	22	57,151	97,219
<b>TOTAL NON-CURRENT ASSETS</b>		<b>12,668,064</b>	16,228,501
<b>CURRENT ASSETS</b>			
Inventories	24	45	23,887
Trade receivables	25	250,208	22,602
Prepayments, deposits and other receivables	26	14,795	90,507
Financial assets at fair value through profit or loss	22	2,304	5,573
Prepaid lease payments	17	–	14,174
Amount due from non-controlling shareholder of a subsidiary	27	14,198	15,201
Cash and cash equivalents	28	32,312	38,905
<b>TOTAL CURRENT ASSETS</b>		<b>313,862</b>	210,849
<b>TOTAL ASSETS</b>		<b>12,981,926</b>	16,439,350
<b>CURRENT LIABILITIES</b>			
Other payables	29	4,408,650	3,858,788
Promissory note	30	–	315,003
Borrowings	31	10,970,946	637,431
Non-convertible bonds	33	4,395,648	4,395,648
Lease liabilities	34	1,186	–
<b>TOTAL CURRENT LIABILITIES</b>		<b>19,776,430</b>	9,206,870
<b>NET CURRENT LIABILITIES</b>		<b>(19,462,568)</b>	(8,996,021)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>(6,794,504)</b>	7,232,480



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2020

	<i>Notes</i>	<b>2020</b> <b>HK\$'000</b>	2019 HK\$'000
<b>NON-CURRENT LIABILITIES</b>			
Borrowings	31	–	11,144,021
Promissory note	30	<b>716,205</b>	–
Lease liabilities	34	<b>3,992</b>	–
Deferred tax liabilities	32	–	1,286
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>720,197</b>	11,145,307
<b>TOTAL LIABILITIES</b>		<b>20,496,627</b>	20,352,177
<b>NET LIABILITIES</b>		<b>(7,514,701)</b>	(3,912,827)
<b>CAPITAL AND RESERVES</b>			
Share capital	35	<b>1,488,479</b>	1,488,479
Reserves		<b>(8,595,840)</b>	(5,431,831)
Equity attributable to owners of the Company		<b>(7,107,361)</b>	(3,943,352)
Non-controlling interests		<b>(407,340)</b>	30,525
<b>DEFICIENCY IN EQUITY</b>		<b>(7,514,701)</b>	(3,912,827)

Approved and authorised for issue by the board of directors on 21 September 2020.

**Mr. Cao Zhong**  
*Director*

**Mr. Tsang Kam Ching, David**  
*Director*

The notes on pages 62 to 143 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2020

	Share capital	Share premium	Share option reserve	Capital redemption reserve	Capital reserve	Assets revaluation reserve	Statutory reserve	Translation reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Note 38(i))	(Note (i))		(Note (ii))	(Note (iii))	(Note (iv))	(Note (iv))				
At 1 April 2018	1,488,479	1,880,939	28,058	3,800	795,363	15,903	494	140,825	(7,089,523)	(2,735,662)	159,038	(2,576,624)
Adjustments upon adoption of HKFRS 9 (Note 2(a))	-	-	-	-	-	-	-	-	(3,600)	(3,600)	(4,502)	(8,102)
Loss for the year	-	-	-	-	-	-	-	-	(1,072,414)	(1,072,414)	(118,152)	(1,190,566)
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	-	-	(131,676)	-	(131,676)	(5,859)	(137,535)
Total comprehensive loss for the year	-	-	-	-	-	-	-	(131,676)	(1,072,414)	(1,204,090)	(124,011)	(1,328,101)
Transfer upon lapse of share options	-	-	(28,058)	-	-	-	-	-	28,058	-	-	-
Transfer of statutory reserve	-	-	-	-	-	-	272	-	(272)	-	-	-
At 31 March 2019 and 1 April 2019	1,488,479	1,880,939	-	3,800	795,363	15,903	766	9,149	(8,137,751)	(3,943,352)	30,525	(3,912,827)
Loss for the year	-	-	-	-	-	-	-	-	(3,154,695)	(3,154,695)	(435,521)	(3,590,216)
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	-	-	(9,314)	-	(9,314)	(2,344)	(11,658)
Total comprehensive loss for the year	-	-	-	-	-	-	-	(9,314)	(3,154,695)	(3,164,009)	(437,865)	(3,601,874)
Release upon disposal of investment properties	-	-	-	-	-	(15,903)	-	-	15,903	-	-	-
Transfer of statutory reserve	-	-	-	-	-	-	57	-	(57)	-	-	-
At 31 March 2020	1,488,479	1,880,939	-	3,800	795,363	-	823	(165)	(11,276,600)	(7,107,361)	(407,340)	(7,514,701)

## Notes:

- (i) The share option reserve represented the cumulative expenses recognised on the granting of share options during the reporting period.
- (ii) The capital reserve represented capitalisation of payables to non-controlling interests.
- (iii) The assets revaluation reserve represented gains/losses arising on the revaluation of property in Australia which was occupied and operated by the Group as a cold warehouse prior to the year ended 31 March 2007 but was reclassified to investment properties on 31 March 2007. Upon the disposal of the investment properties during the year ended 31 March 2020, the assets revaluation reserve of approximately HK\$15,903,000 was released and credited to accumulated losses.
- (iv) In accordance with the relevant regulations in the PRC, the Company's subsidiary established in the PRC is required to transfer a certain percentage of its profits after tax to reserve funds. Subject to certain restrictions set out in the relevant PRC regulations and in the subsidiary's articles of association, the reserve funds may be used either to offset losses, or for capitalisation by way of paid-up capital.
- (v) The translation reserve represented all exchange differences arising from the translation of the financial statements of operations outside Hong Kong.

The notes on pages 62 to 143 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2020

	Notes	2020 HK\$'000	2019 HK\$'000
<b>Cash flows from operating activities</b>			
Loss before taxation		<b>(3,591,190)</b>	(1,190,651)
Adjustments for:			
Interest income	7	<b>(1,445)</b>	(5,499)
Finance costs	8	<b>1,229,638</b>	1,094,988
Impairment loss of concession intangible asset	14	<b>1,562,110</b>	–
Impairment loss of property, plant and equipment	15	<b>212,638</b>	15,612
Depreciation of property, plant and equipment	15	<b>79,985</b>	93,397
Depreciation of right-of-use assets	16	<b>18,080</b>	–
Loss on change in fair value of investment properties	21	–	1,807
Gain on change in fair value less costs to sell of biological assets	19	<b>(6,389)</b>	(4,456)
Fair value loss/(gain) on financial assets at fair value through profit or loss	7	<b>35,866</b>	(33,000)
Impairment loss of trade receivables, net	25	<b>6,453</b>	24,383
Impairment loss of prepayments, deposits and other receivables, net	26	<b>87,150</b>	50,000
Impairment loss of long-term deposits and prepayments		–	34,958
Impairment loss of right-of-use assets	16	<b>55,791</b>	–
Impairment loss of goodwill	18	<b>45,592</b>	–
Write-off of inventories	9	<b>475</b>	1,281
Amortisation of prepaid lease payments	9	–	18,458
Amortisation of concession intangible asset	14	<b>584,176</b>	602,538
Loss on disposal of subsidiaries	7	–	8
Net realised gain on disposal of financial assets at fair value through profit or loss	7	<b>(9)</b>	(3,447)
Gain on disposal of property, plant and equipment	7	<b>(31)</b>	(5,757)
Loss on disposal of investment properties	7	<b>477</b>	–
<b>Operating profit before changes in working capital</b>		<b>319,367</b>	694,620
Decrease in inventories		<b>22,656</b>	1,479
(Increase)/decrease in trade receivables		<b>(241,304)</b>	6,305
Increase in prepayments, deposits and other receivables		<b>(1,221)</b>	(41,016)
Increase/(decrease) in other payables		<b>20,193</b>	(27,690)
Decrease in biological assets		<b>2,460</b>	2,619
<b>Cash generated from operations</b>		<b>122,151</b>	636,317
PRC tax paid		<b>(2)</b>	(546)
<b>Net cash generated from operating activities</b>		<b>122,149</b>	635,771

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2020

	<i>Notes</i>	<b>2020</b> <b>HK\$'000</b>	2019 HK\$'000
<b>Cash flows from investing activities</b>			
Payments for acquisition of property, plant and equipment		<b>(5,818)</b>	(541)
Proceeds from disposal of property, plant and equipment		<b>191</b>	18,684
Payment for acquisition of financial assets at fair value through profit or loss		<b>(10,657)</b>	(11,748)
Proceeds from disposal of financial assets at fair value through profit or loss		<b>12,269</b>	9,952
Proceeds from disposal of investment properties		<b>9,907</b>	–
Payments for expressway construction costs		<b>(56,907)</b>	(108,691)
Payment for plantation of biological assets	<i>19</i>	<b>(768)</b>	(893)
Interests received		<b>698</b>	184
Net cash used in investing activities		<b>(51,085)</b>	(93,053)
<b>Cash flows from financing activities</b>			
Proceeds from borrowings	<i>48(b)</i>	–	2,000
Repayment of borrowings	<i>48(b)</i>	<b>(33,649)</b>	(66,129)
Refundable earnest money received for disposal of partial interest in a subsidiary	<i>29</i>	–	176,307
Capital element of lease payments	<i>48(b)</i>	<b>(228)</b>	–
Interest element of lease payments	<i>48(b)</i>	<b>(144)</b>	–
Interests paid	<i>48(b)</i>	<b>(45,350)</b>	(658,229)
Net cash used in financing activities		<b>(79,371)</b>	(546,051)
<b>Net decrease in cash and cash equivalents</b>		<b>(8,307)</b>	(3,333)
<b>Effect of foreign exchange rate changes</b>		<b>1,714</b>	2,767
<b>Cash and cash equivalents at beginning of year</b>		<b>38,905</b>	39,471
<b>Cash and cash equivalents at end of year</b>		<b>32,312</b>	38,905
<b>Analysis of balances of cash and cash equivalents at end of year</b>			
Bank and cash balances		<b>32,312</b>	38,905

The notes on pages 62 to 143 form part of these financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 1. CORPORATE INFORMATION

China Resources and Transportation Group Limited (the “Company”) is an exempted Company incorporated in the Cayman Islands with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office is the office of Sterling Trust (Cayman) Limited, Whitehall House, 238 North Church Street, P.O. Box 1043, George Town, Grand Cayman, KY1-1102, Cayman Islands. Its principal place of business is located at Unit Nos. 11-12, Level 10, Tower 1, Millennium City 1, No. 388 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong.

The principal activities of the Company and its subsidiaries (collectively refer to as the “Group”) are expressway operations, compressed natural gas (“CNG”) gas stations operation, growing and sales of forage and agricultural products and timber operations.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

### (a) New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to HKFRSs which are effective for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle

Except for HKFRS 16, *Leases*, none of the 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.

### **HKFRS 16 Leases**

HKFRS 16 replaces HKAS 17, *Leases* and the related interpretations HK(IFRIC) 4, *Determining whether an arrangement contains a lease*, HK(SIC) 15, *Operating leases–incentives*, and HK(SIC) 27, *Evaluating the substance of transactions involving the legal form of a lease*. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less (“short-term leases”) and leases of low-value assets. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

HKFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied HKFRS 16 as from 1 April 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### (a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

#### a. **New definition of a lease**

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. 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.

The Group applies the new definition of a lease of HKFRS 16 only to contracts that were entered into or changed on or after 1 April 2019. For contracts entered into before 1 April 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

#### b. **Lessee accounting and transitional impact**

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets which are exempt. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment. For an explanation of how the Group applies lessee accounting, see Note 3(k)(i).

At the date of transition to HKFRS 16 (i.e. 1 April 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates used at 1 April 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 5.64%.

To ease the transition of HKFRS 16, the Group applied the following recognition exemption and practical expedients, on lease-by-lease basis, to the extent relevant to the respective lease contracts at the date of initial application of HKFRS 16:

- (i) the Group elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 31 March 2020; and
- (ii) when measuring the lease liabilities at the date of initial application of HKFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

##### b. Lessee accounting and transitional impact (Continued)

The following table reconciles the opening lease commitments disclosed in Note 40 as at 31 March 2019 to the opening balance for lease liabilities recognised as at 1 April 2019:

	1 April 2019 HK\$'000
Operating lease commitments as of 31 March 2019	46,043
Less: commitments relating to leases exempt from capitalisation	
– short-term leases and other leases with remaining lease term ending on or before 31 March 2020	(40,909)
– leases of low-value assets	(42)
	5,092
Less: total future interest expenses	(3,320)
<b>Total lease liabilities recognised at 1 April 2019</b>	<b>1,772</b>

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

	HK\$'000
Right-of-use assets relating to operating leases of office premises recognised upon application of HKFRS 16	1,772
Reclassified from prepaid lease payments (Note)	175,758
	177,530

*Note:* Upfront payments for leasehold lands in the People’s Republic of China (the “PRC”) were classified as prepaid lease payment as at 31 March 2019. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to HK\$14,174,000 and HK\$161,584,000, respectively were reclassified to right-of-use assets.

There was no impact of transition to HKFRS 16 on the accumulative losses at 1 April 2019.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

##### b. Lessee accounting and transitional impact (Continued)

The following table summarises the impacts of the adoption of HKFRS 16 on the Group’s consolidated statement of financial position:

	Carrying amount at 31 March 2019 HK\$’000	Capitalisation of operating lease contracts HK\$’000	Carrying Amount at 1 April 2019 HK\$’000
<b>Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16:</b>			
Prepaid lease payment (non-current)	161,584	(161,584)	–
Right-of-use assets	–	177,530	177,530
<b>Total non-current assets</b>	<b>16,228,501</b>	<b>15,946</b>	<b>16,244,447</b>
Prepaid lease payments (current)	14,174	(14,174)	–
<b>Current assets</b>	<b>210,849</b>	<b>(14,174)</b>	<b>196,675</b>
Lease liabilities (current)	–	88	88
<b>Current liabilities</b>	<b>9,206,870</b>	<b>88</b>	<b>9,206,958</b>
<b>Net current liabilities</b>	<b>(8,996,021)</b>	<b>(14,262)</b>	<b>(9,010,283)</b>
<b>Total assets less current liabilities</b>	<b>7,232,480</b>	<b>1,684</b>	<b>7,234,164</b>
Lease liabilities (non-current)	–	1,684	1,684
<b>Total non-current liabilities</b>	<b>11,145,307</b>	<b>1,684</b>	<b>11,146,991</b>
<b>Net liabilities</b>	<b>(3,912,827)</b>	<b>–</b>	<b>(3,912,827)</b>

##### c. Impact on the financial result, segment results and cash flows of the Group

After the initial recognition of right-of-use assets and lease liabilities as at 1 April 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a negative impact on the reported loss from operations in the Group’s consolidated statement of profit or loss, as compared to the results if HKAS 17 had been applied during the year.

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element (see Note 48). These elements are classified as financing cash outflows, rather than as operating cash outflows, as was the case for operating leases under HKAS 17. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the cash flow statement.

