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Crown International Corporation Limited

皇冠環球集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

FINAL RESULTS FOR THE YEAR ENDED 31 MARCH 2018

The board (the “**Board**”) of directors of Crown International Corporation Limited (the “**Company**” and the “**Directors**”, respectively) announces the consolidated results of the Company and its subsidiaries (the “**Group**”) for the financial year ended 31 March 2018 (“**Year 2018**”) with comparative figures for the financial year ended 31 March 2017 (“**Year 2017**”).

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2018

	<i>Note</i>	2018 HK\$'000	2017 HK\$'000
Revenue	2	4,995	12,024
Other gains, net	3	4,966	272
Other income	4	108	728
Fair value gains on investment properties, net		1,335	160,008
Staff costs		(14,076)	(13,571)
Depreciation		(1,362)	(1,389)
Gain on bargain purchase	5	116,001	–
Other operating expenses	6	(1,792)	(30,012)
Operating profit		110,175	128,060
Finance income		1,333	3,155
Finance costs		(1,898)	(7,915)
Finance costs, net		(565)	(4,760)
Profit before income tax		109,610	123,300
Income tax expense	7	(895)	(41,960)
Profit for the year		108,715	81,340

	<i>Note</i>	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Other comprehensive income/(loss):			
Items that may be subsequently reclassified to profit or loss:			
Currency translation differences		<u>168,188</u>	<u>(79,268)</u>
Total other comprehensive income/(loss) for the year		<u>168,188</u>	<u>(79,268)</u>
Total comprehensive income for the year		<u>276,903</u>	<u>2,072</u>
Profit/(loss) attributable to:			
Owners of the Company		108,716	81,179
Non-controlling interests		<u>(1)</u>	<u>161</u>
		<u>108,715</u>	<u>81,340</u>
Total comprehensive income attributable to:			
Owners of the Company		276,895	1,919
Non-controlling interests		<u>8</u>	<u>153</u>
		<u>276,903</u>	<u>2,072</u>
Basic and diluted earnings per share attributable to owners of the Company for the year (expressed in HK cent per share)			
	<i>8</i>	<u>3.50 cents</u>	<u>2.84 cents</u>
Dividends		<u>—</u>	<u>—</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2018

		2018	2017
	Note	HK\$'000	HK\$'000
Assets			
Non-current assets			
Property, plant and equipment		144,386	4,862
Investment properties	9	2,091,000	1,881,563
Other receivables, prepayments and deposits	11	1,209	–
Available-for-sale financial assets		–	700
Deferred tax asset		870	–
		<u>2,237,465</u>	<u>1,887,125</u>
Current assets			
Trade receivables	10	–	8,475
Other receivables, prepayments and deposits	11	2,122	3,530
Properties under development for sale	12	568,801	–
Financial assets at fair value through profit or loss		12,500	–
Cash and cash equivalents		43,585	85,289
		<u>627,008</u>	<u>97,294</u>
		<u>2,864,473</u>	<u>1,984,419</u>
Liabilities			
Current liabilities			
Other payables and accruals	13	101,885	30,655
Income tax payable		3,163	2,082
		<u>105,048</u>	<u>32,737</u>
Net current assets		<u>521,960</u>	<u>64,557</u>
Total assets less current liabilities		<u>2,759,425</u>	<u>1,951,682</u>

		2018	2017
	<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Non-current liabilities			
Other payables	13	6,623	356,240
Borrowings		160,000	–
Deferred income tax liabilities		430,373	379,859
		<u>596,996</u>	<u>736,099</u>
Net assets		<u>2,162,429</u>	<u>1,215,583</u>
Equity			
Capital and reserves			
Share capital		1,979,067	1,309,124
Other reserves		183,202	(93,694)
		<u>2,162,269</u>	<u>1,215,430</u>
Non-controlling interests		<u>160</u>	<u>153</u>
Total equity		<u>2,162,429</u>	<u>1,215,583</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT

1 General Information and basis of preparation

The principal activities of Crown International Corporation Limited (the “**Company**”) and its subsidiaries (together with the Company are collectively referred to as the “**Group**”) are (i) property investment, (ii) hotel operations, (iii) provision of financial advisory service and (iv) property development.

The Company is a limited liability company incorporated in Hong Kong. The address of its registered office is Suite 902, 9th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.

These consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and available-for-sale financial assets.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

(a) Effect of adopting new standard and amendments to existing standards

The following new standard and amendments to existing standards are mandatory for the Group’s financial year beginning on or after 1 April 2017:

HKFRS 12 (Amendments)	Disclosure of Interest in Other Entities
HKAS 7 (Amendments)	Disclosure Initiative
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses

The adoption of these new standard and amendments to existing standards did not result in a significant impact on the results and financial position of the Group.

(b) New standards and amendments to existing standards that have been issued but are not yet effective

The following new standards and amendments to existing standards have been issued, but are not effective for the Group's financial year beginning on or after 1 April 2017 and have not been early adopted:

		Effective for accounting period beginning on or after
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014 – 2016 cycle	1 January 2018
Amendments to HKFRS 2	Classification and Measurement of Share-Based Payment Transactions	1 January 2018
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts	1 January 2018
HKFRS 9	Financial Instruments	1 January 2018
HKFRS 15	Revenue from Contracts with Customers	1 January 2018
HKFRS 15 (Amendments)	Clarifications to HKFRS 15	1 January 2018
HKAS 40 (Amendments)	Transfers of Investment Property	
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration	1 January 2018
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation	1 January 2019
HKFRS 16	Leases	1 January 2019
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments	1 January 2019
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

(i) *HKFRS 9 “Financial instruments”*

The new standard addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets. HKFRS 9 introduces a new model for the recognition of impairment losses — the expected credit losses (“ECL”) model, which constitutes a change from the incurred loss model in HKAS 39. HKFRS 9 contains a “three stage” approach, which is based on the change in credit quality of financial assets since initial recognition. Assets move through the three stages as credit quality changes and the stages dictate how an entity measures impairment losses and applies the effective interest rate method. The new rules mean that on initial recognition of a non-credit impaired financial asset carried at amortised cost a day-1 loss equal to the 12-month ECL is recognised in profit or loss. In the case of accounts receivables this day-1 loss will be equal to their lifetime ECL. Where there is a significant increase in credit risk, impairment is measured using lifetime ECL rather than 12-month ECL.