##### d. Lessor accounting

The Group leases out the underlying assets of CNG gas stations (“CNG gas stations operation”) as the lessor of operating leases. The accounting policies applicable to the Group as a lessor remain substantially unchanged from those under HKAS 17.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New and amendments to HKFRSs issued but are not yet effective

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

HKFRS 17	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 16	COVID-19 – Related Rent Concessions <sup>6</sup>
Amendments to HKFRS 3	Definition of a Business <sup>2</sup>
Amendments to HKFRS 3	Reference to the Conceptual Framework <sup>5</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Ventures <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>4</sup>
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use <sup>5</sup>
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract <sup>5</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>4</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020 <sup>5</sup>

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

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

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>6</sup> Effective for annual periods beginning on or after 1 June 2020

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2020 comprise the Company and its subsidiaries (together the "Group").

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

The measurement basis used in the preparation of the financial statements is the historical cost basis except for the following assets set out below:

- biological assets; and
- financial assets at fair value through profit or loss.

The preparation of financial statements in conformity with HKFRSs 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 in 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 HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 4.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (c) Going concern basis

The Group incurred a net loss of approximately HK\$3,590,216,000 for the year ended 31 March 2020 and as of that date, the Group had net current liabilities and net liabilities of approximately HK\$19,462,568,000 and HK\$7,514,701,000, respectively. The Company was in default in the repayment of the bank borrowings of approximately HK\$10,532,636,000 (Note 31) and other borrowings of approximately HK\$438,310,000 (Note 31) and non-convertible bonds with aggregate carrying amount of approximately HK\$4,395,648,000 (Note 33). These debts, together with the outstanding default interests accrued thereon of approximately HK\$1,886,013,000 (Note 29), totaling approximately HK\$17,252,607,000 are classified under current liabilities at 31 March 2020.

All of the above conditions indicate the existence of multiple material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

In view of the circumstances and conditions mentioned above, the directors have given careful consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken by the Group to mitigate the liquidity pressure and to improve its financial position, which include, but not limited to, the following:

- (i) The Group has been actively negotiating with the PRC banks and other financial institutions in respect the debt restructuring and/or standstill of debt repayment;
- (ii) The Group is actively negotiating with the Group's other lenders and non-convertible bond holders to seek for the extension of repayments of all borrowings, including principles and interests in default; and
- (iii) The Group is actively negotiating with external parties to obtain new sources of financing to finance the Group's working capital and improve the liquidity position.

The directors of the Company have prepared a cash flow forecast of the Group for a period covered not less than twelve months from the date of approval of the consolidated financial statements. Based on the cash flow forecast which has assumed the successful implementation of the above measures, the directors of the Company are of the opinion that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the next twelve months from the date of approval for the consolidated financial statements. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through the following:

- (i) Successfully negotiating with the PRC banks and other financial institutions in respect the debt restructuring and/or standstill of debt repayment;
- (ii) Successfully negotiating with the Group's other lenders and non-convertible bond holders for the renewal of or extension of repayment of outstanding borrowings, including those with overdue principals and interests; and

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (c) **Going concern basis** *(Continued)*

- (iii) Successfully raising new funds for financing the working capital of the Group within the next twelve months.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to restate the value of assets to their recoverable amounts, to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively, and to provide for any further liabilities that may arise. The effects of these potential adjustments have not been reflected in these consolidated financial statements.

### (d) **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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Total comprehensive income of subsidiaries is attributed to the equity shareholders of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (d) Subsidiaries and non-controlling interests *(Continued)*

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (Note 3(l)(ii)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

### (e)(i) Business combinations

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

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

- deferred tax assets or liabilities and assets and liabilities, related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employees Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market term.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (e)(i) Business combinations *(Continued)*

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

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (e)(ii) Goodwill

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

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

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

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the cash-generating unit within group of cash-generating units in which the Group monitors goodwill).

### (e)(iii) Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

### (f) Other investments in equity securities

The Group's policies for investments in equity securities, other than investments in subsidiaries and associates, are as follows:

Investments in equity 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 44(f). These investments are subsequently accounted for as follows, depending on their classification.

#### **Equity investments**

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. 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. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is 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 in accordance with the policy set out in Note 3(w)(vi).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (g) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see Note 3(k)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in Note 3(w)(iv).

### (h) Property, plant and equipment

The following items of property, plant and equipment other than construction in progress, are stated at cost less accumulated depreciation and impairment losses.

- interests in leasehold land and buildings where the Group is the registered owner of the property interest;
- right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

Buildings – Other buildings	Over the remaining term of the relevant lease but not exceeding 30 years
Leasehold improvements	Over the remaining life of the leases but not exceeding 5 years
Power generating equipment	20 years
Furniture, machinery and equipment	5 to 20 years
Motor vehicles	5 to 8 years
Vessels	10 years
Safety equipment	10 years
Communication and signalling systems	10 years
Toll collection equipment	10 years
Camellia trees	20 years

Construction in progress represents property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction and interest charges arising from borrowings used to finance these assets during the period of construction or installation and testing, if any. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and are available for its intended use.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (h) Property, plant and equipment *(Continued)*

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

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

### (i) Biological assets

Biological assets are living plants involved in the agricultural activities of the transformation of biological assets into agricultural produce for sale or into additional biological assets. Biological assets, agricultural produce and seedlings, are measured at fair value less costs to sell at initial recognition and at the end of each reporting period. The fair value less costs to sell at the time of harvest is deemed as the cost of agricultural produce for further processing, if applicable.

If an active market exists for a biological asset or agricultural produce with reference to comparable specie, growing condition and expected yield of the crops, the quoted price in that market is adopted for determining the fair value of that asset. If an active market does not exist, the Group uses the most recent market transaction price, provided that there has not been a significant change in economic circumstances between the transaction date and the end of the reporting period, or the market prices for similar assets adjusted to reflect differences to determine fair values. The gain or loss arising on initial recognition and subsequent changes in fair values less costs to sell of biological assets is recognised in profit or loss in the period in which it arises. Upon the sale of the agricultural produce as forestry products, the carrying amount is transferred to cost of sales in the consolidated statement of profit or loss.

Seedlings that have little biological transformation taken place since initial cost incurrence are stated at cost less any impairment loss.

### (j) Concession intangible asset

Concession intangible asset represents the rights to charge users of the public service that the Group obtained under the service concession arrangements. Concession intangible asset is stated at cost, that is, the fair value of the consideration received or receivable in exchange for the construction services provided under the service concession arrangements, less accumulated amortisation and any impairment losses.

Amortisation of the concession intangible asset starts upon commencement of the operation of the concession intangible asset.

Amortisation for concession intangible asset with finite useful lives is provided on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

It is the Group's policy to review regularly the projected total traffic volume throughout the concession periods of the respective concession intangible asset. If it is considered appropriate, independent professional traffic studies will be performed. Appropriate adjustment will be made should there be a material change in the projected total traffic volume.

Costs incurred during the period of construction of the underlying concession intangible asset are recognised as part of concession intangible asset. Subsequent expenditures are capitalised in the concession intangible asset when it increases the future economic benefits embodied in the concession intangible asset. All other expenditures are recognised in profit or loss as incurred.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (k) Leased assets

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

### (i) As a lessee

#### (A) Policy application from 1 April 2019

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 recognised a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with these leases which are not capitalised are recognised as an expense 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 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 calculated 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 hence are charged to profit or loss in the accounting period in which they are 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 plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes 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, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to 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 Group presents right-of-use assets that do not meet the definition of investment property and presents lease liabilities separately in the statement of financial position.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (k) Leased assets (Continued)

#### (i) As a lessee (Continued)

##### (B) Policy application prior to 1 April 2019

In the comparative period, leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases.

Payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

#### (ii) As a lessor

When the Group acts as a lessor, it 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. If this is not the case, 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(w)(iv).

### (l) Credit losses and impairment of assets

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

The Group recognises a loss allowance for expected credit losses (ECLs) on the financial assets measured at amortised cost (i.e. trade and other receivables). Financial assets measured at fair value are not subject to the ECL assessment.

##### Measurement of ECLs

ECLs are probably-weighted estimate of credit loss. 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).

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

- trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof; and
- 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 event, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within 12 months after the reporting period end date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (I) Credit losses and impairment of assets *(Continued)*

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

##### Measurement of ECLs *(Continued)*

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

##### Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition. The Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower 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 (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environmental that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on share credit risk characteristics, such as past due status and credit risk ratings.

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.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (I) Credit losses and impairment of assets *(Continued)*

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

##### **Basis of calculation of interest income**

Interest income recognised in accordance with Note 3(w)(v) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

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 past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environmental that have an adverse effect on the debtor; 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 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 amount 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 CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (I) Credit losses and impairment of assets (Continued)

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

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- intangible assets;
- construction in progress;
- goodwill; and
- investment in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

#### – **Calculation of recoverable amount**

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

#### – **Recognition of impairment losses**

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

#### – **Reversal of impairment losses**

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (l) Credit losses and impairment of assets *(Continued)*

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

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, 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(l)(i) and (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.

### (m) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost of inventories is calculated using the weighted average cost formula and comprises all 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 the estimated costs of completion and the estimated costs necessary costs to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

The cost of timber harvested from biological assets is its fair value less costs to sell at the date of harvest, determined in accordance with the accounting policy for biological assets (Note 3(i)).

### (n) Trade and other receivables

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

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see Note 3(l)(i)).

### (o) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in Note 3(l)(i).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (p) **Contract liabilities**

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see Note 3(w)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 3(n)).

### (q) **Trade and other payables**

Trade and other payables are initially recognised at fair value. Trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### (r) **Interest-bearing borrowings**

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see Note 3(y)).

### (s) **Convertible bonds**

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative component are recognised at fair value. In subsequent periods, the debt component of the convertible notes is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible notes are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible notes using the effective interest method.

### (t) **Income tax**

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (t) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group or the Company has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (u) Employee benefits

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

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

#### (ii) **Share-based payments**

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

The fair value determined at the grant date of the equity-settled share-based payments is recognised in profit or loss over the vesting period with a corresponding increase in the employee share based compensation reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

Equity-settled share-based payments transactions with other parties are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

#### (iii) **Termination benefits**

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restricting costs involving the payment of termination benefits.

### (v) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (w) 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.

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. Revenue is measured at the fair value of the consideration received or receivable. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

- (i) Revenue arising from toll operation is recognised at a point in time when the vehicles exit the toll expressway, of which the Group operates part or all of it. The revenue from toll operation is based on the toll rates determined by government authorities. It is settled by government agencies on a monthly basis.
- (ii) Revenue from sales of goods is recognised when the control of the goods is transferred to the customer, which is taken to be the point in time when the customer has accepted the goods that are delivered by the Group.
- (iii) Revenue from sales of electricity is earned and recognised upon transmission of electricity to the customers or the power grid owned by the respective regional or provincial grid companies.
- (iv) Rental income from operating leases is recognised in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the time pattern of benefits to be derived from the use of the leased assets. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.
- (v) Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the effective interest rates applicable.
- (vi) Dividends
  - Dividend income from unlisted investments is recognised when the shareholders' rights to receive payment is established.
  - Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.
- (vii) Government grant that compensate the Group for expenses incurred is recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (x) Translation of foreign currencies

#### (i) **Functional and presentation currency**

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity ("functional currency"). The functional currency of the Company and its subsidiaries outside Mainland China is Hong Kong dollars and the functional currency of the subsidiaries in Mainland China is Renminbi. The consolidated financial statements are presented in Hong Kong dollars ("presentation currency").

#### (ii) **Transactions and balances**

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities.

The results of operations outside Mainland China are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### (y) **Borrowing costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset 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.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

### (z) 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.

### (aa) 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 over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
  - (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 the employees of 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 key management personnel of the entity (or of a parent of the entity).
  - (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.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. ACCOUNTING JUDGEMENTS AND ESTIMATES

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

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

### (a) Estimates of construction costs for concession intangible asset

In ascertaining the total construction costs for Zhunxing Expressway, the directors made estimates based on information available such as budgeted project costs, actual project costs incurred/ settled to date, and relevant third party evidence such as signed construction contracts and their supplements, the related variation orders placed and the underlying construction and design plans, etc. Additional construction costs were recognised and capitalised to cost of concession intangible asset in the course of Zhunxing's finalisation of the respective statement of accounts with each of the contractors, based on latest status of negotiations and/or supplemental settlements with the relevant contractors and/or subcontractors, results of arbitrations, and/or judgements of settled litigations. Management of the Group considered that adequate provision for construction costs has been made at 31 March 2020.

The management of the Group considers that these are the current best estimates on the magnitude of construction costs payable to the contractors and/or subcontractors of Zhunxing Expressway. If the magnitudes of the final construction costs were to differ from management's current estimates, the Group would account for the change in estimates prospectively.

### (b) Impairment of concession intangible asset and relevant property, plant and equipment of Expressway CGU

The Group's expressway operations are identified as a cash generating unit ("Expressway CGU") to which concession intangible assets of approximately HK\$11,936,494,000 (2019: HK\$14,994,668,000) and relevant property, plant and equipment of approximately HK\$391,111,000 (2019: HK\$686,460,000) are allocated, as disclosed in Notes 14 and 15 respectively. Management assesses the recoverable amount of the Expressway CGU, to which concession intangible asset and relevant property, plant and equipment are allocated, based on value-in-use calculations which require the use of estimates and significant judgement by management on the growth rates on the revenue of the Expressway CGU during the remaining concession period and discount rate which are disclosed in Note 14(b).

Based on the impairment assessment as disclosed in Note 14(b), an additional provision for impairment of approximately HK\$1,613,294,000 on the carrying amounts of the Expressway CGU, to which the concession intangible asset and relevant property, plant and equipment are allocated, are required at 31 March 2020.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

### (b) Impairment of concession intangible asset and relevant property, plant and equipment of Expressway CGU *(Continued)*

The proforma sensitivity analysis on the potential downside effects on the carrying amounts of concession intangible asset and relevant property, plant and equipment, which are allocated to the Expressway CGU, is set out below:

- (a) If the discount rate was increased by 5% and all other parameters remain unchanged, the value-in-use of the concession intangible asset and relevant property, plant and equipment, which are allocated to the Expressway CGU, would decrease by approximately HK\$565 million and HK\$18 million respectively, and additional impairment of approximately HK\$579 million and HK\$19 million on the carrying amounts of the concession intangible asset and relevant property, plant and equipment, which are allocated to the Expressway CGU, would be required at 31 March 2020, respectively.
- (b) If the average long-term growth rates during the remaining concession period was decreased by 5% and all other parameters remain unchanged, the value-in-use of the concession intangible asset and relevant property, plant and equipment, which are allocated to the Expressway CGU, would decrease by approximately HK\$105 million and HK\$3 million respectively, and additional impairment of approximately HK\$108 million and HK\$4 million on the carrying amounts of the concession intangible asset and relevant property, plant and equipment, which are allocated to the Expressway CGU, would be required at 31 March 2020, respectively.

### (c) Impairment of goodwill acquired through acquisitions

Determining whether goodwill acquired through acquisitions is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors of the Company to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at 31 March 2020 is HK\$Nil (2019: HK\$48,815,000), net of impairment loss of HK\$45,592,000 (2019: \$Nil). Details of the recoverable amount calculation are disclosed in Note 18.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

### (d) Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures a number of items at fair value:

- Biological assets (Note 19); and
- Financial instruments (Note 22).

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes.

### (e) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase depreciation charges where useful lives are less than previously technically obsolete or non-strategic assets that have been abandoned or sold.