There will be no impact on the Group’s accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities. The derecognition rules have been transferred from HKAS 39 Financial Instruments: Recognition and Measurement and have not been changed.

Based on the historical experience of the Group, the default rates of the outstanding balances with customers and other receivables are low. The directors of the Group are of the view that if the ECL model under HKFRS 9 were to be applied by the Group, the accumulated amount of impairment loss to be recognised by the Group as at 1 January 2018 would not be significantly different as compared to the accumulated amount recognised under HKAS 39.

The Group will apply the new rules retrospectively since 1 January 2018, with the practical expedients permitted under the standard.

(ii) *HKFRS 15 “Revenue from contracts with customers”*

HKFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including HKAS 18, Revenue, HKAS 11, Construction contracts and HK(IFRIC)-Interpretation 13, Customer Loyalty Programmes. It also includes guidance on when to capitalise costs of obtaining or fulfilling a contract not otherwise addressed in other standards, and includes expanded disclosure requirements.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5 step approach to revenue recognition:

- Step 1: Identify the contract(s) with customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates.

It moves away from a revenue recognition model based on an “earnings processes” to an “asset liability” approach based on transfer of control. HKFRS 15 provides specific guidance on capitalisation of contract cost, license arrangements and principal versus agent considerations. It also includes a cohesive set of disclosure requirements about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts with customers.

The principal revenue stream of the Group are rental income and financial advisory service income. The directors of the Group has undertaken a preliminary assessment of the effect of the adoption of HKFRS 15. Based on the assessment, it was determined that the implementation of HKFRS 15 as a whole would not result in any significant impact on the Group’s financial position and result of operations.

Meanwhile, there will be additional disclosure requirement under HKFRS 15 upon its adoption.

The Group will apply the new rules retrospectively since 1 January 2018, with the practical expedients permitted under the standard.

(iii) HKFRS 16 “Leases”

HKFRS 16 “Leases” addresses the definition of a lease, recognition and measurement of leases and establishes principles for reporting useful information to users of financial statements about the leasing activities of both lessees and lessors. A key change arising from HKFRS 16 is that most operating leases will be accounted for on statement of financial position for lessees. The Group is a lessee of various properties which are currently classified as operating leases.

The accounting for lessors will not significantly change.

HKFRS 16 provides new provisions for the accounting treatment of leases and will in the future no longer allow lessees to recognise certain leases outside of the statement of financial position. Instead, almost all leases must be recognised in the form of an asset (for the right of use) and a financial liability (for the payment obligation). Thus each lease will be mapped in the Group's consolidated statement of financial position. Short-term leases of less than twelve months and leases of low-value assets are exempt from the reporting obligation. The new standard will therefore result in an increase in assets and financial liabilities in the consolidated statement of financial position. As for the financial performance impact in the consolidated statements of comprehensive income, the operating lease expenses will decrease, while depreciation and amortisation and the interest expense will increase. The Group's future aggregate minimum lease payments under non-cancellable operating leases as at 31 March 2018 are as follow:

	2018 HK\$'000	2017 HK\$'000
Not later than 1 year	5,994	6,161
Later than 1 year and not later than 5 years	10,060	–
	<u>16,054</u>	<u>6,161</u>

Other than the increase in assets and financial liabilities in the consolidated statement of financial position and the financial performance impact in the consolidated statements of comprehensive income as mentioned above, the directors of the Group expect that the adoption of HKFRS 16 will not have significant impact on the financial position and financial performance of the Group. The new standard is not expected to apply until the financial year beginning on or after 1 January 2019.

2 Revenue and segment information

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the chief operating decision-maker, namely the executive directors, for their decisions about resources allocation to the Group's business component and for their review of the performance of that component. The business components in the internal financial information reported to the executive directors are principally engaged in property investment, hotel operations, provision of financial advisory service and property development.

(a) Analysis of revenue by category

	2018 HK\$'000	2017 HK\$'000
Rental income	4,995	3,359
Financial advisory service income	—	8,665
	<u>4,995</u>	<u>12,024</u>

(b) Segment information

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the services they provide. Each of the Group's business segments represents a strategic business unit which is subject to risks and returns that are different from those of other business segments. Pursuant to the completion of the acquisition of Jumbo China Investment Group Limited (the "Jumbo China Acquisition"), the Group has adopted property development as a new business segment as a result of a change in the Group's strategy. The Group has adopted the new organisation structure as the reporting format effective for the year ended 31 March 2017. Summarised details of the business segments are as follows:

- i) the property investment segment engages in investment of properties in cities of Yingkou, Jinggangshan and Zhongshan of the People's Republic of China (the "PRC"), the Group aim to use these properties for rental or capital appreciation;

- ii) the hotel operations segment engages in hotel rental and food and beverage business in Weihai City (“**Weihai**”);
- iii) the financial advisory service segment engages in the provision of financial advisory service to assist customers to obtain financing;
- iv) the property development segment engages in property development and sales of properties; and
- v) the unallocated segment comprises operations other than those specified in (i), (ii), (iii) and (iv) above and includes that of the corporate office.

The investment property in the cities of Zhongshan of the PRC is under refurbishment as at 31 March 2018.

The hotel operation and property development in Weihai is yet to commence operation as at 31 March 2018 as it is currently under construction.

Capital expenditure comprise additions to investment properties and property, plant and equipment. Segment assets consist primarily of investment properties, properties under development for sale, property, plant and equipment and receivables. Segment liabilities comprise deferred tax liabilities, operating liabilities and borrowings. Unallocated assets and liabilities mainly represent assets and liabilities used by the corporate office, which cannot be allocated on a reasonable basis to any segment which include items such as cash and cash equivalent.

The Directors assess the performance of the operating segments based on a measure of segment results, which represent, operating profit less central administrative costs. The segment results, depreciation, fair value gains on investment properties and capital expenditure based on reportable segments for the years ended 31 March 2018 and 2017 are as follows:

	Property investment <i>HK\$'000</i>	Hotel operations <i>HK\$'000</i>	Financial advisory service <i>HK\$'000</i>	Property development <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
For the year ended						
31 March 2018						
Segment revenue:						
Revenue from						
external customers	<u>4,995</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,995</u>
Segment results	7,233	(1,561)	(2,859)	(2,691)	110,053	110,175
Finance income						1,333
Finance costs						<u>(1,898)</u>
Profit before income tax						109,610
Income tax expense						<u>(895)</u>
Profit for the year						<u>108,715</u>
Other segment information						
Depreciation	(681)	-	(218)	(38)	(425)	(1,362)
Fair value gains on						
investment properties, net	<u>1,335</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,335</u>
Additions to						
- Property,						
plant and equipment	-	38,970	-	481	600	40,051
- Investment properties	<u>7,828</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>7,828</u>

	Property investment <i>HK\$'000</i>	Hotel operations <i>HK\$'000</i>	Financial advisory service <i>HK\$'000</i>	Property development <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
For the year ended 31 March 2017						
Segment revenue:						
Revenue from external customers	<u>3,359</u>	<u>–</u>	<u>8,665</u>	<u>–</u>	<u>–</u>	<u>12,024</u>
Segment results	156,835	(459)	6,097	–	(34,413)	128,060
Finance income						3,155
Finance costs						<u>(7,915)</u>
Profit before income tax						123,300
Income tax expense						<u>(41,960)</u>
Profit for the year						<u>81,340</u>
Other segment information						
Depreciation	(211)	–	(44)	–	(1,134)	(1,389)
Fair value gains on investment properties	<u>160,008</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>160,008</u>
Additions to						
– Property, plant and equipment	–	–	249	–	13	262
– Investment properties	<u>7,782</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>7,782</u>

3 customers (2017: 3) contributed more than 10% revenue of the Group.

	2018			2017		
	Property Investment segment <i>HK\$'000</i>	Financial advisory service segment <i>HK\$'000</i>	Total <i>HK\$'000</i>	Property Investment segment <i>HK\$'000</i>	Financial advisory service segment <i>HK\$'000</i>	Total <i>HK\$'000</i>
Customer A	1,999	–	1,999	1,999	–	1,999
Customer B	1,442	–	1,442	1,360	–	1,360
Customer C	–	–	–	–	8,665	8,665
Customer D	<u>1,554</u>	<u>–</u>	<u>1,554</u>	<u>–</u>	<u>–</u>	<u>–</u>
Total	<u>4,995</u>	<u>–</u>	<u>4,995</u>	<u>3,359</u>	<u>8,665</u>	<u>12,024</u>

No other single customer contributed 10% or more to the Group's revenue for both the years ended 31 March 2018 and 2017.

The segment assets and liabilities based on reportable segments as at 31 March 2018 and 2017 are as follows:

	Property investment <i>HK\$'000</i>	Hotel operations <i>HK\$'000</i>	Financial advisory service <i>HK\$'000</i>	Property development <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 31 March 2018						
Segment assets	2,096,078	139,443	339	581,756	3,272	2,820,888
Cash and cash equivalents	10,475	–	12,797	14,975	5,338	43,585
Total assets	2,106,553	139,443	13,136	596,731	8,610	2,864,473
Segment liabilities	(476,295)	(39,707)	(203)	(180,888)	(4,951)	(702,044)
Total liabilities	(476,295)	(39,707)	(203)	(180,888)	(4,951)	(702,044)
At 31 March 2017						
Segment assets	1,886,443	–	8,989	–	3,698	1,899,130
Cash and cash equivalents	957	–	3,796	–	80,536	85,289
Total assets	1,887,400	–	12,785	–	84,234	1,984,419
Segment liabilities	(745,687)	–	(2,118)	–	(21,031)	(768,836)
Total liabilities	(745,687)	–	(2,118)	–	(21,031)	(768,836)

The Group's businesses operate in Hong Kong and the PRC. The Group's revenue for the years ended 31 March 2018 and 2017 and non-current assets other than financial instruments and deferred tax asset as at 31 March 2018 and 2017 based on geographical area are as follows:

	2018 HK\$'000	2017 HK\$'000
Revenue		
PRC	<u>4,995</u>	<u>12,024</u>
Non-current assets		
Hong Kong	1,073	2,059
PRC	<u>2,234,313</u>	<u>1,885,066</u>
	<u>2,235,386</u>	<u>1,887,125</u>

Revenue is categorised based on the jurisdiction in which the customers are located. Non-current assets are categorised based on where the assets are located.

3 Other gains, net

	2018 HK\$'000	2017 HK\$'000
Refund from consultancy fee (<i>Note</i>)	5,355	–
Impairment loss on available-for-sale financial assets	–	(441)
Gain on disposal of subsidiaries	302	–
Gain on disposal of property, plant and equipment	–	167
Write-off of long outstanding receivable balance	(686)	–
Others	<u>(5)</u>	<u>546</u>
	<u>4,966</u>	<u>272</u>

Note:

During the year ended 31 March 2017, the Group engaged a consultant to perform certain engineering consultancy services in respect of its investment properties in Zhongshan. The consultancy fee, amounted to RMB5,200,000 (equivalent to HK\$6,188,000) was recognised as operating expenses. In January 2018, this consultant refunded RMB4,500,000 (equivalent to HK\$5,355,000) to the Group as a result of a change in service scope and the Group's decision to search for a new consultant.

4 Other income

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Waiver of director's fee payable (<i>Note</i>)	–	728
Others	<u>108</u>	<u>–</u>
	<u><u>108</u></u>	<u><u>728</u></u>

Note:

On 31 March 2017, Mr. Zhu Jin Long was resigned as the executive director of the Company and waived the director fee for the year ended 31 March 2017 due to his early resignation.