### (f) Fair value of biological assets

Management estimates the current market prices less costs to sell of biological assets at the end of each reporting period with reference to market prices and professional valuations. Un-anticipated volatile changes in market prices of the underlying agricultural produce could significantly affect the fair values of these biological assets and result in fair value re-measurement losses in future accounting periods.

The Group's forestry business is subject to the usual agricultural hazards from fire, wind and insects. Forces of nature such as temperature and rainfall may also affect harvest efficiency. Management considers adequate preventive measures are in place and the relevant legislation under forestry laws in the PRC will assist in minimising exposure. To the extent that un-anticipated factors affecting harvestable agricultural products may result in re-measurement of harvest losses in future accounting periods.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

### (g) Net realisable value of inventories

Management reviews the conditions of timber and other inventories at the end of each reporting period, and makes allowances for obsolete and slow-moving inventory items identified that are no longer suitable for use in production and/or sales in the market. These estimates are based on current market conditions and the historical experience of selling goods of similar nature. It could change significantly as a result of change in market condition. Management will reassess the estimations at the end of each reporting period.

### (h) Estimation of amortisation period of concession intangible asset

The Group amortises the concession intangible assets using the straight-line method over the concession period granted (Note 14(a)). The concession period is approved by the grantor and the Group does not have a renewal or termination option for the concession period.

If the grantor requires to extend or shorten the concession periods, management will revise the amortisation charges which are different to previously calculated, or recognise an impairment loss, if any.

### (i) Impairment assessment of trade and other receivables

The Group determines the provision for impairment of trade and other receivables on a forward looking basis. Lifetime ECLs on trade receivables are recognised from initial recognition of the assets. The provision matrix is determined based on the Group's historical observed default rates over the expected life of the trade receivables with similar credit risk characteristics and is adjusted for forward looking estimates. Other receivables are considered for 12-month expected credit losses unless there has been a significant increase in credit risk of the financial instruments, in which case the loss allowance is measured at an amount equal to lifetime ECLs. In making the judgement, management considers available reasonable and supportive forward-looking information such as actual or expected significant changes in operating results and financial positions of the customers, past payment history of the customers, and actual or expected adverse changes in business, financial or economic conditions that are expected to cause a significant change in the customers' ability to settle their trade debts. At each reporting period end, the historical observed default rates are updated and changes in the forward-looking economic conditions and estimates are analysed by the Group's management.

### (j) Impairment of property, plant and equipment and right-of-use assets

The Group assesses whether there are any indicators of impairment for property, plant and equipment and right-of-use assets. If such an indication exists, the recoverable amount of property, plant and equipment and right-of-use assets are estimated using the higher of its fair value less costs of disposals and its value-in-use. If the carrying amount of property, plant and equipment and right-of-use assets exceeds its recoverable amount, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in profit or loss. The determination of recoverable amount based on value-in-use calculation incorporates a number of key estimates and assumptions about future events and therefore, are subject to uncertainty and might materially differ from the actual results. In making these key estimates and judgments, the directors take into consideration assumptions that are mainly based on market conditions existing at the end of the reporting period and appropriate market and discount rates. Future changes in the events and conditions underlying the estimates and judgements would affect the estimation of recoverable amounts and result in adjustments to their carrying amounts.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 5. SEGMENT INFORMATION

The chief operating decision makers have been identified as executive directors of the Company. They review the Group's internal reporting in order to assess performance and allocate resources, and determine the operating segments.

The Group has three reportable segments. The segments are managed separately as each business offers different products or provides different services and requires different business strategies.

The following summary describes the operations in each of the Group's reportable segments:

Expressway operations – the operations, management, maintenance and auxiliary facility investment of the Zhunxing Expressway;

CNG gas stations operation – operation of CNG gas stations; and

Others – sales of timber logs from tree plantation and outside suppliers, sales of seedlings, refined plant oil, sales of agricultural and forage products and electricity supply by solar power stations.

There was no inter-segment sale or transfer during the year (2019: HK\$Nil). Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments' results that is used by the chief operating decision makers for assessment of segment performance.

The measure used for reportable segment loss is loss before unallocated finance costs and taxation.

Segment assets exclude financial assets at fair value through profit or loss, amount due from non-controlling shareholder of a subsidiary, cash and cash equivalents, right-of-use assets, investment properties and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude promissory notes, non-convertible bonds, interest payable on promissory notes and non-convertible bonds, lease liabilities, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 5. SEGMENT INFORMATION *(Continued)*

### (a) Reportable Segment

For the year ended 31 March 2020

	Expressway operations HK\$'000	CNG gas stations operation HK\$'000	Others HK\$'000	Total HK\$'000
<b>REVENUE</b>				
Revenue from external customers	514,356	33,385	19,821	567,562
Inter-segment revenue	–	–	–	–
Reportable segment revenue	<b>514,356</b>	<b>33,385</b>	<b>19,821</b>	<b>567,562</b>
Reportable segment loss	<b>(3,093,285)</b>	<b>(69,039)</b>	<b>(94,518)</b>	<b>(3,256,842)</b>
Adjusted EBITDA <i>(Note (i))</i>	<b>366,477</b>	<b>3,723</b>	<b>(9,466)</b>	<b>360,734</b>
Reportable segment assets	<b>12,574,715</b>	<b>16,197</b>	<b>268,518</b>	<b>12,859,430</b>
Reportable segment liabilities	<b>(14,211,053)</b>	<b>(953)</b>	<b>(108,723)</b>	<b>(14,320,729)</b>
<b>Other segment information</b>				
Additions of property, plant and equipment	529	5,256	33	<u>5,818</u>
Additions of biological assets	–	–	768	<u>768</u>
Additions of right-of-use assets	–	–	1,507	1,507
Unallocated additions of right-of-use assets				<u>2,278</u>
Total additions of right-of-use assets				<u>3,785</u>
Depreciation of property, plant and equipment	69,743	1,126	9,088	79,957
Unallocated depreciation of property, plant and equipment				<u>28</u>
Total depreciation of property, plant and equipment				<u>79,985</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

**5. SEGMENT INFORMATION** (Continued)  
**(a) Reportable Segment** (Continued)  
**For the year ended 31 March 2020** (Continued)

	<b>Expressway operations HK\$'000</b>	<b>CNG gas stations operation HK\$'000</b>	<b>Others HK\$'000</b>	<b>Total HK\$'000</b>
Depreciation of right-of-use assets	–	<b>386</b>	<b>17,504</b>	<b>17,890</b>
Unallocated depreciation of right-of-use assets				<b>190</b>
Total depreciation of right-of-use assets				<b>18,080</b>
Amortisation of concession intangible asset	<b>584,176</b>	–	–	<b>584,176</b>
Impairment loss of concession intangible asset	<b>1,562,110</b>	–	–	<b>1,562,110</b>
Impairment loss of property, plant and equipment	<b>192,694</b>	<b>16,271</b>	<b>3,673</b>	<b>212,638</b>
Impairment loss of right-of-use assets	–	<b>7,826</b>	<b>47,965</b>	<b>55,791</b>
Impairment loss of goodwill	–	<b>45,592</b>	–	<b>45,592</b>
Impairment loss of trade receivables, net	–	<b>(343)</b>	<b>6,796</b>	<b>6,453</b>
Impairment loss of prepayments, deposits and other receivables	<b>78,172</b>	<b>1,904</b>	<b>5,824</b>	<b>85,900</b>
Unallocated impairment loss of prepayments, deposits and other receivables				<b>1,250</b>
Total impairment loss of prepayments, deposits and other receivables				<b>87,150</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

**5. SEGMENT INFORMATION** *(Continued)*  
**(a) Reportable Segment** *(Continued)*  
**For the year ended 31 March 2020** *(Continued)*

	<b>Expressway operations HK\$'000</b>	<b>CNG gas stations operation HK\$'000</b>	<b>Others HK\$'000</b>	<b>Total HK\$'000</b>
Write-down of inventories	–	–	475	<u>475</u>
Provision for legal claims	8,082	–	–	<u>8,082</u>
Finance costs	972,867	–	116	<u>972,983</u>
Unallocated finance costs				<u>256,655</u>
Total finance costs				<u>1,229,638</u>
Rental income	–	187	–	187
Unallocated rental income				<u>239</u>
Total rental income				<u>426</u>
Interest income	140	80	8	228
Unallocated interest income				<u>1,217</u>
Total interest income				<u>1,445</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 5. SEGMENT INFORMATION (Continued)

### (a) Reportable Segment (Continued) For the year ended 31 March 2019

	Expressway operations HK\$'000	CNG gas stations operation HK\$'000	Others HK\$'000	Total HK\$'000
<b>REVENUE</b>				
Revenue from external customers	815,915	32,371	19,091	867,377
Inter-segment revenue	–	–	–	–
<b>Reportable segment revenue</b>	<b>815,915</b>	<b>32,371</b>	<b>19,091</b>	<b>867,377</b>
<b>Reportable segment (loss)/profit</b>	<b>(812,312)</b>	<b>303</b>	<b>(60,011)</b>	<b>(872,020)</b>
<b>Adjusted EBITDA (Note (i))</b>	<b>732,443</b>	<b>2,833</b>	<b>5,805</b>	<b>741,081</b>
<b>Reportable segment assets</b>	<b>15,789,372</b>	<b>72,779</b>	<b>388,565</b>	<b>16,250,716</b>
<b>Reportable segment liabilities</b>	<b>(14,310,737)</b>	<b>(738)</b>	<b>(119,025)</b>	<b>(14,430,500)</b>
<b>Other segment information</b>				
Additions of property, plant and equipment	444	69	28	541
Additions of biological assets	–	–	893	893
Depreciation of property, plant and equipment	80,621	1,737	10,939	93,297
Unallocated depreciation of property, plant and equipment				100
<b>Total depreciation of property, plant and equipment</b>				<b>93,397</b>
Amortisation of prepaid lease payments	–	436	18,022	18,458
Amortisation of concession intangible asset	602,538	–	–	602,538
Impairment loss of property, plant and equipment	–	–	15,612	15,612

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 5. SEGMENT INFORMATION *(Continued)*

### (a) Reportable Segment *(Continued)*

#### For the year ended 31 March 2019 *(Continued)*

	Expressway operations HK\$'000	CNG gas stations operation HK\$'000	Others HK\$'000	Total HK\$'000
Impairment loss of trade receivables	–	357	24,026	<u>24,383</u>
Impairment loss of prepayments, deposits and other receivables	–	–	392	392
Unallocated impairment loss of prepayments, deposits and other receivables				<u>49,608</u>
Total impairment loss of prepayments, deposits and other receivables				<u>50,000</u>
Impairment loss of long-term deposits and prepayments	34,958	–	–	<u>34,958</u>
Write-down of inventories	–	–	1,281	<u>1,281</u>
Finance costs	826,638	–	–	826,638
Unallocated finance costs				<u>268,350</u>
Total finance costs				<u>1,094,988</u>
Interest income	71	7	99	177
Unallocated interest income				<u>5,322</u>
Total interest income				<u>5,499</u>

Note:

- (i) Adjusted EBITDA is defined as earnings before finance costs, taxation, depreciation, amortisation and non-cash changes in values of assets and liabilities.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 5. SEGMENT INFORMATION *(Continued)*

### (b) Reconciliation of reportable segment results, assets and liabilities

	2020 HK\$'000	2019 HK\$'000
Reportable segment loss	<b>(3,256,842)</b>	(872,020)
Loss on change in fair value of investment properties	–	(1,807)
Loss on disposal of investment properties	<b>(477)</b>	–
Fair value (loss)/gain on financial assets at fair value through profit or loss	<b>(35,866)</b>	33,000
Net realised gain on disposal of financial assets at fair value through profit or loss	<b>9</b>	3,447
Impairment loss of prepayments, deposits and other receivables	<b>(1,250)</b>	(49,608)
Loss on disposal of subsidiaries	–	(8)
Unallocated other income and other gains or losses	<b>(3,111)</b>	3,491
Unallocated finance costs	<b>(256,655)</b>	(268,350)
Unallocated corporate expenses	<b>(36,998)</b>	(38,796)
<b>Consolidated loss before taxation</b>	<b>(3,591,190)</b>	(1,190,651)
<b>Assets</b>		
Reportable segment assets	<b>12,859,430</b>	16,250,716
Investment properties	–	25,620
Cash and cash equivalents	<b>32,312</b>	38,905
Financial assets at fair value through profit or loss	<b>59,455</b>	102,792
Right-of-use assets	<b>2,087</b>	–
Amounts due from non-controlling shareholder of a subsidiary	<b>14,198</b>	15,201
Unallocated corporate assets	<b>14,444</b>	6,116
<b>Consolidated total assets</b>	<b>12,981,926</b>	16,439,350
<b>Liabilities</b>		
Reportable segment liabilities	<b>14,320,729</b>	14,430,500
Deferred tax liabilities	–	1,286
Promissory notes	<b>716,205</b>	315,003
Non-convertible bonds	<b>4,395,648</b>	4,395,648
Lease liabilities	<b>2,167</b>	–
Interest payable on promissory notes and non-convertible bonds	<b>745,036</b>	889,775
Unallocated corporate liabilities	<b>316,842</b>	319,965
<b>Consolidated total liabilities</b>	<b>20,496,627</b>	20,352,177



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 5. SEGMENT INFORMATION *(Continued)*

### (c) Geographical information

The Group operates in two principal geographical areas – the PRC and Hong Kong.

The following table provides an analysis of the Group's revenue from external customers, based on the domicile countries of the customers, and non-current assets other than financial instruments ("Specified non-current assets"), based on the location of these non-current assets.

	Revenue from external customers		Specified non-current assets	
	2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000
PRC	567,562	867,377	12,608,811	16,105,620
Hong Kong	–	–	2,102	42
Australia	–	–	–	25,620
	<b>567,562</b>	867,377	<b>12,610,913</b>	16,131,282

### (d) Information about major customers

There was no customer contributing 10% or more of the Group's revenue for the years ended 31 March 2020 and 2019.

## 6. REVENUE

Revenue represents the income from the principal activities of the Group, net of any sales taxes. The amounts of each significant category of revenue recognised at point in time during the year are as follows:

	2020 HK\$'000	2019 HK\$'000
Income from toll road and related operations	514,356	815,915
CNG gas stations service income	33,385	32,371
Income from electricity supply by solar power stations	3,894	4,599
Sales of timber products	15,927	–
Sales of agricultural and forage products	–	14,089
Sales of seedlings	–	403
	<b>567,562</b>	867,377

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 7. OTHER INCOME AND OTHER GAINS OR LOSSES

Other income and other gains or losses comprises:

	2020 HK\$'000	2019 HK\$'000
Interest income	1,445	5,499
Exchange loss, net	(4,716)	(2,809)
Rental income	426	457
Loss on disposal of subsidiaries	–	(8)
Loss on disposal of investment properties	(477)	–
Gain on disposal of property, plant and equipment	31	5,757
Government subsidies ( <i>Note</i> )	657	2,205
Fair value (loss)/gain on financial assets at fair value through profit or loss	(35,866)	33,000
Net realised gain on disposal of financial assets at fair value through profit or loss	9	3,447
Reversal of over accrued expenses	2,762	–
Others	1,554	2,060
	<b>(34,175)</b>	49,608

*Note:*

Government subsidies received by the Group from the PRC Government did not bear any unfulfilled conditions or contingencies for the relevant subsidies.

## 8. FINANCE COSTS

	2020 HK\$'000	2019 HK\$'000
Interests and finance costs on bank and other borrowings	236,269	636,672
Interests on promissory notes	32,857	–
Default interests on bank and other borrowings	736,762	190,076
Default interests on non-convertible bonds	223,606	222,567
Default interests on promissory note	–	45,673
Interests on lease liabilities	144	–
	<b>1,229,638</b>	1,094,988

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 9. LOSS BEFORE TAXATION

Loss before taxation is stated after charging:

	2020 HK\$'000	2019 HK\$'000
Auditor's remuneration (Note f)	2,300	2,300
Depreciation of property, plant and equipment (Note a)	79,985	93,397
Depreciation of right-of-use assets (Note b)	18,080	–
Amortisation of prepaid lease payments (Note c)	–	18,458
Amortisation of concession intangible asset included in cost of sales (Note 14)	584,176	602,538
Written-down of inventories (Note 24(b))	475	1,281
Provision for legal claims (Note f)	8,082	–
Operating lease payments recognised as expenses (Note f)	10,971	13,314
Cost of inventories sold (Note 24(b))	47,628	23,875
Staff costs (excluding directors' emoluments):		
– Salaries and allowances (Note d)	59,837	53,733
– Defined contribution pension costs (Note d)	8,563	10,164
	<b>68,400</b>	<b>63,897</b>

Notes:

(a) An analysis of the Group's depreciation of property, plant and equipment is as follows:

	2020 HK\$'000	2019 HK\$'000
Amount included in cost of sales and operating costs (Note e)	73,605	85,288
Amount included in selling and administrative expenses (Note f)	6,380	8,109
	<b>79,985</b>	<b>93,397</b>

(b) An analysis of the Group's depreciation of right-of-use assets is as follows:

	2020 HK\$'000	2019 HK\$'000
Amount included in cost of sales and operating costs (Note e)	13,208	–
Amount included in selling and administrative expenses (Note f)	4,872	–
	<b>18,080</b>	<b>–</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 9. LOSS BEFORE TAXATION (Continued)

Notes: (Continued)

(c) An analysis of the Group's amortisation of prepaid lease payments is as follows:

	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000
Amount included in cost of sales and operating costs (Note e)	–	18,022
Amount included in selling and administrative expenses (Note f)	–	436
	<b>–</b>	<b>18,458</b>

(d) An analysis of the Group's staff costs is as follows:

	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000
Salaries and allowances:		
Amount included in cost of sales and operating costs (Note e)	<b>20,967</b>	20,802
Amount included in selling and administrative expenses (Note f)	<b>38,870</b>	32,931
	<b>59,837</b>	<b>53,733</b>
Defined contribution pension costs:		
Amount included in cost of sales and operating costs (Note e)	<b>5,068</b>	5,406
Amount included in selling and administrative expenses (Note f)	<b>3,495</b>	4,758
	<b>8,563</b>	<b>10,164</b>

Pursuant to the relevant labour rules and regulations in the PRC, the PRC subsidiaries participate in a defined contribution retirement benefit scheme (the "Scheme") organised by the local authority whereby the PRC subsidiaries are required to make contributions to the Scheme at a fixed rate announced annually by the municipal government. The municipal government is responsible for the entire pension obligations payable to the retired employees.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Scheme Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

The Group has no other material obligation for the payment of pension benefits associated with the schemes referred to above beyond the annual contributions described above.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 9. LOSS BEFORE TAXATION (Continued)

Notes: (Continued)

(e) An analysis of the Group's cost of sales and direct operating costs is as follows:

	2020 HK\$'000	2019 HK\$'000
Depreciation of property, plant and equipment (Note a)	73,605	85,288
Amortisation of concession intangible assets (Note 14)	584,176	602,538
Depreciation of right-of-use assets (Note b)	13,208	–
Amortisation of prepaid lease payments (Note c)	–	18,022
Cost of inventories sold: (Note 24(b))		
– CNG gas	22,503	21,256
– Timber products	25,125	–
– Seedlings	–	2,619
Staff costs (excluding directors' emoluments):		
– Salaries and allowances (Note d)	20,967	20,802
– Defined contribution pension costs (Note d)	5,068	5,406
Repair and maintenance	8,840	3,679
Utilities	1,336	1,655
Other operating costs	7,983	7,812
	<b>762,811</b>	<b>769,077</b>

(f) An analysis of the Group's selling and administrative expenses is as follows:

	2020 HK\$'000	2019 HK\$'000
Selling expenses	392	501
Depreciation of property, plant and equipment (Note a)	6,380	8,109
Depreciation of right-of-use assets (Note b)	4,872	–
Amortisation of prepaid lease payments (Note c)	–	436
Written-down of inventories (Note 24(b))	475	1,281
Operating lease payments recognised as expenses	10,971	13,314
Auditor's remuneration	2,300	2,300
Provision for legal claims	8,082	–
Legal and professional fees	54,733	17,269
Consultancy fees	7,826	5,683
Offices expenses	973	996
Staff costs (excluding directors' emoluments):		
– Salaries and allowances (Note d)	38,870	32,931
– Defined contribution pension costs (Note d)	3,495	4,758
Directors' emoluments (Note 11)	7,739	5,536
Traveling expenses	2,579	3,436
Entertainment	6,793	6,880
Utilities	3,007	3,175
Others	9,296	14,662
	<b>168,783</b>	<b>121,267</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 10. INCOME TAX CREDIT

The income tax credit comprises:

	2020 HK\$'000	2019 HK\$'000
PRC enterprise income tax		
– Current tax expense	39	542
– (Over)/under provision in respect of prior years	(37)	4
	2	546
Deferred tax (Note 32)		
– Reversal of temporary differences	(976)	(631)
Income tax credit	(974)	(85)

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

	2020 HK\$'000	2019 HK\$'000
Loss before taxation	(3,591,190)	(1,190,651)
Tax calculated at 25% (2019: 25%)	(897,798)	(297,663)
Net effect of non-taxable/deductible items	857,678	263,660
(Over)/under provision in respect of prior years	(37)	4
Net effect of tax losses and temporary differences not recognised	5,572	4,591
Effect of different tax rates of subsidiaries operating in other jurisdictions	33,611	29,323
Income tax credit	(974)	(85)

No provision has been made for Hong Kong Profits Tax as the Group did not have assessable profits subject to Hong Kong Profits Tax during the years ended 31 March 2020 and 2019.

All of the Group's subsidiaries established and operating in the PRC are subject to PRC enterprise income tax of 25% (2019: 25%), except for those explained below.

Pursuant to the rules and regulations in the PRC and with approval from tax authorities in charge, subsidiaries including 樹人木業(大埔)有限公司, 樹人苗木組培(大埔)有限公司 and 阿魯科爾沁旗鑫澤農牧業有限公司, are qualified as forestry operation enterprise by the local tax authorities and so they are fully exempted from PRC enterprise income tax.

Inner Mongolia Zhunxing Heavy Haul Expressway Company Limited ("Zhunxing") a subsidiary of the Company, was exempted from PRC enterprise income tax from 2014 to 2016 and was subject to 12.5% PRC enterprise income tax from 2017 to 2019. Pursuant to the document "the Encouraged Industries in Catalogue of Industrial Structure Adjustment Guidance 2011 (revised)" issued by the National Development and Reform Commission on 27 July 2011, Zhunxing is entitled to the preferential tax rate of 15% for the year ended 31 March 2020.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 11. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

### Year ended 31 March 2020

Name of directors	Fees HK\$'000	Basic salaries, allowances and other benefits HK\$'000	Defined contribution retirement benefits scheme HK\$'000	Share- based payments HK\$'000	Total HK\$'000
<b>Executive directors</b>					
Cao Zhong ( <i>the Chairman</i> )	–	–	18	–	18
Fung Tsun Pong	–	1,450	18	–	1,468
Tsang Kam Ching, David	–	2,760	18	–	2,778
Duan Jingquan	–	–	18	–	18
Gao Zhiping	–	2,762	77	–	2,839
Jiang Tao	–	–	18	–	18
<b>Non-executive director</b>					
Suo Suo Stephen ( <i>resigned on 21/5/2020</i> )	120	–	–	–	120
<b>Independent non-executive directors</b>					
Yip Tak On ( <i>resigned on 21/11/2019</i> )	77	–	–	–	77
Jing Baoli	120	–	–	–	120
Bao Liang Ming	120	–	–	–	120
Xue Baozhong	120	–	–	–	120
Chan Chu Hoi ( <i>appointed on 21/11/2019</i> )	43	–	–	–	43
	<b>600</b>	<b>6,972</b>	<b>167</b>	<b>–</b>	<b>7,739</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 11. DIRECTORS' EMOLUMENTS (Continued)

Year ended 31 March 2019

Name of directors	Fees HK\$'000	Basic salaries, allowances and other benefits HK\$'000	Defined contribution retirement benefits scheme HK\$'000	Share- based payments HK\$'000	Total HK\$'000
<b>Executive directors</b>					
Cao Zhong ( <i>the Chairman</i> )	–	50	18	–	68
Fung Tsun Pong	–	1,250	18	–	1,268
Tsang Kam Ching, David	–	2,760	18	–	2,778
Duan Jingquan	–	–	18	–	18
Gao Zhiping	–	690	96	–	786
Jiang Tao	–	–	18	–	18
<b>Non-executive director</b>					
Suo Suo Stephen	120	–	–	–	120
<b>Independent non-executive directors</b>					
Yip Tak On	120	–	–	–	120
Jing Baoli	120	–	–	–	120
Bao Liang Ming	120	–	–	–	120
Xue Baozhong	120	–	–	–	120
	600	4,750	186	–	5,536

Note:

During the years ended 31 March 2020 and 2019, no emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office. There were no arrangements under which a director waived or agreed to waive any remuneration during the current and prior years.

During the year, the five highest paid individuals included three (2019: three) directors, details of whose emoluments are set out above. The aggregate of the emoluments in respect of the other two (2019: two) individual during the year are as follow:

	2020 HK\$'000	2019 HK\$'000
Salaries and allowances	3,642	1,924
Defined contribution pension costs	131	36
	<b>3,773</b>	1,960



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 11. DIRECTORS' EMOLUMENTS (Continued)

The emoluments of the other two (2019: two) individuals with the highest emoluments fell within the following bands:

	2020 Number of individuals	2019 Number of individuals
Emolument bands		
Nil to HK\$1,000,000	–	1
HK\$1,000,001 to HK\$1,500,000	1	1
HK\$1,500,001 to HK\$2,000,000	–	–
HK\$2,000,001 to HK\$2,500,000	1	–
HK\$2,500,001 to HK\$3,000,000	–	–
Over HK\$3,000,000	–	–
	<b>2</b>	<b>2</b>

## 12. DIVIDEND

The directors of the Company do not recommend the payment of a dividend for the year ended 31 March 2020 (2019: HK\$Nil).

## 13. LOSS PER SHARE

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

### Loss for the year attributable to owners of the Company:

	2020 HK\$'000	2019 HK\$'000
Loss for the purposes of basic and diluted loss per share	<b>(3,154,695)</b>	(1,072,414)
<b>Number of shares:</b>	<b>'000</b>	<b>'000</b>
Weighted average number of ordinary shares as at 31 March for the purposes of basic and diluted loss per share	<b>7,442,396</b>	7,442,396

Diluted loss per share is the same as basic loss per share as there was no dilutive potential ordinary share of the Company outstanding during both years.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 14. CONCESSION INTANGIBLE ASSET

	2020 HK\$'000	2019 HK\$'000
<b>Cost:</b>		
At 1 April	19,800,987	21,079,783
Exchange difference	(1,072,907)	(1,278,796)
At 31 March	18,728,080	19,800,987
<b>Accumulated amortisation and impairment:</b>		
At 1 April	4,806,319	4,454,961
Amortisation for the year	584,176	602,538
Impairment loss	1,562,110	–
Exchange difference	(161,019)	(251,180)
At 31 March	6,791,586	4,806,319
<b>Net Carrying amount:</b>		
At 31 March	11,936,494	14,994,668

### (a) Descriptions of the concession intangible asset

Zhunxing entered into a service concession arrangement with a PRC local government authority whereby Zhunxing is required to build the infrastructure of Zhunxing Expressway and is granted an exclusive operating right for collecting tolls from vehicles using the Zhunxing Expressway for a term of 30 years.

According to the relevant government authority's approval documents and the relevant regulations, Zhunxing is responsible for the construction of the toll road and the acquisition of the related facilities and equipment and it is also responsible for the operations and management, maintenance and overhaul of the toll road during the exclusive operating period. Zhunxing is entitled to operate the toll road for an exclusive operating period of 30 years by charging drivers, which amounts are contingent on the extent that the public uses the expressway. The relevant toll road assets are required to be returned to the local government authorities when the exclusive operating period expires without any compensation to be made to Zhunxing. As such, the arrangement is accounted for as a concession intangible asset under Hong Kong (IFRIC) Interpretation 12 "Service Concession Arrangements".

The right to charge the users of the public service is recognised as an intangible asset. Zhunxing estimates the fair value of the intangible asset to be equal to the construction costs plus certain margin by management estimation with reference to the market information in similar industry and management's experience.

Amortisation of the concession intangible asset started upon commencement of the operation of the Zhunxing Expressway on 21 November 2013.

No interest was capitalised to concession intangible asset during the years ended 31 March 2020 and 2019.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 14. CONCESSION INTANGIBLE ASSET *(Continued)*

### (b) Impairment testing of the concession intangible asset

For the purpose of impairment testing, the concession intangible asset is allocated to the expressway cash-generating unit ("Expressway CGU") under the expressway operations segment.

As disclosed in Note 5(a), revenue and adjusted EBITDA of Expressway CGU for the years ended 31 March 2020 and 2019 are as follows:

	Year ended 31 March	
	2020 HK\$'000	2019 HK\$'000
Revenue	<b>514,356</b>	815,915
Adjusted EBITDA	<b>366,477</b>	732,443

During the years ended 31 March 2020 and 2019, the recoverable amount of the Expressway CGU has been determined independently by Jones Lang LaSalle Corporate Appraisal and Advisory Limited by the value in use calculation. This calculation uses traffic forecast data determined by Samuel Wong Consultancy Limited, an independent traffic consultant, and cash flow projections based on financial forecasts approved by management up to the end of the exclusive operating period, taking into account the actual operating results of the Zhunxing Expressway during the year.

Key assumptions used for the value in use calculation are as follows:

	2020	2019
Remaining exclusive operating period	<b>25 years</b>	26 years
Discount rate	<b>10.59%</b>	10.42%
Toll rate per kilometre per ton	<b>RMB0.09</b>	RMB0.09
Average long-term toll revenue growth rate over the remaining exclusive operating period	<b>5.95%</b>	6.24%
Average toll revenue growth rate for next two years from 2021 to 2022 (2019: 2020 to 2021)	<b>7.59-7.62%</b>	7.74-7.82%
Average toll revenue growth rate for the period from 2023 (2019: 2022) to end of exclusive operating period	<b>5.81%</b>	6.11%

The discount rate is a pre-tax measure estimated using the capital asset pricing model based on the industry average ratios and the Expressway CGU's specific risks. The average toll revenue growth rate was determined based on the forecast of traffic volume growth.