5 Business combination

Pursuant to a sale and purchase agreement dated 13 September 2016 (the “**Agreement Date**”) (together with a series of supplementary agreements dated 13 December 2016, 13 March 2017, 13 April 2017, 30 June 2017 and 31 August 2017) entered into between Crown International Investment, an indirect wholly-owned subsidiary of the Company and Good Wealth. Good Wealth agreed to sell and Crown International Investment agreed to purchase the entire issued share capital of Jumbo China Investment Group Limited (“**Jumbo China Investment**”, and together with its subsidiary, the “**Jumbo China Group**”), a company incorporated in Samoa, for the issue and allotment, credited as fully paid, of a total of 260,000,000 new shares (the “**Consideration Shares**”) of the Company. The principal activities of the Jumbo China Group is property development and investment in the People's Republic of China.

On Agreement Date, the number of Consideration Shares was determined with reference to the Company's then share price, with the total consideration amounted to HK\$500,000,000. As a result of the delay on the completion of this transaction. The Consideration Shares were issued at HK\$1.29 per share on 14 September 2017 (the “**Completion Date**”), with the consideration amounted to HK\$335,400,000, net of issuance costs. As a result of the difference in share price between the Agreement Date and the Completion Date, a gain on bargain amounted to HK\$116,001,000 was recognised in the Group's consolidated statement of comprehensive income for the year ended 31 March 2018.

6 Other operating expenses

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Legal and professional fee	1,917	1,942
Consultancy fee	–	6,224
Auditor's remuneration	1,450	1,297
Exchange (gains)/losses, net	(16,099)	9,159
Office rental	5,830	6,038
Business travel expenses	912	654
Property tax	599	747
Business entertainment	614	801
Motor vehicle expenses	547	546
Registration and announcement fee	956	510
Hotel management fee	1,561	–
Other tax and stamp duty	239	176
Others	3,266	1,918
	<u>1,792</u>	<u>30,012</u>

7 Income tax expense

The amount of taxation charged to the consolidated statement of comprehensive income represents:

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Current tax – PRC	1,389	2,193
Deferred taxation	(494)	39,767
	<u>895</u>	<u>41,960</u>

8 Earnings per share

- (a) Basic earnings per ordinary share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	2018	2017
Profit for the year attributable to owner of the Company, <i>HK\$'000</i>	108,716	81,179
Weighted average number of ordinary shares in issue	<u>3,110,465,753</u>	<u>2,860,000,000</u>
Basic earnings per ordinary share, <i>HK cents</i>	<u>3.50</u>	<u>2.84</u>

- (b) The calculation of diluted earnings per ordinary share is based on the profit for the year attributable to owners of the Company and the weighted average number of ordinary shares used, which is the same for calculating basic earnings per ordinary share above, as the Company did not have any dilutive potential ordinary shares arising from share options for the two years ended 31 March 2018 and 31 March 2017.

9 Investment properties

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
At 1 April	1,881,563	1,828,920
Addition	7,828	7,782
Fair value gains, net	1,335	160,008
Exchange difference	<u>200,274</u>	<u>(115,147)</u>
At 31 March	<u>2,091,000</u>	<u>1,881,563</u>

The Group's property interests held under operating lease to earn rental income or for capital appreciation are measured using the fair value model.

Amounts recognised in profit or loss for investment properties

	2018 HK\$'000	2017 HK\$'000
Rental income	4,995	3,359
Direct operating expenses from properties that generated rental income	(820)	(789)
Direct operating expenses from property that did not generate rental income	(39)	(38)

10 Trade receivables

	2018 HK\$'000	2017 HK\$'000
Trade receivables	–	8,475

As at 31 March 2018, there were no trade receivables. As of 31 March 2017, trade receivables of HK\$8,475,000 with credit terms of 30 days are past due but not impaired. This related to an independent customer for whom there is no significant financial difficulty. The ageing analysis by past due date of trade receivables is as follows:

	2018 HK\$'000	2017 HK\$'000
Past due but not impaired:		
61 – 90 days past due	–	8,475

The carrying amount of trade receivables is denominated in RMB.

11 Other receivables, prepayments and deposits

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Non-current		
Rental deposit	<u>1,209</u>	<u>–</u>
	<u>1,209</u>	<u>–</u>
Current		
Other receivables	378	375
Prepayments and deposits	<u>1,744</u>	<u>3,155</u>
	<u>2,122</u>	<u>3,530</u>
	<u><u>3,331</u></u>	<u><u>3,530</u></u>

The carrying amounts of other receivables and deposits approximate their fair values and are denominated in the following currencies:

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
HK\$	1,790	1,639
RMB	<u>1,541</u>	<u>1,891</u>
	<u><u>3,331</u></u>	<u><u>3,530</u></u>

12 Properties under development for sale

	2018 <i>HK\$'000</i>
As at 1 April 2017	–
Additions	89,602
Acquisition of a subsidiary	375,072
Reclassified from property, plant and equipment	75,232
Exchange difference	<u>28,895</u>
As at 31 March 2018	<u><u>568,801</u></u>
Properties under development and held for sale comprise:	
Construction costs and capitalised expenditures	497,879
Finance cost capitalised	20,260
Exchange difference	<u>50,662</u>
As at 31 March 2018	<u><u>568,801</u></u>
Amounts are expected to be completed:	
Within the normal operating cycle included under current assets	568,801
Beyond the normal operating cycle included under non-current assets	<u>–</u>
As at 31 March 2018	<u><u>568,801</u></u>

Note:

- (a) As at 31 March 2018, the Group changed its intention on the purpose of carpark and certain portion of the commercial area in the Weihai project to sale. Therefore, related net carrying amounts have been reclassified from property, plant and equipment to properties under development and held for sale.
- (b) The amount of properties under development for sale and expected to be recovered after more than one year is HK\$568,801,000 (2017: Nil).