In the current year, the actual toll revenue of the Zhunxing Expressway was lower than the amount previously projected in March 2019, which is mainly due to the impact of the traffic restriction imposed on overloading trucks and the exemption of toll revenue under the Toll Fee Exemption Policy during the outbreak of COVID-19. Due to the downturn of the economic environment in the PRC, it is estimated that the toll revenue to be generated from the Zhunxing Expressway will be lower than the amount previously projected in March 2019.

The management of the Group have assessed the recoverable amount of the Expressway CGU which is lower than its carrying value as at 31 March 2020. As a result, impairment losses of HK\$1,562,110,000 (2019: HK\$Nil) and HK\$51,184,000 (2019: HK\$Nil) were recognised in profit or loss for the year ended 31 March 2020 in respect of concession intangible asset and related property, plant and equipment (Note 15) respectively.

At 31 March 2020, the proforma sensitivity analysis on the potential downside effects arising from 5% increase in the discount rate and 5% decrease in the average long-term toll revenue growth rate of Expressway CGU is disclosed in Note 4(b).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 15. PROPERTY, PLANT AND EQUIPMENT

	Other buildings HK\$'000	Solar power generating equipment HK\$'000	Leasehold improvements HK\$'000	Furniture, machinery and equipment HK\$'000	Motor vehicles HK\$'000	Vessels HK\$'000	Safety equipment HK\$'000	Communication and signalling systems HK\$'000	Toll collection equipment HK\$'000	Camellia tree HK\$'000	Construction in progress HK\$'000	Total HK\$'000
<b>Cost:</b>												
At 1 April 2018	493,640	109,256	15,268	134,872	40,784	61,952	534,135	108,621	59,990	26,649	142,307	1,727,474
Additions	-	-	-	541	-	-	-	-	-	-	-	541
Disposal	(67,400)	-	-	(48)	(791)	-	-	-	-	-	-	(68,239)
Exchange difference	(31,731)	(6,982)	(1,152)	(7,483)	(2,360)	-	(34,135)	(6,942)	(3,834)	(1,703)	(509)	(96,831)
At 31 March 2019 and 1 April 2019	<b>394,509</b>	<b>102,274</b>	<b>14,116</b>	<b>127,882</b>	<b>37,633</b>	<b>61,952</b>	<b>500,000</b>	<b>101,679</b>	<b>56,156</b>	<b>24,946</b>	<b>141,798</b>	<b>1,562,945</b>
Additions	4,501	-	-	684	571	-	-	-	-	33	29	5,818
Disposal	-	-	-	(836)	(1,092)	-	-	-	-	-	-	(1,928)
Exchange difference	(26,103)	(6,752)	(1,114)	(5,045)	(2,256)	-	(33,010)	(6,713)	(3,707)	(1,494)	(493)	(86,687)
<b>At 31 March 2020</b>	<b>372,907</b>	<b>95,522</b>	<b>13,002</b>	<b>122,685</b>	<b>34,856</b>	<b>61,952</b>	<b>466,990</b>	<b>94,966</b>	<b>52,449</b>	<b>23,485</b>	<b>141,334</b>	<b>1,480,148</b>
<b>Accumulated depreciation and impairment:</b>												
At 1 April 2018	111,010	2,738	14,619	94,140	29,536	61,952	263,120	53,508	29,198	3,679	-	663,500
Charge for the year	12,136	5,068	390	12,253	3,708	-	44,614	9,073	5,011	1,144	-	93,397
Disposal	(10,978)	-	-	(46)	(723)	-	-	-	-	-	-	(11,747)
Impairment loss	-	-	-	98	-	-	-	-	-	15,514	-	15,612
Exchange difference	(7,032)	(157)	(1,092)	(3,506)	(1,639)	-	(16,659)	(3,388)	(1,848)	(177)	-	(35,498)
At 31 March 2019 and 1 April 2019	<b>105,136</b>	<b>7,649</b>	<b>13,917</b>	<b>102,939</b>	<b>30,882</b>	<b>61,952</b>	<b>291,075</b>	<b>59,193</b>	<b>32,361</b>	<b>20,160</b>	<b>-</b>	<b>725,264</b>
Charge for the year	11,656	4,909	43	3,165	2,718	-	42,864	8,717	4,814	1,099	-	79,985
Disposal	-	-	-	(756)	(1,012)	-	-	-	-	-	-	(1,768)
Impairment loss	34,336	-	42	8,827	805	-	17,793	3,618	2,034	3,673	141,510	212,638
Exchange difference	(7,835)	(625)	(1,084)	(9,495)	(1,872)	-	(20,703)	(4,210)	(2,304)	(1,447)	(176)	(49,751)
<b>At 31 March 2020</b>	<b>143,293</b>	<b>11,933</b>	<b>12,918</b>	<b>104,680</b>	<b>31,521</b>	<b>61,952</b>	<b>331,029</b>	<b>67,318</b>	<b>36,905</b>	<b>23,485</b>	<b>141,334</b>	<b>966,368</b>
<b>Net carrying amount:</b>												
<b>At 31 March 2020</b>	<b>229,614</b>	<b>83,589</b>	<b>84</b>	<b>18,005</b>	<b>3,335</b>	<b>-</b>	<b>135,961</b>	<b>27,648</b>	<b>15,544</b>	<b>-</b>	<b>-</b>	<b>513,780</b>
At 31 March 2019	289,373	94,625	199	24,943	6,751	-	208,925	42,486	23,795	4,786	141,798	837,681

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

Construction in progress mainly represented the construction costs incurred for petrol and gas stations in the service areas of Zhunxing Expressway which were not yet available for commercial use at the end of both reporting periods.

Camellia trees as bearer plant are located in Xingning, the PRC. For camellia trees as bearer plant, at 31 March 2020, the Group owned and obtained all the forestry ownership certificates for approximately 10,278 (2019: 10,278) Chinese Mu of forests of camellia trees in Xingning with a 50-year term, expiring in 2058. Camellia trees as bearer plant for refined plant oil were planted in previous years and had little biological transformation.

Analysis of the carrying amounts of property, plant and equipment of the following operations at the reporting period end were as follows:

	2020 HK\$'000	2019 HK\$'000
Zhunxing Expressway	391,111	686,460
CNG gas stations operation	9,244	23,014
Other operations	113,425	128,207
	<b>513,780</b>	837,681

### Impairment testing of property, plant and equipment

At the end of each reporting period, relevant property, plant and equipment were allocated to the corresponding cash generating units for impairment testing and based on which, additional impairment loss of HK\$51,184,000 (2019: HK\$Nil) and HK\$16,271,000 (2019: HK\$Nil) was recognised for the year ended 31 March 2020, as further detailed in Notes 14(b) and 18 respectively. During the year ended 31 March 2020, management of the Group conducted an assessment of the camellia trees, taking into account of the circumstances of these camellia trees of which some were withered and accordingly, an impairment of approximately HK\$3,673,000 (2019: HK\$15,514,000) was made in the consolidated financial statements. In addition, management of the Group conducted an assessment of the construction in progress that were not yet available for commercial use for more than 5 years and considered the probability of future economic benefits associated with the construction in progress to be remote, and accordingly, an impairment loss of approximately HK\$141,510,000 (2019: HK\$Nil) was recognised in profit or loss for the year ended 31 March 2020.

At 31 March 2020, accumulated impairment losses of HK\$328,234,000 (2019: HK\$135,540,000), HK\$16,271,000 (2019: HK\$Nil) and HK\$19,187,000 (2019: HK\$15,514,000) recognised on the property, plant and equipment were related to the Zhunxing Expressway, CNG gas stations operation and other operations, respectively.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 16. RIGHT-OF-USE ASSETS

	<b>Prepaid land lease payments</b> HK\$'000	<b>Leased properties</b> HK\$'000	<b>Total</b> HK\$'000
<b>Cost:</b>			
At 1 April 2019	–	–	–
Reclassification from prepaid lease payments ( <i>Note 17</i> )	175,758	–	175,758
Right-of-use assets relating to operating leases of office premises recognised upon application of HKFRS 16	–	1,772	1,772
Additions	–	3,785	3,785
Exchange difference	(14,315)	(154)	(14,469)
<b>At 31 March 2020</b>	<b>161,443</b>	<b>5,403</b>	<b>166,846</b>
<b>Accumulated depreciation and impairment:</b>			
At 1 April 2019	–	–	–
Charge for the year	17,701	379	18,080
Impairment loss	55,791	–	55,791
Exchange difference	(4,318)	(4)	(4,322)
<b>At 31 March 2020</b>	<b>69,174</b>	<b>375</b>	<b>69,549</b>
<b>Net carrying amount:</b>			
At 1 April 2019	–	–	–
<b>At 31 March 2020</b>	<b>92,269</b>	<b>5,028</b>	<b>97,297</b>

Notes:

- (a) The Group obtains the land use rights through lease contracts with local governments in the PRC with 50 years term. The balance is classified as right-of-use assets upon the adoption of HKFRS 16.
- (b) The Group obtains right to control the use of office and other properties for a period of time through lease arrangements. Lease arrangements are negotiated on an individual basis and lease terms ranging from 1 to 3 years.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 16. RIGHT-OF-USE ASSETS (Continued)

Notes: (Continued)

- (c) Analysis of the carrying amount of right-of-use assets of the following operations at the reporting period end were as follows:

	<b>31 March 2020 HK\$'000</b>	1 April 2019 HK\$'000
CNG gas stations operation	<b>4,446</b>	–
Other operations	<b>92,851</b>	–
	<b>97,297</b>	–

### Impairment testing of right-of-use assets

At the end of each reporting period, relevant right-of-use assets were allocated to corresponding cash generating units for impairment testing. Based on the impairment assessment at the reporting period end, impairment loss of HK\$7,826,000 (2019: HK\$Nil) was recognised for the year ended 31 March 2020 as further detailed in Note 18. During the year ended 31 March 2020, management of the Group conducted an assessment of the prepaid lease payments for plantation of agricultural and forage products through a market research on the current market prices of the comparable land and accordingly, an impairment of approximately RMB42,843,000 (equivalent to approximately HK\$47,965,000) (2019: HK\$Nil) was made in the consolidated financial statements. At 31 March 2020, accumulated impairment losses of HK\$7,826,000 (2019: HK\$Nil) and HK\$47,965,000 (2019: HK\$Nil) recognised on the right-of-use assets were related to the CNG gas stations operation and other operations, respectively.

## 17. PREPAID LEASE PAYMENTS

	<b>2020 HK\$'000</b>	2019 HK\$'000
At 1 April	<b>175,758</b>	207,543
Transfer to right-of-use assets upon application of HKFRS 16 (Note 16)	<b>(175,758)</b>	–
Amortisation for the year	–	(18,458)
Exchange difference	–	(13,327)
At 31 March	–	175,758
<b>Analysed for reporting purpose as:</b>		
Current assets	–	14,174
Non-current assets	–	161,584
	–	175,758

Prepaid lease payments represented land use rights in the PRC under medium term lease.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 18. GOODWILL

	2020 HK\$'000	2019 HK\$'000
At 1 April	48,815	52,147
Impairment loss	(45,592)	–
Exchange difference	(3,223)	(3,332)
At 31 March	–	48,815

### Impairment tests of goodwill

Goodwill acquired through business combinations has been allocated to the respective cash-generating units for impairment testing.

The carrying amount of goodwill allocated to each of the cash-generating units of the operation of the CNG gas stations that are not individually material to the Group is as follows:

	2020 HK\$'000	2019 HK\$'000
CNG gas stations operation unit located in Leshan, Sichuan Province, the PRC, held by 樂山中順油汽有限公司 (“CNG gas stations CGU”)	–	48,815

At 31 March 2019, the recoverable amount of the CNG gas stations CGU was determined based on value-in-use calculations. The value-in-use calculation using cash flow projections was based on financial forecasts covering a five-year period approved by the management. The growth rate used to extrapolate the cash flows of the CNG gas stations CGU beyond the five-year period from the end of the reporting period was 5% for all years. The pre-tax discount rate applied to the cash flow projections was 11.31%.

On 31 January 2020, the entire CNG gas stations operation was leased to an independent third party for a period of 20 years, with an income of RMB1 million per annum. The recoverable amount of the CNG gas stations operation amounting to approximately HK\$13,806,000 at 31 March 2020 was determined based on the present value of total leasing income and accordingly, an impairment loss of goodwill, property, plant and equipment (Note 15) and right-of-use assets (Note 16) allocated to CNG gas stations CGU of approximately HK\$45,592,000 (2019: HK\$Nil), HK\$16,271,000 (2019: HK\$Nil) and HK\$7,826,000 (2019: HK\$Nil), respectively, was recognised in the profit or loss for the year ended 31 March 2020.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 19. BIOLOGICAL ASSETS

	<b>Seedlings</b> HK\$'000	<b>Standing trees</b> HK\$'000	<b>Total</b> HK\$'000
At 1 April 2018	1,057	63,225	64,282
Plantation expenditure incurred	312	581	893
Cost of direct sales	(1,294)	(1,325)	(2,619)
Change in fair value less costs to sell	–	4,456	4,456
Exchange difference	(71)	(4,027)	(4,098)
At 31 March 2019 and 1 April 2019	<b>4</b>	<b>62,910</b>	<b>62,914</b>
Plantation expenditure incurred	<b>106</b>	<b>662</b>	<b>768</b>
Cost of direct sales	–	<b>(2,460)</b>	<b>(2,460)</b>
Change in fair value less costs to sell	–	<b>6,389</b>	<b>6,389</b>
Exchange difference	<b>(5)</b>	<b>(4,264)</b>	<b>(4,269)</b>
<b>At 31 March 2020</b>	<b>105</b>	<b>63,237</b>	<b>63,342</b>

### (a) Description of the Group's biological assets

Standing trees and seedlings are located in Dabu, the PRC.

For standing trees, at 31 March 2020, the Group owned and obtained all the forestry ownership certificates for approximately 82,817 (2019: 82,817) Chinese Mu of forests of standing trees in Dabu with 50 years' term, expiring in 2057. The standing trees were stated at fair value less costs to sell at both 31 March 2020 and 2019.

Seedlings are carried at cost less any impairment loss. The directors of the Company considered that little biological transformation has taken place since initial cost incurrence. The cost of these seedlings is therefore not materially different from their fair values as at 31 March 2020 and 2019 as determined by the directors of the Company.

### (b) Measurement of fair value

The fair value of the Group's standing trees was independently valued by LCH (Asia-Pacific) Surveyors Limited ("LCH"), who have among their staff members of the American Society of Appraisers with over 20 years of valuation experience. After due consideration of the experience and credentials of LCH, the directors of the Company are satisfied that the LCH is competent to determine the valuation of the Group's biological assets. The directors are of the opinion that LCH is independent from the directors of the Company.

The fair value of standing trees is categorised into level 3 of the fair value hierarchy.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 19. BIOLOGICAL ASSETS (Continued)

### (b) Measurement of fair value (Continued)

#### **Fair value measurement of standing trees**

LCH has adopted the market approach in its valuation by using the current market price per unit cubic meter ("cu.m") of similar round logs and the total merchantable volume of timber in the forest at 31 March 2020 as basis for estimating the fair value less costs to sell of the Group's standing trees. The principal assumptions adopted are as follows:

- the Group is to produce round logs; and
- the factors of natural defects in the wood such as physical defects, rots and directions of grain have been allowed for a recovery rate of 70% for the valuation.