13 Other payables and accruals

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Non-current		
Consideration payable – non-current portion (<i>Note a</i>)	–	198,906
Other payables – non-current portion (<i>Note b</i>)	–	157,334
Leasehold improvements payable	<u>6,623</u>	<u>–</u>
	<u>6,623</u>	<u>356,240</u>
Current		
Property acquisition cost payable	1,096	991
Consideration payable – current portion (<i>Note a</i>)	–	12,200
Accrued construction cost	36,102	7,278
Accrued directors' fee	438	4,241
Accrued audit fee	1,400	1,250
Salaries payable	442	1,941
Other payables – current portion (<i>Note b</i>)	41,826	402
Accrued legal and professional fee	599	80
Accrued interest payable	8,589	–
Others	<u>11,393</u>	<u>2,272</u>
	<u>101,885</u>	<u>30,655</u>
	<u>108,508</u>	<u>386,895</u>

Note a:

The amounts represented consideration payable in relation to the acquisition of the entire equity interest of Zhongshan Hualian Industrial Development Corporation Limited. The amounts are unsecured, interest-free and repayable according to the agreed payment terms.

Note b:

The amount represented payable to Sino Oasis Oversea Limited (“**Sino Oasis**”) in relation to construction service fees paid on behalf of Zhongshan Hualian Industrial Development Corporation Limited by Sino Oasis. The amount is unsecured, interest-free and repayable according to the agreed payment terms.

The carrying amounts of the other payables and accruals approximate their fair values and are denominated in the following currencies:

	2018	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>
HK\$	4,089	218,924
RMB	104,419	167,971
	108,508	386,895

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Introduction

During Year 2018, the Group was principally engaged in the business of property investment, hotel operations and property development (acquired during Year 2018) in the PRC. The Group also took steps to maintain its business of providing financial advisory service in the PRC.

Property Investment

The Group's current investments in commercial properties consist of the following:

- The commercial building in Yingkou, the PRC (the “**Yingkou Property**”);
- The hotel complex in Jinggangshan City, Jiangxi Province, the PRC (the “**Jinggangshan Property**”), which has been leased by the Group to a local lessee for hotel businesses operation; and
- The commercial and residential complex in Zhongshan, the PRC (the “**Zhongshan Property**”).

Hotel operations

The Group's current investments in hotel operations consist of the hotel development acquired by the Group in September 2017 in Weihai, the PRC (the “**Weihai Property**”).

On 13 September 2017, the Group completed the purchase of 100% equity interest in Jumbo China Investment Group Limited, which in turn owned the Weihai Property, for the issue and allotment of 260,000,000 new shares in the Company. The said acquisition offered the Group the access to a high-end development of three high rise hotel buildings with a total of approximately 195,000 square metres of gross floor area, or over 1,600 hotel suites and serviced apartment units and 360 car parking spaces. Further information regarding the said acquisition was published in the Company's announcements dated 13 September 2016 and 13 September 2017, respectively.

The Group's hotel operations comprises the approximately 200 hotel suites in the Weihai Property to be managed by a world-renowned American hotel group as hotel manager under the management agreement between the Group and the said hotel group.

Property development

The Group's current investment in property development comprises the approximately 1,400 serviced apartment units in the Weihai Property to be developed and sold by the Group.

Financial advisory service

In Year 2017, the Group began engaged in the provision of financial services in assisting real estate developers in the PRC to obtain financing from financial institutions, and charged commissions for such services.

The Group sought to maintain and grow the financial advisory service business in the first half of Year 2018. Subsequently, the PRC promulgated regulations which further restricted provision of financing to real estate developers. As a result, no new client has been engaged by the Group in Year 2018, and the segment has not generated significant revenue in Year 2018.

The Group will continue to explore the financial market in the PRC for any opportunity to provide new services and introduce new sources of income for the Company.

A. The Group's Property Investment

(i) The Yingkou Property

The Yingkou Property is a 16-storey commercial building situated in Yingkou, the PRC. The gross floor area of the Yingkou Property is approximately 10,740 square metres, and is owned by "U" Inns (Yingkou) Hotel Management Corporation Limited (the "**Yingkou Subsidiary**"), a subsidiary of the Company. The Yingkou Subsidiary entered into two separate lease agreements in relation to the Yingkou Property.

On 21 September 2010, the Yingkou Subsidiary as lessor entered into a lease agreement with a bank as lessee in relation to the second to fourth floors, as well as part of the ground floor area, of the Yingkou Property. The lease was for ten (10) years, with an annual rental of RMB1.68 million for the first five (5) years and an annual rental of RMB1.764 million for the remaining five (5) years.

On 1 November 2013, the Yingkou Subsidiary as lessor entered into a lease agreement with a local lessee in relation to the fifth to sixteenth floors, as well as part of the ground floor area, of the Yingkou Property. The lease was for nine (9) years, with an initial annual rental of RMB1.2 million for the first 3 years of the lease. The annual rental shall increase by 6% after the expiration of each three (3)-year period after the commencement date of the lease.

The Yingkou Property is currently fully occupied due to the abovementioned two leases. The Group considers that the operations of the Yingkou Property has entered a stable stage.

The Group does not expect any material change to the operation of the Yingkou Property for the duration of the current leases until 2020 and 2022 respectively.

(ii) *The Jinggangshan Property*

The Jinggangshan Property is a hotel complex situated in Jinggangshan City, Jiangxi Province, the PRC. The hotel complex has a gross floor area of approximately 9,600 square metres.

On 7 June 2017, the Group entered into a lease agreement over the Jinggangshan Property with a local lessee for a period of ten (10) years (which commenced on 8 December 2017, after the expiry of a customary rent-free period of six (6) months) until 7 December 2027. Under the terms of the lease agreement, the local lessee shall operate hotel businesses in the hotel complex. The local lessee undertakes to renovate and maintain the hotel complex, and to ensure that the post-renovation complementary facilities are able to achieve 3-Star or above in accordance with relevant PRC standards. The lessee shall pay not less than RMB10 million in renovation expenditures, and the Group shall subsequently reimburse the renovation expenditures of up to RMB10 million over the life of the lease. As of 31 March 2018, the lessee had incurred approximately RMB7.9 million in renovation expenditures.