Significant unobservable inputs	Input value/range	
	2020	2019
Price of round logs per cubic meter	RMB450 to RMB890	RMB435 to RMB885
Growth rate	5.1%	5.1%
Recovery rate	70%	70%

The higher the price of round logs, the higher the fair value of the standing trees. The higher the recovery rate, the higher the fair value of the standing trees.

There was no change to the valuation techniques for standing trees during the year.

### (c) Sensitivity analysis on changes in material inputs used in the valuation techniques are as follows:

#### **Standing trees as at 31 March 2020**

Changes on the price of round logs per cubic meter	Increased	Decreased
	by 10%	by 10%
	HK\$'000	HK\$'000
Increase/(decrease) in fair value	12,101	(10,863)

Changes on the recovery rate	Increased	Decreased
	by 5%	by 5%
	HK\$'000	HK\$'000
Increase/(decrease) in fair value	4,631	(4,631)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 20. FOREST CONCESSION RIGHTS

On 11 January 2017, the Group received a letter dated 10 January 2017 from the Guyana Forestry Commission in relation to the suspension and revocation of forest concession rights in Guyana, which had been fully impaired since 31 March 2016, with effect from 10 January 2017.

During the year ended 31 March 2019, the forest concession rights with zero carrying value had been fully written off.

### 21. INVESTMENT PROPERTIES

	2020 HK\$'000	2019 HK\$'000
At valuation:		
At 1 April	<b>25,620</b>	28,230
Loss on change of fair value	–	(1,807)
Disposal	<b>(25,153)</b>	–
Exchange difference	<b>(467)</b>	(803)
At 31 March	–	25,620

During the year ended 31 March 2020, the cold storage warehouse located in Australia was sold to an independent third party at a consideration of AUD4,800,000 (equivalent to approximately HK\$24,676,000) and a loss on disposal of approximately HK\$477,000 was charged to profit or loss for the year ended 31 March 2020.

At 31 March 2019, the Group's investment properties were revalued by LCH, independent professionally qualified valuers, at HK\$25,620,000.

#### Fair value hierarchy

The fair value of the Group's investment properties at 31 March 2019 was estimated by using depreciated replacement cost in result of lack of established market on comparable transactions on actual sales of comparable properties and the fair value measurement was categorised within Level 3. During the year ended 31 March 2019, there were no transfer of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

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

	2020 HK\$'000	2019 HK\$'000
Under non-current assets		
Financial assets at FVTPL:		
Unlisted equity securities, at fair value (Note (a) and (c))	<b>57,151</b>	97,219
Under current assets		
Financial assets at FVTPL:		
Listed securities listed outside Hong Kong, at fair value (Note (b))	<b>2,304</b>	5,573
	<b>59,455</b>	102,792

Notes:

- (a) The unlisted equity securities represent investment in equity securities issued by private entities established and operate in the PRC, which were classified as financial assets at FVTPL.
- (b) The equity securities listed in the PRC are held for trading purpose and are carried at fair value at the reporting period end, which was determined by reference to the closing price of the respective listed securities.
- (c) At 31 March 2020, the Group's 15.2% equity investment in 內蒙古博源新型能源有限公司 with a fair value of HK\$6,618,000 (2019: HK\$15,073,000) was pledged to a bank as security for the Group's borrowings as referred to in Note 31(b)(i).
- (d) Details of the fair value measurement of these financial assets are disclosed in Note 44(f) below.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 23. PRINCIPAL SUBSIDIARIES

Particulars of principal subsidiaries as at 31 March 2020 are set out below.

Name	Place of incorporation and operation	Form of legal entity	Registered capital	Proportion of ownership interest			Principal activity
				Held by the Company %	Held by a subsidiary %	Attributable to the Group %	
Inner Mongolia Zhunxing Heavy Haul Expressway Company Limited ("Zhunxing")	The PRC	Sino foreign joint equity enterprise	RMB2,513,920,600	-	86.87	86.87	Zhunxing Expressway and auxiliary facility investment, operation, management and maintenance
內蒙古准興高速服務區管理有限責任公司	The PRC	Wholly owned domestic enterprise	RMB10,000,000	-	100	86.87	Construction and operation of petrol and gas stations and service areas of Zhunxing Expressway
Leshan Zhongshun Oil and Gas Company Limited ("Leshan Zhongshun")	The PRC	Wholly owned domestic enterprise	RMB32,800,000	-	100	100	Operation of CNG gas stations
深圳市前海潤宏投資有限公司	The PRC	Wholly owned domestic enterprise	RMB10,000,000	-	100	100	Investment and asset management
樹人木業(深圳)有限公司	The PRC	Wholly foreign owned enterprise	RMB43,773,025	-	100	100	Timber log trading and sale of furniture and handicrafts
樹人木業(大埔)有限公司	The PRC	Wholly foreign owned enterprise	RMB102,175,000	-	100	100	Forest operation, timber logging and tree plantation
樹人苗木組培(大埔)有限公司	The PRC	Wholly foreign owned enterprise	RMB4,721,500	-	100	100	Plantation and trading of seedlings

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 23. PRINCIPAL SUBSIDIARIES (Continued)

Name	Place of incorporation and operation	Form of legal entity	Registered capital	Proportion of ownership interest			Principal activity
				Held by the Company %	Held by a subsidiary %	Attributable to the Group %	
興寧樹人木業有限公司	The PRC	Wholly owned domestic enterprise	RMB30,000,000	-	100	100	Production and sale of plant-oil
Ar Horqin Banner Xinze Agricultural & Animal Husbandry Company Limited ("Xinze")	The PRC	Wholly foreign owned enterprise	RMB68,000,000	-	100	60	Growing and sales of forage and agricultural products
內蒙古准興新能源有限公司	The PRC	Wholly owned domestic enterprise	RMB100,000,000	-	100	100	Operation of solar power station
Red Sino Investments Limited ("Red Sino")	BVI	Limited liability company	USD100	-	60	60	Investment holding

*Notes:*

- (i) The above table includes the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results of the Group for the year or formed a substantial portion of the assets and liabilities of the Group at the end of the reporting period. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.
- (ii) The summary of financial information of Zhunxing and Xinze is disclosed in Note 43 to the consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 24. INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

	2020 HK\$'000	2019 HK\$'000
Raw materials	23	4,820
Work in progress	–	13,626
Finished goods	22	5,441
	<b>45</b>	23,887

An analysis of the Group's inventories at the reporting period and was categorised as follows:

	2020 HK\$'000	2019 HK\$'000
Woods and timber	–	23,351
Plant oils	–	496
Forage products	23	26
Others	22	14
	<b>45</b>	23,887

(b) The analysis of the amount of inventories recognised as an expense and included in consolidated statement of profit or loss is as follows:

	2020 HK\$'000	2019 HK\$'000
Cost of inventories sold	47,628	23,875
Write-down of inventories in the normal course of business	475	1,281
	<b>48,103</b>	25,156

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 25. TRADE RECEIVABLES

	2020 HK\$'000	2019 HK\$'000
Trade receivables	256,838	52,788
Less: Provision for impairment loss	(6,630)	(30,186)
	<b>250,208</b>	22,602

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally two months, extending up to six months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest bearing.

During the year ended 31 March 2020, the Intermediate People's Court of Beijing Municipality (the "Court") ordered the Ministry of Transport of the PRC to withhold the Group's toll road income receivables of RMB226,450,000 (equivalent to HK\$247,315,000) as security for the overdue bank borrowings together with accrued interests totaling approximately RMB367,537,000 (equivalent to HK\$401,402,000) payable to a bank at 31 March 2020, up to a maximum amount of RMB353,000,000 for three years with effect from 21 June 2019. Pursuant to a court order issued by the Court on 22 April 2020, the Court ordered to release a sum of RMB12,000,000 and RMB170,000 daily to the Group. The Group considered that the toll road income receivables can be recovered in full, taking into consideration of the historical bad debt rate and the abilities of the Ministry of Transport of the PRC to settle the receivables and accordingly, no provision is required at 31 March 2020.

An aging analysis of the trade receivables as at the end of the reporting period, based on the invoice date, and net of loss allowance, is as follows:

	2020 HK\$'000	2019 HK\$'000
1-30 days	3,695	16,209
31-60 days	18,338	250
61-90 days	123,766	6,143
Over 90 days	104,409	-
	<b>250,208</b>	22,602

The movements in the loss allowance for impairment of trade receivables are as follow:

	2020 HK\$'000	2019 HK\$'000
At beginning of year	30,186	5,939
Impairment loss	6,796	24,383
Reversal of impairment	(343)	-
Written off	(28,558)	-
Exchange difference	(1,451)	(136)
At the end of year	<b>6,630</b>	30,186

Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 44(c).



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2020 HK\$'000	2019 HK\$'000
Prepayments	14,897	15,528
Deposits	1,917	3,454
Other loan receivables (Note)	58,761	62,914
Other receivables	181,107	171,821
Impairment allowance	(241,887)	(163,210)
	<b>14,795</b>	90,507

Management assesses the expected loss allowance of prepayments, deposits and other receivables on an individual basis. The expected credit losses are assessed with reference to the credit status of the recipients and the past due status of doubtful debtors.

The movements in the loss allowance for impairment of prepayments, deposits and other receivables are as follow:

	2020 HK\$'000	2019 HK\$'000
At beginning of year	163,210	119,736
Impairment loss	87,206	50,000
Reversal of impairment	(56)	–
Exchange difference	(8,473)	(6,526)
At the end of year	<b>241,887</b>	163,210

Note:

At 31 March 2020, other loan receivable represented the balance of an unsecured advance of RMB50,000,000 (2019: RMB50,000,000) made to a third party in August 2015 and the interest accrued thereon, totaling approximately HK\$58,761,000 (2019: HK\$62,914,000) which had been overdue since 2016 and accordingly, full impairment on the carrying balance of approximately HK\$58,761,000 (2019: HK\$62,914,000) was recognised.

## 27. AMOUNT DUE FROM NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

Amount due from non-controlling shareholder of a subsidiary is unsecured, interest-free and repayable on demand.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 28. CASH AND CASH EQUIVALENTS

	2020 HK\$'000	2019 HK\$'000
Cash and bank balances	<b>32,312</b>	38,905

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term time deposits were made for varying periods depending on the immediate cash requirements of the Group, and earned interest at the respective short-term time deposit rates.

## 29. OTHER PAYABLES

	2020 HK\$'000	2019 HK\$'000
Contract liabilities ( <i>Note (i)</i> )	<b>4,510</b>	18,456
Construction costs payable	<b>1,874,291</b>	2,052,680
Retention and guarantee deposits	<b>164,309</b>	182,939
Accrued and default interest on the bank and other borrowings	<b>1,140,977</b>	306,586
Accrued and default interest on promissory note ( <i>Note 30</i> )	–	368,345
Accrued default interest on non-convertible bonds ( <i>Note 33</i> )	<b>745,036</b>	521,430
Other deposits and accruals	<b>205,948</b>	134,773
Refundable earnest monies received from the Purchaser C ( <i>Note (iii)</i> )	<b>273,579</b>	273,579
	<b>4,408,650</b>	3,858,788

Notes:

(i) Details of contract liabilities are as follows:

	2020 HK\$'000	2019 HK\$'000
At 1 April	<b>18,456</b>	1,655
Short-term advances received from customers	<b>13</b>	18,456
Sales of timber products	<b>(13,959)</b>	(1,655)
At 31 March	<b>4,510</b>	18,456

Contract liabilities are short-term advances received for sales of timber.

(ii) On 30 December 2016, the Group and Purchaser C entered into a conditional agreement for the disposal of 18% equity interest in Zhunxing, pursuant to which, during the year ended 31 March 2018 and 2019, Purchaser C paid RMB80,000,000 (equivalent to HK\$97,272,000) and RMB145,000,000 (equivalent to HK\$176,307,000) to the Group as refundable earnest monies, respectively. These refundable earnest monies of approximately HK\$273,579,000 (2019: HK\$273,579,000) will be refundable by the Group to Purchaser C if the disposal transaction was not proceeded.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 30. PROMISSORY NOTE

On 9 February 2010, the Company issued promissory note, with principal value of HK\$280,000,000, to China Alliance International Holding Group Limited ("China Alliance").

The promissory note is unsecured and repayable by 14 quarterly instalments of HK\$20,000,000 each with interest accrued thereon payable on the last day of every three months after the issue of the promissory note. The promissory note bears coupon interests at 1.5% per annum payable quarterly. The Company may, by giving prior written notice to the noteholder, repay in whole or in part the outstanding promissory note (in multiples of HK\$20,000,000) at any time and from time to time after the date of issue of the promissory note.

During the year ended 31 March 2011, the Group defaulted on repayment of the principal and interest.

Pursuant to the promissory note agreement, the promissory note holder was entitled to demand immediate repayment of any outstanding principal and accrued coupon interest. As a result, the carrying amount of promissory note plus accrued coupon interest of HK\$285 million was classified under current liabilities since 31 March 2011.

On 23 May 2012, the Group and the promissory note holder signed a supplemental agreement pursuant to which the repayment terms of the promissory note were extended and the Group was required to pay a default interest at 0.05% per day (equivalent to annual interest rate of 18.25%) based on the outstanding principal amount and accrued coupon interest. At 31 March 2019, the cumulative default interest of HK\$368,345,000 had been accrued and separately presented under other payables and accruals (Note 29).

On 16 April 2019, the promissory note, together with the accrued and default interests, was extinguished and replaced by new promissory notes of HK\$683,348,000, which are unsecured and bearing coupon interest at 5% per annum. The new promissory notes, including the outstanding principal amount and total accrued interest, will be repayable on 15 April 2024. Interest on the new promissory notes of approximately HK\$32,857,000 was charged to profit or loss during the year ended 31 March 2020.

## 31. BORROWINGS

	2020 HK\$'000	2019 HK\$'000
Bank borrowings	10,532,636	11,312,301
Other borrowings	438,310	469,151
	<b>10,970,946</b>	<b>11,781,452</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 31. BORROWINGS (Continued)

(a) At 31 March 2020, borrowings of the Group were repayable as follows:

	2020 HK\$'000	2019 HK\$'000
Within 1 year or on demand	903,647	637,431
After 1 year but within 2 years	614,798	366,869
After 2 years but within 5 years	1,667,032	1,768,358
After 5 years	7,785,469	9,008,794
	<b>10,067,299</b>	11,144,021
Total borrowings	<b>10,970,946</b>	11,781,452
Less: Current portion of borrowings due for repayment within one year	903,647	637,431
Non-current portion of borrowings subject to immediate demand repayment clause	10,067,299	–
Non-current borrowings	–	11,144,021

(b) At 31 March 2020, borrowings of the Group were secured and guaranteed as follows:

	Notes	2020 HK\$'000	2019 HK\$'000
Secured and guaranteed	(i)	10,532,636	11,312,301
Unsecured and guaranteed	(ii)	438,310	469,151
		<b>10,970,946</b>	11,781,452

Notes:

(i) At 31 March 2020 and 2019, the secured borrowings of the Group, together with the interest accrued thereon, were secured by (a) Zhunxing's rights to receive of toll income of the Zhunxing Expressway; (b) the Group's equity interests in 內蒙古博源新型能源有限公司 with a fair value of HK\$6,618,000 (2019: HK\$15,073,000) (Note 22); (c) the equity interests in 內蒙古准興高速服務區管理有限責任公司; (d) the equity interests in Zhunxing; and (e) certain assets of Zhunxing.

The borrowings of the Group were also guaranteed by (a) the Company; (b) a non-controlling shareholder of Zhunxing; (c) a director of the Company and his spouse; and (d) Zhunxing.

(ii) At 31 March 2020 and 2019, the unsecured borrowings of the Group were guaranteed by (a) the Company and (b) a wholly-owned subsidiary of the Company.

(iii) The Group's available banking facilities as at 31 March 2020 amounted to approximately HK\$10,970,946,000 (2019: HK\$11,781,452,000), all of which HK\$10,970,946,000 (2019: HK\$11,781,452,000) has been utilised.

(iv) All of the bank and other borrowings were overdue at 31 March 2020. On 29 October 2018, an independent third party lender commenced legal actions against the Company and the Group for immediate repayment of a total outstanding balance of other borrowing, accrued interests and accrued default interests of approximately RMB606,108,000 on 20 September 2018 (equivalent to approximately HK\$694,237,000), which was accumulated to approximately RMB742,282,000 (equivalent to approximately HK\$810,675,000) (2019: RMB652,888,000 (equivalent to approximately HK\$763,448,000)) on 31 March 2020, for which a corporate guarantee has been issued by the Company.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 32. DEFERRED TAX LIABILITIES

The components of deferred tax liabilities recognised in the consolidated statement of financial position and the movements during the current and prior years were as follows:

	Revaluation of property plant and equipment HK\$'000	Revaluation of investment properties HK\$'000	Total HK\$'000
At 1 April 2018	1,209	786	1,995
Exchange difference	(78)	–	(78)
Charged to profit or loss	(89)	(542)	(631)
At 31 March 2019 and 1 April 2019	<b>1,042</b>	<b>244</b>	<b>1,286</b>
Exchange difference	<b>(310)</b>	–	<b>(310)</b>
Charged to profit or loss	<b>(732)</b>	<b>(244)</b>	<b>(976)</b>
<b>At 31 March 2020</b>	–	–	–

Deferred income tax assets were recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group has unrecognised tax losses of HK\$203,850,000 (2019: HK\$193,113,000) to be carried forward for offset against future taxable income which included tax losses of HK\$173,789,000 (2019: HK\$164,174,000) may be carried forward against future taxable income for a period of five years in accordance with the PRC tax law. The remaining tax losses may be carried forward indefinitely.

### 33. NON-CONVERTIBLE BONDS

As at 31 March 2020 and 2019, the carrying amounts of the non-convertible bonds (including the principals and the accrued default interests), which remain in default and became immediately repayable, are as below:

	Principal amounts HK\$'000	Coupon interests HK\$'000	Carrying amounts HK\$'000	Default interest HK\$'000 (Note 29)
<b>31 March 2020</b>				
Bond A	500,000	19,295	519,295	99,322
Bond B	500,000	45,083	545,083	91,714
Bond C	832,000	2,468	834,468	162,845
Bond D	1,500,000	182,556	1,682,556	270,084
Bond E	700,000	114,246	814,246	121,071
	<b>4,032,000</b>	<b>363,648</b>	<b>4,395,648</b>	<b>745,036</b>
31 March 2019				
Bond A	500,000	19,295	519,295	72,905
Bond B	500,000	45,083	545,083	63,986
Bond C	832,000	2,468	834,468	120,396
Bond D	1,500,000	182,556	1,682,556	184,492
Bond E	700,000	114,246	814,246	79,651
	4,032,000	363,648	4,395,648	521,430

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 33. NON-CONVERTIBLE BONDS (Continued)

- (a) Mr. Cao Zhong has provided personal guarantees to the holders of Bond A and Bond B as to the due performance of all the obligations of the two bonds.
- (b) In accordance with the bond instruments (as amended by their respective subsequent amendment agreements, as appropriate), in the events of defaults in the payment of any sum due and payable thereon these bonds, the Group shall be liable to pay default interest to these bondholders from due date to the date of actual payment in full calculated at the prime lending rate, as quoted by The Hongkong and Shanghai Banking Corporation Limited on a daily basis, accruing on these carrying amounts of HK\$4,395,648,000 in default.

### 34. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

	31 March 2020		1 April 2019		31 March 2019	
	Present value of the minimum lease payments HK\$'000	Total minimum lease payments HK\$'000	Present value of the minimum lease payments HK\$'000	Total minimum lease payments HK\$'000	Present value of the minimum lease payments HK\$'000	Total minimum lease payments HK\$'000
Within 1 year	1,186	1,425	88	93	-	-
After 1 year but within 2 years	1,276	1,456	88	98	-	-
After 2 years but within 5 years	970	1,377	353	416	-	-
After 5 years	1,746	4,284	1,243	4,597	-	-
	3,992	7,117	1,684	5,111	-	-
	<u>5,178</u>	<u>8,542</u>	<u>1,772</u>	5,204	<u>-</u>	-
Less: total future interest expenses		<u>(3,364)</u>		<u>(3,432)</u>		-
Present value of lease liabilities		<u>5,178</u>		<u>1,772</u>		<u>-</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 35. SHARE CAPITAL

	Number of shares '000	Amount HK\$'000
<b>Ordinary shares of HK\$0.20 each</b>		
<b>Issued and fully paid:</b>		
As at 1 April 2018, 31 March 2019, 1 April 2019 and 31 March 2020	7,442,396	1,488,479

## 36. EQUITY-SETTLED SHARE-BASED PAYMENTS

A new share option scheme of the Company was adopted on 28 August 2014 (the "New Scheme") in place of the Share Option Scheme adopted on 16 July 2004 (the "Old Scheme") pursuant to the approval by the shareholders of the Company at the annual general meeting held on 28 August 2014. The New Scheme shall remain in force for 10 years from the adoption date unless otherwise terminated or amended.

The exercise price of the options shall be determined by the directors of the Company, but shall at least be the highest of (i) the Stock Exchange closing price of the Company's share on the date of the grant 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 the grant of the share options; and (iii) the nominal value of an ordinary share. The maximum number of shares in respect of which options may be granted under the New Scheme shall not exceed 10% of the issued share capital of the Company from time to time.

Movements in the number of share options outstanding and their exercise prices were as follows:

	Weighted average exercise price HK\$	Directors '000	Employees '000	Total '000
Outstanding at 1 April 2018	4.05	11,000	23,834	34,834
Lapsed during the year	4.05	(11,000)	(23,834)	(34,834)
Outstanding at 31 March 2019, 1 April 2019 and 31 March 2020	-	-	-	-

The exercise price of the above equity-settled share options was HK\$4.05 per share. These share options vested immediately at the date of grant and are valid up to 15 October 2018. None of these share options were exercised prior to their expiry and all these outstanding share options lapsed during the year ended 31 March 2019.

At the end of the reporting period, the Company had no share option outstanding under the New Scheme.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2020 HK\$'000	2019 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment		15	21
Right-of-use assets		2,088	–
Interests in subsidiaries, net		59,283	1,739,555
<b>TOTAL NON-CURRENT ASSETS</b>		<b>61,386</b>	1,739,576
<b>CURRENT ASSETS</b>			
Amount due from a subsidiary, net		–	594,546
Trade and other receivables		716	3,139
Cash and cash equivalents		257	408
<b>TOTAL CURRENT ASSETS</b>		<b>973</b>	598,093
<b>CURRENT LIABILITIES</b>			
Trade and other payables		859,552	1,003,753
Lease liabilities		754	–
Promissory note		–	315,003
Non-convertible bonds		4,395,648	4,395,648
Obligation under a financial guarantee for a subsidiary's other borrowings		810,675	763,448
<b>TOTAL CURRENT LIABILITIES</b>		<b>6,066,629</b>	6,477,852
<b>NET CURRENT LIABILITIES</b>		<b>(6,065,656)</b>	(5,879,759)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>(6,004,270)</b>	(4,140,183)
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities		1,413	–
Promissory notes		716,205	–
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>717,618</b>	–
<b>NET LIABILITIES</b>		<b>(6,721,888)</b>	(4,140,183)
<b>CAPITAL AND RESERVES</b>			
Share capital	35	1,488,479	1,488,479
Reserves	38	(8,210,367)	(5,628,662)
<b>DEFICIENCY IN EQUITY</b>		<b>(6,721,888)</b>	(4,140,183)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 38. COMPANY'S RESERVES

	<b>Share premium</b> HK\$'000 <i>(Note (i))</i>	<b>Share options reserve</b> HK\$'000 <i>(Note (ii))</i>	<b>Capital redemption reserve</b> HK\$'000	<b>Contributed surplus</b> HK\$'000 <i>(Note (iii))</i>	<b>Accumulated losses</b> HK\$'000	<b>Total</b> HK\$'000
At 1 April 2018	1,880,939	28,058	3,800	64,314	(6,059,466)	(4,082,355)
Loss for the year	-	-	-	-	(1,546,307)	(1,546,307)
Total comprehensive loss for the year	-	-	-	-	(1,546,307)	(1,546,307)
Transfer upon lapse of share options	-	(28,058)	-	-	28,058	-
At 31 March 2019 and 1 April 2019	<b>1,880,939</b>	-	<b>3,800</b>	<b>64,314</b>	<b>(7,577,715)</b>	<b>(5,628,662)</b>
Loss for the year	-	-	-	-	(2,581,705)	(2,581,705)
Total comprehensive loss for the year	-	-	-	-	(2,581,705)	(2,581,705)
<b>At 31 March 2020</b>	<b>1,880,939</b>	-	<b>3,800</b>	<b>64,314</b>	<b>(10,159,420)</b>	<b>(8,210,367)</b>

*Notes:*

- (i) Under the Cayman Islands Companies Law, the funds in share premium account are distributable to shareholders of the Company provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.
- (ii) The share options reserve represents the cumulative expenses recognised on the granting of share options during the reporting period.
- (iii) The contributed surplus of the Company represents the difference between the consolidated shareholders' funds of subsidiaries when they were acquired by the Company and the nominal amount of the Company's share capital issued for the acquisition.
- (iv) At 31 March 2020 and 2019, the Company did not have distributable reserve.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 39. DISPOSAL OF SUBSIDIARIES

### Sunshine Focus – 2019

In April 2018, the Group and an independent third party as the buyer entered into a share transfer agreement pursuant to which the Group agreed to sell and the buyer agreed to purchase 100% equity interests in Sunshine Focus Limited (“Sunshine Focus”) and shareholder loan owed by Sunshine Focus to a shareholder (“Shareholder Loan”) to the independent third party buyer at a consideration of HK\$6,000,000. Sunshine Focus owned 100% equity interests in Cheer Luck Investment Limited (collectively referred to as “Sunshine Focus Group”). The disposal was completed on 9 April 2018.

The net liabilities of Sunshine Focus Group at the date of the disposal were as follows:

	2019 HK\$'000
Financial assets at fair value through profit or loss	6,000
Cash and cash equivalents	8
Shareholder Loan	(10,063)
<b>Net liabilities</b>	<b>(4,055)</b>
Net liabilities	(4,055)
Assignment of Shareholder Loan	10,063
Loss on disposal of the subsidiaries	(8)
<b>Total consideration</b>	<b>6,000</b>
Satisfied by:	
Cash	6,000
Net cash inflow arising on the disposal:	
Cash consideration received	6,000
Cash and bank balances disposed of	(8)
<b>Net cash inflow</b>	<b>5,992</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 40. OPERATING LEASES

#### Operating lease commitments – as a lessee

As at 31 March 2020, the Group had total future minimum lease payments under non-cancellable operating leases due at the end of reporting period as follows:

	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000
Within one year	<b>289</b>	11,832
In the second to fifth year, inclusive	<b>22</b>	29,560
Over five years	–	4,651
	<b>311</b>	46,043

#### Operating lease receivables – as a lessor

During the year ended 31 March 2020, the Group leases out CNG gas stations operation as a lessor of operating lease for which the rental income amounted to approximately HK\$187,000 (2019: HK\$Nil).

The minimum rent receivables under non-cancellable operating leases at the end of a reporting period are as follows:

	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000
Within one year	<b>123</b>	259
In the second to fifth year, inclusive	<b>3,212</b>	1,066
Over five years	<b>10,387</b>	4,714
	<b>13,722</b>	6,039

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 41. CAPITAL COMMITMENTS

Capital commitments outstanding at 31 March 2020 not provided for in the consolidated financial statements were as follows:

	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000
Contracted but not provided for – acquisition of property, plant and equipment	<b>21,353</b>	22,897

## 42. RELATED PARTY TRANSACTIONS

- (a) Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.
- (b) Save as disclosed elsewhere in these financial statements, the Group had the following major transactions with related parties during the years ended 31 March 2020 and 2019:

Related party relationship	Type of transactions	Notes	For the year ended 31 March	
			2020 HK\$'000	2019 HK\$'000
Mr. Cao Zhong (a director of the Company)	Guarantees given to banks in respect of credit facilities granted to subsidiaries of the Company	31	<b>633,747</b>	700,224
Mr. Cao Zhong (a director of the Company)	Guarantees given for due performance of all obligations of two outstanding non- convertible bonds	33(a)	<b>1,064,378</b>	1,064,378

- (c) Members of key management during the year comprised only of the directors whose remuneration is set out in Note 11 to the consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 43. NON-CONTROLLING INTERESTS

The following table summarised the financial information relating to each of the Group's subsidiaries that has material non-controlling interests ("NCI") at the end of the reporting period. The summarised financial information presented below represents the amounts before any inter-company elimination.

<b>For the year ended 31 March 2020</b>	<b>Zhunxing Group HK\$'000</b>	<b>Red Sino Group HK\$'000</b>
NCI percentage	13.13%	40%
Revenue	514,356	–
Loss for the year	(3,095,942)	(72,473)
Total comprehensive loss	(3,086,855)	(81,380)
Loss allocated to NCI	(406,497)	(28,989)
Total comprehensive loss allocated to NCI	(405,304)	(32,551)
Cash flows from operating activities	142,856	(9)
Cash flows from investing activities	(55,893)	–
Cash flows from financing activities	(104,685)	7
Net cash outflows	(17,722)	(2)
<b>As at 31 March 2020</b>		
Current assets	357,455	25
Non-current assets	12,334,409	80,837
Current liabilities	(15,093,876)	(702)
Non-current liabilities	(853,744)	–
Net (liabilities)/assets	(3,255,756)	80,160
Accumulated NCI	(427,481)	32,064

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 43. NON-CONTROLLING INTERESTS (Continued)

<b>For the year ended 31 March 2019</b>	Zhunxing Group HK\$'000	Red Sino Group HK\$'000
NCI percentage	13.13%	40%
Revenue	815,915	14,089
Loss for the year	(810,957)	(28,230)
Total comprehensive loss	(920,663)	(41,308)
Loss allocated to NCI	(106,479)	(11,292)
Total comprehensive loss allocated to NCI	(120,883)	(16,523)
Cash flows from operating activities	657,999	(68)
Cash flows from investing activities	(78,974)	–
Cash flows from financing activities	(559,398)	5
Net cash inflows/(outflows)	19,627	(63)
<b>As at 31 March 2019</b>		
Current assets	181,948	19,771
Non-current assets	15,696,426	142,495
Current liabilities	(4,049,511)	(729)
Non-current liabilities	(11,997,765)	–
Net (liabilities)/assets	(168,902)	161,537
Accumulated NCI	(22,177)	64,615

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 44. FINANCIAL RISK MANAGEMENT

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

### (a) Interest rate risk

The Group's interest rate risk mainly arises from borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest risk respectively. The Group's interest rate profile as monitored by management is set out below.