The management of the Company (the “**Management**”) considered that, among the offers made by potential lessees, the terms entered into by the Group and the said local lessee, which would provide the Group with not only a source of stable rental income, but also deferred payment of costs in relation to the substantial renovation expenditures of its hotel complex, was favourable to the Group.

The renovation work arranged by the local lessee is almost complete as of the date of this report, and the hotel complex is expected to commence operations in the second quarter of the financial year ended 31 March 2019 (“**Year 2019**”). Accordingly, the Group’s operations of the Jinggangshan Property have also entered a stable stage. The Group does not expect any material change to the operation of the Jinggangshan Property for the duration of the current lease until 2027.

The Group considered its operation of the Jinggangshan Property a successful model which may be adopted in other investment properties of the Group, including the Zhongshan Property. This helps bring stable rental income to the Group whilst also improves the cash flow of the Group by spreading the renovation expenses borne by the Group over the life of the lease(s).

(iii) The Zhongshan Property

The Zhongshan Property is a multi-purpose complex comprising retail floors on the lower levels, and commercial accommodation floors on the levels above.

In 2015, the Group acquired the Zhongshan Property for investment purpose. When the acquisition was completed, the Group considered the commercial accommodation floors of the Zhongshan Property were suitable for budget hotel and serviced apartment purposes, and the retail floors were suitable for leasing to tenants of retail and food and beverage business.

Due to the consistently rising property market in Zhongshan since 2015, the Zhongshan Property has recorded a substantial accumulative increase in market value since its acquisition by the Group based on revaluations of the Zhongshan Property undertaken by an independent property valuer engaged by the Group.

The Group observed that in the second half of Year 2018, the price level of residential properties in Zhongshan tended to stabilize with a mild growth level. The Group considered that external factors (such as (i) the recent development of the Shenzhen-Zhongshan Bridge and the Zhongshan metro which are expected to shorten the traveling time from Zhongshan to Shenzhen and Foshan respectively when completed, and (ii) the fact that the current average property prices per square metre in Zhuhai, a neighbouring city of Zhongshan, was still at a significant premium over that of Zhongshan) would sustain a stable and moderate growth in both sale price and rental levels of residential properties in Zhongshan in the near future.

Based on the experience the Group gained in operating the Jinggangshan Property, in the second half of Year 2018 the Group focused on sourcing suitable tenants willing to lease the entire Zhongshan Property for an extended duration, and provide finance for the renovations of the Zhongshan Property which shall be reimbursed by the Group throughout the life of the lease. During Year 2018 the Group entered into negotiations with a number of such potential lessees. The Group expects to enter into formal lease with one of the potential lessees in the first half of Year 2019. This helps bring stable rental income to the Group whilst also improves the cash flow of the Group by spreading the renovation expenses borne by the Group over the life of the lease.

In Year 2018, for reasons given below, the Group only incurred minor refurbishment and site cleaning expenses in relation to maintenance of the Zhongshan Property. There was no significant environmental impact generated.

As the refurbishment work, including the design and the floor layout plan of the Zhongshan Property, will be arranged by the lessee if the Zhongshan Property is leased out in its entirety as planned, the Group resolved that the negotiation with potential contractors for refurbishment work of the Zhongshan Property be halted or slowed down until the Group has confirmed all the commercial terms with a potential lessee, which is currently expected to occur within the first half of Year 2019. Should the negotiations with the potential lessees fail to materialize, the Group will recommence its search for suitable contractors to refurbish the residential units of the Zhongshan Property for sale.

B. The Group's Hotel Operations

The Weihai Property

The Weihai Property consists of three high rise hotel buildings with a total of approximately 195,000 square metres of gross floor area, or over 1,600 hotel suites and 360 car parking spaces.

To capture opportunities in the property market in Weihai, the PRC and to bring stable long term income for the benefit of the Group and its Shareholders, on 13 September 2016 the Group entered into a sale and purchase agreement (the “**SP Agreement**”) in relation to the acquisition (the “**Acquisition**”) of 100% equity interest in Jumbo China Investment Group Limited, which owned the Weihai Property, for a consideration of HK\$500 million. The Acquisition was completed on 13 September 2017. Construction and renovation works commenced in April 2016. Upon completion of such works (expected to be in or about mid-2020), the Weihai Property would expect to have an aggregate gross floor area of approximately 195,000 square metres, providing over 1,600 hotel suites and 360 parking spaces. The main building of the Weihai Property is expected to stand approximately 150 metres in height, making it a landmark along the Golden Beach in Weihai.

The Group plans to develop a vast majority of the remaining floor areas of the Weihai Property as hotel and related retail premises and carparking spaces. According to the Valuation Report, the aggregate market value of such hotel and related retail premises and car-parking spaces are expected to reach approximately RMB570 million.

When the Group completed the acquisition of the Weihai Property in September 2017, it acquired, along with the Weihai Property, the benefit of a management agreement with a world-renowned American hotel group as hotel manager. Under the said management agreement, hotel manager will, among other things, provide certain consultancy, design and monitoring services in the course of the development of the hotel floors, and manage the operation of, the hotel premises after completion of the development. The hotel is expected to achieve 5-star standard in accordance with relevant international standards, and target high-end business and leisure travelers.

The hotel complex is under construction at the moment. Upon completion of the construction and renovation works (expected to be in or about mid-2020), the hotel is expected to provide over 200 luxury suites and rooms.

C. The Group's investment in Property Development

The Weihai Property

The Management observed that Weihai has become a popular destination for the retired population in recent years which, coupled with the rapid growth of the tourism sector, has resulted in a consistent influx of migrants and an increased demand for properties. The Management considered such development in Weihai will continue to benefit its hotel industry and local property market. The Management observed a steady growth in the average property price level in Weihai. The Management will take steps to ensure the Weihai Property adheres to its development timetable.

In light of the above, the Group resolved that approximately 130,000 square metres of the gross floor area of the Weihai Property shall be renovated and sold as serviced apartments. According to a report issued by a firm of independent valuers engaged by the Group, based on (among other things) the current property price levels in Weihai, the aggregate market value of such serviced apartments is approximately RMB1.62 billion.