	2020		2019	
	Effective interest rate per annum	HK\$'000	Effective interest rate per annum	HK\$'000
Floating-rate on bank deposits	0.74%	32,313	0.59%	34,892
Floating-rate on borrowings	7.60%	10,532,636	5.17%	11,312,301
Fixed-rate on borrowings	18.20%	438,310	10.99%	469,151
Floating-rate on non-convertible bonds	5.06%	4,395,648	5.06%	4,395,648
Fixed-rate on promissory notes	5.00%	716,205	18.25%	315,003
Fixed-rate on lease liabilities	4.75% to 5.64%	5,178	–	–

At 31 March 2020, it is estimated that a general increase of 100 basis points in interest rates, with all other variables held constant, would increase the Group's loss for the year and accumulated losses by approximately HK\$125,988,000 (2019: increase the Group's loss and accumulated losses by approximately HK\$149,548,000). Other components of consolidated equity would not have any impact.

### (b) Foreign currency risk

The group companies mainly operated in their local jurisdiction with most of the transactions settled in their functional currency and did not have significant exposure to risk resulting from changes in foreign currency exchange rates.

### (c) Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry in which customers operate also has an influence on credit risk but to a lesser extent. At the end of the reporting period, the Group has a certain concentration of credit risk as 99% (2019: 54%) and 99% (2019: 96%) of the total trade receivables which was due from the Group's largest trade debtor and the three largest trade debtors, respectively.

The Group does not provide any guarantee which would expose the Group to credit risk.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are generally due within 60 days, extending up to over 90 days or more for major customers. The Group does not obtain collateral from customers.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 44. FINANCIAL RISK MANAGEMENT (Continued)

### (c) Credit risk (Continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables (based on due date):

	As at 31 March 2020			
	Expected loss rate	Gross carrying amount	Loss allowance	Net
		HK\$'000	HK\$'000	HK\$'000
Neither past due nor impaired	0%	3,695	–	3,695
30 days but within 90 days past due	0%	142,104	–	142,104
Over 90 days past due	5.97%	111,039	6,630	104,409
		<b>256,838</b>	<b>6,630</b>	<b>250,208</b>

	As at 31 March 2019			
	Expected loss rate	Gross carrying amount	Loss allowance	Net
		HK\$'000	HK\$'000	HK\$'000
Neither past due nor impaired	0%	16,209	–	16,209
More than 30 days but within 90 days past due	58.92%	15,562	9,169	6,393
Over 90 days past due	100%	21,017	21,017	–
		<b>52,788</b>	<b>30,186</b>	<b>22,602</b>

Expected loss rates are based on actual loss over the past 3 years. These rates are adjusted to reflect differences between economics conditions during the period over which the historic data has been collected, current conditions and the Group's view of economics conditions over the expected lives of the receivables.

For deposits, prepayments and other receivables, the directors make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. An impairment loss of approximately HK\$87,150,000 (2019: HK\$50,000,000) was recognised for the year ended 31 March 2020 under 12-month expected credit losses.

The Group deposited bank balances with approved and reputable banks. Bankruptcy or insolvency of the banks may cause the Group's right with respect to bank balances held to be delayed or limited. The directors monitor the credit rating of these banks on an ongoing basis, and consider that the Group's exposure to credit risk at 31 March 2020 and 2019 were minimal.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 44. FINANCIAL RISK MANAGEMENT (Continued)

### (d) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The following table details the remaining contractual maturities at the end of reporting period of the Group's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the end of reporting period) and the earliest date the Group can be required to pay:

	Carrying amount HK\$'000	Total contractual undiscounted cash flows HK\$'000	Within 1 year or on demand 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
<b>2020</b>						
Other payables	4,404,140	4,404,140	4,404,140	-	-	-
Promissory notes	716,205	847,633	-	-	847,633	-
Borrowings	10,970,946	11,851,946	11,851,946	-	-	-
Non-convertible bonds	4,395,648	4,395,648	4,395,648	-	-	-
Lease liabilities	5,178	8,542	1,425	1,456	1,377	4,284
	<b>20,492,117</b>	<b>21,507,909</b>	<b>20,653,159</b>	<b>1,456</b>	<b>849,010</b>	<b>4,284</b>
<b>2019</b>						
Other payables	3,840,332	3,840,332	3,840,332	-	-	-
Promissory note	315,003	315,003	315,003	-	-	-
Borrowings	11,781,452	16,880,696	1,200,043	919,667	3,348,526	11,412,460
Non-convertible bonds	4,395,648	4,395,648	4,395,648	-	-	-
	<b>20,332,435</b>	<b>25,431,679</b>	<b>9,751,026</b>	<b>919,667</b>	<b>3,348,526</b>	<b>11,412,460</b>

### (e) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as financial assets at fair value through profit or loss (Note 22).

Equity price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment (stock-specific) or its issuer, or factor affecting all instruments (generic risks) trade in the market.

The fair value of the Group's unlisted investments designated and carried at fair value through profit or loss are determined by reference to the sales multiple of enterprise value to sales ("EV/Sales") or the average of EV/Sales and P/E (i.e. Price to Earnings) of comparable listed companies in the same industry, after taking into account of discount for lack of marketability of 31% for the respective unlisted equity investments. The performance is assessed at least bi-annually based on the information made available to the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 44. FINANCIAL RISK MANAGEMENT *(Continued)*

### (e) **Equity price risk** *(Continued)*

The Group's listed equity investments held for trading are listed on Shenzhen Stock Exchange and Shanghai Stock Exchange. Decisions to buy or sell trading are based on daily monitoring of the performance of the individual securities compared to that of other listed investments and other industry indicators, as well as the Group's liquidity needs.

At 31 March 2020, it is estimated that an increase/(decrease) of 5% in the relevant share market price, with all other variables held constant, would have (decreased)/increased the Group's loss for the year ended 31 March 2020 and accumulated losses by approximately HK\$115,000 (2019: HK\$279,000), respectively.

### (f) **Fair value hierarchy**

The following table presents the fair value of the Group's financial instruments 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, that is, 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, that is, 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.

An external independent valuation company, with appropriate recognised professional qualifications, is engaged to value the unlisted equity securities classified as financial assets at fair value through profit or loss at the end of each financial reporting period. Appropriate valuation methods and assumptions with reference to market conditions existing at the end of each financial reporting period to determine the fair value of the unlisted equity securities are adopted.

The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised into Level 1, 2 and 3, based on the degree to which the inputs to the fair value measurements are observable.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (f) Fair value hierarchy (Continued)

At 31 March 2020

	Fair value HK\$'000	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000
Unlisted equity securities at fair value through profit or loss	57,151	–	–	57,151
Listed securities held for trading	2,304	2,304	–	–

At 31 March 2019

	Fair value HK\$'000	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000
Unlisted equity securities at fair value through profit or loss	97,219	–	–	97,219
Listed securities held for trading	5,573	5,573	–	–

Information about the Level 3 fair value measurements of the unlisted equity investments carried at fair value through profit or loss at 31 March 2020 and 2019 are set out below:

	Valuation techniques	Significant unobservable inputs	Key data applied	
			31 March 2020	31 March 2019
Unlisted equity securities at fair value through profit or loss:	Market comparable companies in the relevant industries	Discount for lack of marketability	31%	31%
4% equity interests in 內蒙古西北煤炭交易中心股份有限公司		EV/Sales	4.60	5.82
15.2% equity interests in 內蒙古博源新型能源有限公司		Average of EV/sales and P/E:		
		– EV/Sales	0.59	0.62
		– P/E	6.50	10.62

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

### 45. CAPITAL RISK MANAGEMENT

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

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

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total liabilities divided by total assets. The gearing ratios at 31 March 2020 and 2019 are as follows:

	2020 HK\$'000	2019 HK\$'000
Total liabilities	<b>20,496,627</b>	20,352,177
Total assets	<b>12,981,926</b>	16,439,350
Gearing ratio	<b>157.9%</b>	123.8%

### 46. FAIR VALUE MEASUREMENT OF FINANCIAL ASSETS AND LIABILITIES

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 March 2020 and 2019 may be categorised as follows:

	<i>Notes</i>	31 March 2020 HK\$'000	31 March 2019 HK\$'000
<b>Financial assets</b>			
Financial assets at amortised cost (Notes 25, 26, 27 and 28)	<i>(a)</i>	<b>310,676</b>	159,505
Financial assets at fair value through profit or loss (Note 22)		<b>59,455</b>	102,792
<b>Financial liabilities</b>			
Financial liabilities measured at amortised cost	<i>(a)</i>	<b>20,492,117</b>	20,332,435

#### (a) Financial assets and liabilities not measured at fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values at 31 March 2020 and 2019.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 47. CONTINGENT LIABILITIES

- (a) During the year ended 31 March 2018, the PRC Supreme Court issued an order to set aside an earlier judgement in favour of Zhunxing by a local court, in relation to the proceeding first taken by Zhunxing against an independent third party contractor who subsequently counterclaimed against Zhunxing for additional construction costs and various damages under two construction contracts (as varied by supplemental agreements in 2011), against which, the Group has recognised approximately RMB603.8 million (2019: RMB603.8 million) at 31 March 2020. The Group considered, after having sought legal advices, that Zhunxing has valid grounds to defend against those unrecognised counterclaims for additional construction costs and accordingly, no additional provision is required at 31 March 2020.

## 48. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

### (a) Material non-cash transactions

During the year ended 31 March 2020, the Group entered into lease arrangements with a total present value of future lease payments at the inception of the leases of approximately HK\$3,785,000 (2019: HK\$Nil), which were included in the right-of-use assets.

### (b) Changes in liabilities arising from financing activities

	Lease liabilities HK\$'000 (Note 34)	Borrowings HK\$'000 (Note 31)	Non-convertible bonds HK\$'000 (Note 33)	Promissory note HK\$'000 (Note 30)	Interest payable HK\$'000 (Note 29)	Refundable earnest monies received from the Purchaser C HK\$'000 (Note 29)	Total HK\$'000
At 1 April 2019	-	11,781,452	4,395,648	315,003	1,196,361	273,579	17,962,043
<b>Changes from financing cash flows:</b>							
Repayment of borrowings	-	(33,649)	-	-	-	-	(33,649)
Capital element of lease payments	(228)	-	-	-	-	-	(228)
Interest element of lease payments	(144)	-	-	-	-	-	(144)
Interest paid	-	-	-	-	(45,350)	-	(45,350)
Total changes from financing cash flows	(372)	(33,649)	-	-	(45,350)	-	(79,371)
Exchange adjustments	(151)	(776,857)	-	-	(93,290)	-	(870,298)
<b>Other non-cash changes:</b>							
Issuing new promissory notes	-	-	-	368,345	(368,345)	-	-
Interest expenses	144	-	-	32,857	1,196,637	-	1,229,638
Right-of-use assets relating to operating leases of office premises recognised upon application of HKFRS 16	1,772	-	-	-	-	-	1,772
New leases	3,785	-	-	-	-	-	3,785
Total other changes	5,701	-	-	401,202	828,292	-	1,235,195
<b>At 31 March 2020</b>	<b>5,178</b>	<b>10,970,946</b>	<b>4,395,648</b>	<b>716,205</b>	<b>1,886,013</b>	<b>273,579</b>	<b>18,247,569</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 48. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

### (b) Changes in liabilities arising from financing activities (Continued)

	Borrowings HK\$'000 (Note 31)	Non-convertible bonds HK\$'000 (Note 33)	Promissory note HK\$'000 (Note 30)	Interest payable HK\$'000 (Note 29)	Refundable earnest monies received from the Purchaser C HK\$'000 (Note 29)	Total HK\$'000
At 1 April 2018	12,652,622	4,395,648	315,003	754,120	97,272	18,214,665
<b>Changes from financing cash flows:</b>						
Proceeds from new borrowings	2,000	-	-	-	-	2,000
Repayment of borrowings	(66,129)	-	-	-	-	(66,129)
Refundable earnest money received for disposal of partial interest in a subsidiary	-	-	-	-	176,307	176,307
Interest paid	-	-	-	(658,229)	-	(658,229)
Total changes from financing cash flows	(64,129)	-	-	(658,229)	176,307	(546,051)
Exchange adjustments	(807,041)	-	-	5,482	-	(801,559)
<b>Other non-cash changes:</b>						
Interest expenses on borrowings	-	-	-	826,748	-	826,748
Interest expenses	-	-	-	268,240	-	268,240
Total other changes	-	-	-	1,094,988	-	1,094,988
At 31 March 2019	11,781,452	4,395,648	315,003	1,196,361	273,579	17,962,043

## 49. EVENTS AFTER THE REPORTING PERIOD END

The COVID-19 outbreak has brought about additional uncertainties to the Group's operating environment and may have impacts on the Group's operating and financial position which are still under assessment by the management of the Group. The Group has been closely monitoring the impact from the COVID-19 epidemic on the Group's businesses and has commenced to put in place various measures.

## 50. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors of the Company on 21 September 2020.

# SUMMARY OF FINANCIAL INFORMATION

For the year ended 31 March 2020

The summarised consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements of the Group, were set out below:

	<b>Year ended 31 March</b>				
	2016 HK\$'000	2017 HK\$'000	2018 HK\$'000	2019 HK\$'000	<b>2020 HK\$'000</b>
<b>RESULTS</b>					
Revenue	2,221,556	727,616	822,086	867,377	<b>567,562</b>
Loss before taxation	(3,869,899)	(1,792,677)	(1,400,858)	(1,190,651)	<b>(3,591,190)</b>
Income tax credit/(expense)	593	8,234	(774)	85	<b>974</b>
Loss for the year	(3,869,306)	(1,784,443)	(1,401,632)	(1,190,566)	<b>(3,590,216)</b>
Attributable to:					
Owners of the Company	(3,456,008)	(1,676,202)	(1,284,931)	(1,072,414)	<b>(3,154,695)</b>
Non-controlling interests	(413,298)	(108,241)	(116,701)	(118,152)	<b>(435,521)</b>
	(3,869,306)	(1,784,443)	(1,401,632)	(1,190,566)	<b>(3,590,216)</b>
<b>ASSETS AND LIABILITIES</b>					
Total assets	18,702,229	16,292,532	18,385,222	16,439,350	<b>12,981,926</b>
Total liabilities	(18,492,446)	(17,888,964)	(20,961,846)	(20,352,177)	<b>(20,496,627)</b>
Non-controlling interests	(313,414)	(185,966)	(159,038)	(30,525)	<b>407,340</b>
<b>Shareholders' funds attributable to owners of the Company</b>	(103,631)	(1,782,398)	(2,735,662)	(3,943,352)	<b>(7,107,361)</b>