The Group plans to commence pre-sale of the serviced apartment units upon issue of the relevant pre-sale permits by the local authorities (expected in the second quarter of the Year 2019).

The Group has entered into an exclusive agency agreement with a nationally renowned property sales agency group in the PRC, who will commence marketing the serviced apartment units upon grant of the pre-sale permits.

Financing of development of the Weihai Property

It is expected that the initial costs for development of the Weihai property will amount to roughly RMB1.0 billion.

Part of the Group's plan to finance the development of the Weihai Property is pre-sale of the serviced apartment as disclosed above. Permits by the local authorities expected in the second quarter of the Year 2019.

To finance the construction and renovation costs of the Weihai property, on 20 July 2017 the Group entered into an entrusted loan agreement with an independent third party, under which the said lender granted the Group a loan facility of the aggregate principal amount of RMB150 million. On 11 September 2017, the Group also entered into a cooperation agreement with the main contractor of the development, under which the said contractor shall assist in financing part of the development cost of the Weihai Property until completion of the development.

The Management considered that the Weihai Property would be sufficiently financed through (i) the cash flow generated by pre-sale of the serviced apartments; (ii) loan facility agreements such as the abovementioned loan facility; (iii) cooperation agreements with contractors under which the contractors will finance the development costs in return for interests payable by the Group; and (iv) other capital arrangements as may be entered into by the Group from time to time.

D. The Group's Financial Advisory Services

The Group has established a financial consultancy business in certain rapidly developing provinces in the PRC, which provided business and finance consultancy services to, and sourced debt financing for, property developers and other businesses in need of financing.

As disclosed above, the Group's efforts to grow its debt financing sourcing service business came to a halt in the Year 2018 due to adverse changes in the regulatory environment in the PRC. As disclosed above, the Group will continue to explore the financial market in the PRC for any opportunity to provide new services and introduce new sources of income for the Company.

FINANCIAL REVIEW

Revenues

Revenues amounted to approximately HK\$5.0 million for Year 2018, representing a decrease of approximately HK\$7.0 million or 58.3% as compared to that of approximately HK\$12.0 million for Year 2017. The decrease of revenues was mainly attributable to the decrease in financial advisory service income, no revenue had been generated from financial advisory service in the Year 2018 (Year 2017: approximately HK\$8.7 million).

Other operating expenses

Other operating expenses amounted to approximately HK\$1.8 million for Year 2018, representing a decrease of approximately HK\$28.2 million or 94% as compared to that of approximately HK\$30.0 million for Year 2017. The decrease in other operating expenses was mainly attributable to the net exchange gain amounting to approximately HK\$16.1 million (Year 2017: net exchange loss HK\$9.2 million).

Finance costs

Finance costs amounted to approximately HK\$1.9 million for Year 2018, representing a decrease of approximately HK\$6.0 million or approximately 75.9% as compared to that of approximately HK\$7.9 million for Year 2017. The decrease of finance costs was solely attributable to the decrease in imputed interest expenses amounting to approximately HK\$6.0 million.

Profit attributable to owners of the Company

For Year 2018, the Group recorded a net profit attributable to owners of the Company of approximately HK\$108.7 million (Year 2017: approximately HK\$81.2 million). Total comprehensive income attributable to owners of the Company was approximately HK\$276.9 million (Year 2017: approximately HK\$1.9 million).

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

For Year 2018, the Group's sources of fund primarily included income generated from business operations, issue of new shares, and borrowing from a third party, which were used in our business operations and investment and development of projects.

The Group expects that income generated from business operations and borrowings will continue to be the main sources of funds in the coming year. Therefore, the Group will continue to strengthen cash flow management, improve the efficiency of capital returns on projects and stringently control the cost and various expenses. Besides, the Group will continue to look for opportunities to cooperate with foreign and domestic investors, in order to provide other sources of funding for the expansion of projects and business development.

As at 31 March 2018, the Group had bank balances and cash of approximately HK\$43.6 million as compared to the bank balances and cash of approximately HK\$85.3 million as at 31 March 2017.

The Group had net current assets amounting to approximately HK\$522.0 million as at 31 March 2018, against approximately HK\$64.6 million as at 31 March 2017. The Group's current ratio (i.e. current assets divided by current liabilities) was approximately 6.0 as at 31 March 2018 as compared with approximately 3.0 as at 31 March 2017.

Gearing Ratio

As at 31 March 2018, the Group's net debt gearing ratio (i.e. net debt divided by total equity) was at a healthy level of approximately 5.4% (31 March 2017: N/A). Net debt comprises total borrowings less cash and cash equivalents. Total equity comprises owners' equity as stated in the consolidated statement of financial position.

CAPITAL EXPENDITURE

Capital expenditure of the Group for Year 2018 included expenditure on fixed assets and investment properties of approximately HK\$40.1 million (Year 2017: approximately HK\$0.3 million) and approximately HK\$7.8 million (Year 2017: approximately HK\$7.8 million) respectively.

CONTINGENT LIABILITIES AND COMMITMENTS

As at 31 March 2018,

- (a) the Group did not have any material contingent liabilities or guarantees (31 March 2017: Nil); and
- (b) the Group had operating lease commitments of approximately HK\$16.1 million (31 March 2017: approximately HK\$6.2 million).

CHARGES ON THE GROUP'S ASSETS

As at 31 March 2018, the Group's land use right on a piece of land located in Weihai City, PRC and the equity interest of a subsidiary were pledged to an independent third party to secure for borrowings with outstanding amount of approximately HK\$160.0 million.

FOREIGN EXCHANGE EXPOSURE

The normal operations and investments of the Group are mainly in Hong Kong and Mainland China, with revenue and expenditure denominated in Hong Kong dollars and Renminbi. The Directors believe that the Group does not have significant foreign exchange exposure. However, if necessary, the Group will consider using forward exchange contracts to hedge against foreign exchange exposures. As at 31 March 2018, the Group has no significant foreign exchange exposure.

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

Except for the completion of the Jumbo China Acquisition, there was no material acquisition and disposal of subsidiaries and associated companies by the Group for Year 2018.

As at 31 March 2018, the Group did not hold any significant investments (31 March 2017: Nil).

EMPLOYMENT AND REMUNERATION POLICY

As at 31 March 2018, the Group had a total of 45 employees (31 March 2017: 33 employees), including Executive Directors. The remuneration and staff cost for Year 2018 were approximately HK\$14.2 million (Year 2017: approximately HK\$13.6 million). The Group's remuneration policy and packages for the Executive Directors and senior management are determined by the remuneration, quality and nomination committee of the Company (the "RQNC") while those for other employees are reviewed and approved by the CEO. The Group remunerates its employees based on industry practice and the performance of each individual. The Group also offers discretionary bonuses, medical insurance and defined contribution retirement plans, and provides a share option scheme for its employees and Executive Directors.

SIGNIFICANT INVESTMENTS

Save as disclosed above, the Group has no other significant investments held as at 31 March 2018.

FUTURE PROSPECTS

After having completed the acquisition of the Weihai Property, the Group plans to commit more capital and efforts on the Weihai Property. This includes:

- Closely monitoring the construction, renovation and marketing progress of the hotels and serviced apartments of the Weihai Property, and operating the Weihai Property in accordance with the Group's development strategies; and

- Proactively looking for land in the proximity of the Weihai Property for the expansion of the Weihai Property. The Management considers developing such land will create synergy with the development of the Weihai Property and maximize its potential.

After completions of the sale of the residential apartment units of the Weihai Property, the Group plans to acquire lands in the proximity in the Weihai Property, when any such opportunity is identified and considered suitable by the Group. The Management plans to source investors and/or external financing, as well as proceeds from completed sale of the residential apartment units (insofar as not utilized to cover the development costs of the Weihai Property) to finance such acquisition.

The Group will continue sourcing landed properties in other areas in the PRC which are experiencing rapid economic and/or population growth, so as to bring resale revenue and/or stable rental income to the Group. The Group considers that in such areas, factors including governmental policies and/or plans of economic and/or tourist industry development, have facilitated the growth of sectors which are reliant on increased population and capital flows such as office rental and commercial property development, hotel operations and financial service sectors.

Although the Group is unable to expand its business of debt financing sourcing service due to regulatory changes, the management observes a growing demand for other types of financial and business advisory services in the PRC. The Group will continue to explore the PRC market, and seek to identify any opportunity to offer other types of financial services to the market.

EVENTS AFTER THE END OF FINANCIAL YEAR

There were no significant events which occurred after the end of Year 2018.

FINAL DIVIDEND

The Directors do not recommend the payment of a final dividend for Year 2018 (Year 2017: Nil).

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

The Company did not redeem any of the shares in the Company (the “**Shares**”) listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in Year 2018. Nor did the Company or any of its subsidiaries purchase or sell any Shares in Year 2018.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to achieving and maintaining a high standard of corporate governance with a view to enhancing the management of the Company as well as preserving the interest of its Shareholders as a whole. The Company has adopted and adhered to the principles in the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Throughout the year ended 31 March 2018 and up to the date of this announcement, the Company has complied with all the code provisions of the CG Code.

The Board periodically reviews and continues to enhance the Company’s corporate governance policies to ensure compliance with the code provisions of the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted its own code of conduct regarding securities transactions by Directors (the “**Securities Code**”) on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules. Having been made specific enquiries by the Company, the Directors have confirmed compliance with the Securities Code in their securities transactions during Year 2018.

INTERNAL CONTROL REVIEW

The Company has engaged a professional internal control consultant firm to conduct an independent review on internal control environment of the Group for Year 2018. The independent review concluded that the internal control system of each of the Company and the Group was adequate. The independent review also made certain recommendations in support for the Company’s consideration to improve its internal control and efficiency.

The Board has reviewed the results of the independent review and, after discussion with the Management, is satisfied that the Group’s system of internal controls is adequate and effective. The Board will continue to review and improve the Group’s internal control system, taking into account the recommendations of the independent review and the prevailing regulatory requirements.

REVIEW OF ANNUAL RESULTS AND PRELIMINARY RESULTS ANNOUNCEMENT

The figures in respect of this preliminary announcement of the Group's results for Year 2018 have been agreed by the Group's external auditor, PricewaterhouseCoopers (“**PwC**”), to the amounts set out in the Group's draft consolidated financial statements for Year 2018. The work performed by PwC in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently, no assurance has been expressed by PwC on the preliminary announcement.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) comprises all the independent non-executive Directors (the “**Independent Non-executive Directors**”) of the Company who possess appropriate business, legal, engineering and financial experience and skills to undertake the review of the financial statements in accordance with good practice of financial reporting. The Audit Committee is chaired by Mr. LONG Tao and the members are Mr. REN Guo Hua and Mr. CHEN Fang. The final consolidated results for Year 2018 have been reviewed by the Audit Committee. The Audit Committee does not have any disagreement with the accounting treatment adopted by the Company.

ANNUAL GENERAL MEETING

The date of annual general meeting of the Company will be announced later and the relevant notice will be published and dispatched to the Shareholders in the manner as required by the Listing Rules in due course.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to extend our utmost gratitude to our valued clients, Shareholders and business associates for their continued support for and confidence in the Group. I also wish to express our sincere appreciation to our Management and employees for their positive efforts throughout the years.

By order of the Board
Crown International Corporation Limited
MENG Jin Long
Chairman

Hong Kong, 29 June 2018

As at the date of this announcement, the Board comprises four Executive Directors, namely Mr. MENG Jin Long (Chairman), Mr. LI Yong Jun (Vice Chairman), Mr. LIU Hong Shen (Vice Chairman) and Mr. YEUNG Man, Simon (Chief Executive Officer); and three Independent Non-executive Directors, namely Mr. LONG Tao, Mr. REN Guo Hua and Mr. CHEN Fang.

* *For identification purpose only*